



LKL INTERNATIONAL BERHAD

(Company No. 1140005-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("AGM" or "the Meeting") of LKL INTERNATIONAL BERHAD ("LKL International" or "the Company") will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 27 September 2016 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 April 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Note (a)**
2. To approve the payment of Directors' fees for the financial year ended 30 April 2016. **Resolution 1**
3. To re-elect the following Directors who retire by rotation in accordance with Article 89 of the Company's Articles of Association:
i. Lim Kon Lian **Resolution 2**
ii. Mok Mei Lan **Resolution 3**
4. To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Resolution 4**

AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

5. **ORDINARY RESOLUTION 1
RE-APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965** **Resolution 5**
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Adzmi Bin Abdul Wahab, who is over the age of seventy (70) years, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next AGM of the Company."
6. **ORDINARY RESOLUTION 2
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Resolution 6**
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board

**TEA SOR HUA (MACS 01324)
YONG YEN LING (MAICSA 7044771)**
Company Secretaries
Petaling Jaya, Selangor Darul Ehsan
30 August 2016

Notes:

- a) The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- b) A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- c) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 63 of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 20 September 2016. Only members whose names appear in the General Meeting Record of Depositors as at 20 September 2016 shall be regarded as members and entitled to attend, speak and vote at the Second AGM.
- d) A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- e) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- f) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- g) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- h) To be valid, the instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time fixed for holding the Meeting or any adjournment thereof.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1. Item 5 of the Agenda

The Ordinary Resolution proposed under item 5 of the Agenda is to seek shareholders' approval pursuant to Section 129(6) of the Companies Act, 1965 for the re-appointment of Tan Sri Datuk Adzmi Bin Abdul Wahab, a Director who is over the age of seventy (70) years and vacated office pursuant to Section 129(2) of the Companies Act, 1965. If passed, it will enable Tan Sri Datuk Adzmi Bin Abdul Wahab to hold office until the conclusion of the next AGM.

Tan Sri Datuk Adzmi Bin Abdul Wahab has, during his tenure as the Independent Non-Executive Chairman of the Board, provided a strong leadership and was responsible for ensuring the adequacy and effectiveness of the Board's governance process.

2. Item 6 of the Agenda

The Ordinary Resolution proposed under item 6 of the Agenda is a general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This new mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).