



LKL INTERNATIONAL BERHAD
(Registration No. 201501014673 (1140005-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM" or "Meeting") of LKL International Berhad ("LKL International" or the "Company") will be held at Melur, Level 3 (Lobby Level), Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Tuesday, 13 October 2020 at 11.00 a.m., or immediately following the conclusion or adjournment of the Company's Sixth Annual General Meeting ("6th AGM"), which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 85,760,000 NEW ORDINARY SHARES IN LKL INTERNATIONAL, REPRESENTING NOT MORE THAN 20% OF THE TOTAL NUMBER OF ISSUED LKL INTERNATIONAL SHARES TO PARTIES TO BE IDENTIFIED AT A LATER DATE

THAT, subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company ("Board" or "Directors") to allot and issue up to 85,760,000 new ordinary shares in the Company ("LKL International Shares" or "Shares") ("Placement Shares") by way of private placement to independent third party investor(s) to be identified later in one or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company ("Shareholders") dated 28 September 2020 ("Circular") ("Proposed Private Placement");

THAT, the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of LKL International Shares up to and including the Price-Fixing Date;

THAT, the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT, such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT, the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME TO THE ELIGIBLE EMPLOYEES AND DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES ("LKL INTERNATIONAL GROUP") ("PROPOSED ESOS")

THAT, subject to the approvals of all relevant authorities/parties, where relevant/required being obtained, approval is given to the Board to undertake the proposed establishment of an employees' share option scheme of up to 15% of the total number of issued shares of LKL International (excluding treasury shares, if any) to enable the granting of new ordinary shares in LKL International ("LKL International Shares") at any point in time to the eligible employees and Directors of the Company and its subsidiaries (excluding subsidiary companies which are dormant, if any) ("Eligible Person(s)") in accordance with the by-laws governing the ESOS ("By-Laws") as set out in Appendix I of the circular to shareholders dated 28 September 2020, and to adopt and approve the By-Laws and do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT, the Board be and is hereby authorised to issue and allot from time to time such number of new LKL International Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("Options"), provided that the aggregate number of new LKL International Shares to be issued and allotted and/or transferred shall not exceed 15% of the total number of issued shares of LKL International (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and such new LKL International Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing issued shares of the Company, except that the new LKL International Shares so issued and allotted will not be entitled to any dividends, rights, allotments and/or other forms of distribution, for which the entitlement date is prior to the date of allotment and issuance of such new LKL International Shares;

THAT, the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-Laws;

AND THAT, the Board be and is hereby authorised to add, modify and/or amend the Proposed ESOS, By-Laws and all rules, regulations and administration relating to the Proposed ESOS and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed ESOS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws.

PROPOSED GRANTING OF OPTIONS TO THE DIRECTORS OF LKL INTERNATIONAL AND PERSON CONNECTED WITH THEM

THAT subject to the passing of Ordinary Resolution 2 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board at any time and from time to time during the duration of the Proposed ESOS, to offer and grant options to each of the Directors and persons connected with them as named therein below:

- ORDINARY RESOLUTION 3** **TAN SRI DATUK ADZMI BIN ABDUL WAHAB**
(Independent Non-Executive Chairman)
- ORDINARY RESOLUTION 4** **LIM KON LIAN**
(Managing Director)
- ORDINARY RESOLUTION 5** **MOK MEI LAN**
(Executive Director)
- ORDINARY RESOLUTION 6** **LIM PAK HONG**
(Executive Director)
- ORDINARY RESOLUTION 7** **SELMA ENOLIL BINTI MUSTAPHA KHALIL**
(Independent Non-Executive Director)
- ORDINARY RESOLUTION 8** **SANDRA MOHAN A/L MANTHIRY**
(Independent Non-Executive Director)
- ORDINARY RESOLUTION 9** **WONG YEONG LEE**
(Independent Non-Executive Director)
- ORDINARY RESOLUTION 10** **LIM MING CHANG**
(Chief Executive Officer of LKL Advance Metaltech Sdn. Bhd.)
- ORDINARY RESOLUTION 11** **ELAINE LIM SIN YEE**
(Human Resource and Administration Manager)
- ORDINARY RESOLUTION 12** **TAN LEE CHING**
(Manufacturing Operations Manager)
- ORDINARY RESOLUTION 13** **LIM KON KHOON**
(Senior Assembly Supervisor)

to subscribe for such number of LKL International Shares to be issued under the Proposed ESOS subject always to the following provisions:

- (i) he/she must not participate in the deliberation or discussion of his/her own allocation of new LKL International Shares to be issued under the Proposed ESOS;
- (ii) not more than 50% of the total number of new LKL International Shares to be issued under the Proposed ESOS shall be allocated in aggregate to the Directors and senior management of LKL International Group;
- (iii) not more than 10% of the total number of new LKL International Shares to be issued under the Proposed ESOS shall be allocated to him/her, if he/she either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any); and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Proposed ESOS and any prevailing guidelines issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), ACE Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time,

AND THAT, the Board be further authorised to issue, allot and/or transfer such number of new LKL International Shares arising from the exercise of the ESOS Options that may be granted to him/her under the Proposed ESOS.

By Order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

28 September 2020

Notes:

- (a) A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (b) A proxy may but need not be a member of 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.
- (c) 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.
- (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (e) 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.
- (f) 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 Clause 63(b) of the Company's Constitution to issue the General Meeting Record of Depositors as at 5 October 2020. Only members whose names appear in the General Member Record of Depositors as at 5 October 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- (g) The instrument appointing a proxy must be deposited with the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the EGM.
- (h) All resolutions as set out in the Notice of the Meeting will be put to vote by poll.
- (i) Members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting. The Administrative Notes has taken into account the latest measures to date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affects the holding or conduct of general meetings. The Company will closely monitor the situation and reserve the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the Meeting. Any material developments or updates on the Meeting will be announced on the website of Bursa Securities regularly.



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ADMINISTRATIVE NOTES

EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”) OF LKL INTERNATIONAL BERHAD (“LKL” OR THE “COMPANY”)

Date	:	Tuesday, 13 October 2020
Time	:	11.00 a.m. or immediately following the conclusion or adjournment of the Company’s Sixth Annual General Meeting (“6th AGM”), whichever is later
Venue of Meeting	:	Melur, Level 3 (Lobby Level), Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan
Time & Place of Registration	:	From 8.30a.m. onwards Melur, Level 3 (Lobby Level), Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan

COVID-19: PUBLIC HEALTH PRECAUTIONARY MEASURES

The Board of Directors (“**Board**”) is cognisant of the COVID-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company’s members, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise members that necessary steps and measures will be undertaken in holding the Company’s EGM.

1. In view of the COVID-19 pandemic and further to the “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers” issued by the Securities Commission Malaysia, members/proxies/corporate representatives who wish to attend the EGM in person **ARE REQUIRED TO PRE-REGISTER** with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“**Share Registrar**”, “**Tricor**”, or “**TIIH**”), via the TIIH Online website at <https://tiih.online> not later than **Sunday, 11 October 2020 at 11 a.m.** Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM.

2. VENUE AND SEATING ARRANGEMENT

- As a precautionary measure, the Company reserves the right to limit the number of physical attendees to be accommodated at the venue.
- In order to assist the Company in managing the turnout for the EGM, members/proxies/corporate representatives are required to pre-register with the Company’s Share Registrar, via the TIIH Online website at <https://tiih.online>, if the members/proxies/corporate representatives wish to attend the EGM in person.
- Social distancing would be practised at all times. Members who attend the EGM should maintain at least 1 metre (3 feet) distance between him/herself.
- Seats in the EGM venue would be placed at least one metre (3 feet) apart from one another.

3. OTHER IMPORTANT INFORMATION

- If any of the members/proxies/corporate representatives (“**Persons**”) have travelled overseas to China (including mainland China, SAR Hong Kong, SAR Macau and Taiwan), Italy, Iran, Korea, Japan and other affected countries in the past 14 days or if a Person is unwell with fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, they must seek medical attention and quarantine themselves at home. Under such circumstances, the Persons are advised to appoint the Chairman of the meeting as their proxy to attend and vote on their behalf at the EGM.
- Generally, any Persons who:
 - (a) feel unwell before the EGM;
 - (b) have been placed on quarantine orders or stay-at-home notices; or
 - (c) have a travel history to certain countries/regions in the specified period preceding the EGM, as announced by the Ministry of Health, must not attend the EGM in person, and instead are strongly encouraged to appoint the Chairman of the meeting as their proxy to attend and vote on their behalf at the EGM.
- For Persons who are attending the EGM physically, temperature screening on each Person will be taken during registration and the Persons will be required to sign a health declaration form and provide their travel history and contact details (to facilitate contact tracing, if required) before entering the venue of the EGM.
- As a precautionary measure, the Company reserves the right to deny any Persons with body temperature of above 37.5°C entry into the EGM venue.
- Any Persons attending the EGM physically should wear a face mask in advance and throughout the EGM and practise proper self-sanitisation, including the use of hand sanitisers.

4. INDIVIDUAL MEMBERS

- All members who intend to attend the EGM in person **ARE REQUIRED TO PRE-REGISTER** with Tricor via **TIIH Online** website (<https://tiih.online>) latest by **Sunday, 11 October 2020 at 11.00 a.m.** Kindly refer to the Pre-Register procedures below.

Members who are unable to attend the EGM and who wish to exercise their votes are encouraged to appoint the Chairman of the meeting to vote on your behalf by indicating the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

5. CORPORATE MEMBERS

- Corporate members who wish to appoint corporate representatives instead of a proxy to attend and vote at the EGM, must deposit their original or duly certified certificate of appointment of corporate representative with Tricor not later than **Sunday, 11 October 2020 at 11.00 a.m.**
- Attorneys appointed by power of attorney are required to deposit their power of attorney with Tricor not later than **Sunday, 11 October 2020 at 11.00 a.m.** to attend and vote at the EGM.

- **A member who has appointed a proxy/attorney/corporate representative to attend and vote at the EGM must request his/her proxy/attorney/corporate representative to submit their Pre-Registration at TIH Online website at <https://tiah.online>.**
- If a corporate member (through its corporate representative(s) or appointed proxy(ies) is unable to attend the EGM, you may appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

6. PRE-REGISTER PROCEDURES

Members/proxies/corporate representatives/attorneys who wish to attend and vote at the EGM are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE EGM DAY		
(a)	Register as a user with TIH Online	<ul style="list-style-type: none"> • Using your computer, access the website at https://tiah.online. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.
(b)	Pre-register your attendance to attend EGM	<ul style="list-style-type: none"> • Registration is open from 10.00 a.m. on Monday, 28 September 2020 up to 11.00 a.m. on Sunday, 11 October 2020. • Login with your user ID and password and select the corporate event: "(REGISTRATION) LKL EGM 2020". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares. • Submit to register your physical attendance. • System will send an e-mail to notify that your registration to attend the EGM physically is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors as at 5 October 2020, the system will send you an e-mail to notify if your registration is approved or rejected. • For members who have registered to attend the EGM physically, the system will email an e-passcode slip. Print the passcode slip and bring it along with you to the EGM.

7. NO DOOR GIFT/FOOD VOUCHER/REFRESHMENT

There will be **no distribution/provision of door gifts or food vouchers or refreshment** for the EGM in order to ensure social distancing and as a measure to reduce crowds in accordance with the COVID-19 guidelines issued by the Ministry of Health.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

8. GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

Only a depositor whose name appears on the ROD as at **5 October 2020** shall be entitled to attend, speak and vote at the EGM or appoint proxies to attend and/or vote on his/her behalf.

9. PROXY

- If you are unable to attend the meeting on 13 October 2020, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may submit your Proxy Form to Tricor by fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com. However, please ensure that the **Original Proxy Form** is deposited at Tricor’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or, alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

10. POLL VOTING

- The voting at the EGM will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of paper voting and Coopers Professional Scrutineers Sdn. Bhd. as Scrutineers to verify the poll results.
- During the EGM, the Chairman will brief on the voting procedures. The voting session will commence as soon as the Chairman calls for the poll to be opened.
- Upon completion of the voting session for the EGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

11. CIRCULAR TO SHAREHOLDERS

- The Company’s Circular is available at the Company’s website at <http://klbeds.com/investor-relations.html>
- You may request for a printed copy of the Circular at <https://tiih.online> by selecting “Request for Annual Report/Circular” under the “Investor Services”. Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.

12. REGISTRATION

- Registration will start at 8.30 a.m. at Melur, Level 3 (Lobby Level), Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan.
- Please present your original MyKad/passport to the registration staff for verification.
- Upon verification, you are required to write your name, mobile contact and sign the attendance list placed on the registration table.
- You will be given an identification wristband with a personalised passcode for the purpose of voting at the EGM.
- You must wear the identification wristband throughout the EGM as no person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement in the event you lose or misplace the identification wristband.
- If you are attending the meeting as a member as well as a proxy, you will be registered once and will be given only one identification wristband to enter the meeting hall.
- No person will be allowed to register on behalf of another person even with the original Mykad/passport of the other person.

13. HELP DESK

- (i) Please proceed to the Help Desk for any clarification or queries apart from registration details.
- (ii) The Help Desk will also handle revocation of proxy's appointment.

14. RECORDING OR PHOTOGRAPHY

By participating at the EGM, you agree that no part of the EGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electrical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

15. ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com
Contact Persons : Mr. Jake Too Tel : +603-2783 9285 /
Email : Chee.Onn.Too@my.tricorglobal.com

Ms. Vivien Khoh Tel : +603-2783 9091 /
Email : Vivien.Khoh@my.tricorglobal.com

Mr. Alven Lai Tel : +603-2783 9283 /
Email : Siew.Wai.Lai@my.tricorglobal.com