

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular prior to its issuance as it is an exempt document pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**LKL INTERNATIONAL BERHAD**

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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE  
("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

The ordinary resolution in respect of the Proposed Renewal of Existing Shareholders' Mandate will be tabled as Special Business at the Eleventh Annual General Meeting ("11<sup>th</sup> AGM" or "Meeting") of LKL International Berhad ("LKL" or "the Company") which will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 May 2026 at 10:00 a.m. or at any adjournment thereof.

The Notice of the 11<sup>th</sup> AGM together with the Proxy Form, Administrative Notes and this Circular are available at the Company's website at [www.lklbeds.com](http://www.lklbeds.com) or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com). Please follow the procedures provided in the Administrative Notes for the 11<sup>th</sup> AGM in order to register, participate and vote.

If you are unable to participate in the 11<sup>th</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the Share Registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or email to [sharereg@prosec.com.my](mailto:sharereg@prosec.com.my), not less than forty-eight (48) hours before the time for holding the 11<sup>th</sup> AGM.

Last date and time for lodging the Proxy Form : Wednesday, 27 May 2026 at 10:00 a.m.

Date and time of the 11<sup>th</sup> AGM : Friday, 29 May 2026 at 10:00 a.m. or at any adjournment thereof

## DEFINITIONS

---

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Annual Report 2025”	: Annual Report of LKL issued for the FYE 2025
“ARMC”	: Audit and Risk Management Committee of LKL
“Bioalpha”	: Bioalpha Holdings Berhad [Registration No.: 201101021398 (949536-X)]
“Bioalpha Group”	: Bioalpha and its subsidiaries (including all future subsidiaries which are acquired/incorporated by Bioalpha Group before the next AGM of the Company) as defined in the Act
“Botanical Distribution”	: Botanical Distribution Sdn. Bhd. [Registration No.: 200801024396 (825720-T)]
“Board”	: The Board of Directors of LKL
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This circular dated 30 April 2026 to the shareholders of the Company in relation to the Proposal
“CMSA”	: Capital Markets and Services Act 2007
“Director(s)”	: A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
“FYE”	: Financial year ended 31 December
“LKL” or “Company”	: LKL International Berhad [Registration No. 201501014673 (1140005-V)]
“LKL Group” or “Group”	: LKL and its subsidiaries (including all future subsidiaries which are acquired/incorporated by LKL Group before the next AGM of the Company) as defined in the Act
“LKL Share(s)” or “Share(s)”	: Ordinary share(s) in LKL
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
“LPD”	: 1 April 2026, being the latest practicable date prior to the printing of this Circular

## DEFINITIONS (CONT'D)

---

- “Major Shareholder(s)” : A person who has an interest or interests in one or more of the voting shares in the Company and the number or aggregate number of those shares, is:
- (a) ten percent (10%) or more of the total number of voting shares in the Company; or
  - (b) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

For the purposes of the Proposed Renewal of Existing Shareholders’ Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, or any other corporation which is its subsidiary or holding company.

- “Person(s) Connected” : In relation to a Director or a Major Shareholder (collectively referred to as the “said Person”), means such a person who falls under any one of the following categories:-
- (a) A family member of the said Person, which means such person who falls within any one of the following categories:-
    - (i) spouse;
    - (ii) parent;
    - (iii) child including an adopted child and step-child;
    - (iv) brother or sister; and
    - (v) spouse of the person referred to in items (iii) and (iv) above;
  - (b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;
  - (c) A partner of the said Person, which means such person who falls within any one of the following categories:-
    - (i) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
    - (ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not;
  - (d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
  - (e) A person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;

## DEFINITIONS (CONT'D)

---

(f) A body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or

(g) A body corporate which is a related corporation of the said Person.

“Proposed Renewal of Existing Shareholders’ Mandate” or “Proposal” : Proposed renewal of the existing shareholders’ mandate for the Group to enter into the RRPT(s)

“Recurrent Related Party Transaction(s)” or “RRPT” : Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature, which are necessary for the day-to-day operations of LKL Group within the ordinary course of business of LKL Group

“Related Party” or “Related Parties” : A Director, Major Shareholder and/or Person Connected with such Director or Major Shareholder; and “Related Parties” shall be construed accordingly

“RM” and “sen” : Ringgit Malaysia and sen respectively

All references to “we”, “us”, “our” and “ourselves” are to LKL or LKL Group. All references to “you” in this Circular are to the shareholders of LKL.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

<p><b>THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK</b></p>
---

## TABLE OF CONTENTS

	<b>Page</b>
<b>LETTER FROM THE BOARD TO THE SHAREHOLDERS OF LKL IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE</b>	
1. INTRODUCTION	1
2. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE	
2.1 Provision under the Listing Requirements	2
2.2 Principal activities of LKL Group	3
2.3 Related Party and Nature of RRPT contemplated	4
2.4 Basis of estimates	5
2.5 Validity period of the Proposed Renewal of Existing Shareholders' Mandate	5
2.6 Review procedures for the RRPT	5-6
2.7 Threshold for approval of RRPT	6
2.8 Statement by the ARMC	7
2.9 Disclosure in annual report	7
2.10 Rationale for and benefits of the Proposed Renewal of Existing Shareholders' Mandate	7
2.11 Effects of the Proposed Renewal of Existing Shareholders' Mandate	7
3. APPROVAL REQUIRED	8
4. DETAILS OF THE SUMS DUE AND OWING BY THE RELATED PARTIES	8
5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM	8
6. DIRECTORS' STATEMENT AND RECOMMENDATION	9
7. 11 <sup>TH</sup> AGM	9
8. FURTHER INFORMATION	9
APPENDIX I – FURTHER INFORMATION	10-11
APPENDIX II – EXTRACT OF NOTICE OF 11 <sup>TH</sup> AGM	ENCLOSED

**THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK**



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

**Registered Office:**  
Third Floor, No. 77, 79 & 81  
Jalan SS21/60  
Damansara Utama  
47400 Petaling Jaya  
Selangor Darul Ehsan

30 April 2026

**Board of Directors:**

Ti Lian Seng (*Managing Director*)  
Zulkarnin Bin Ariffin (*Executive Director*)  
Lim Pak Hong (*Executive Director*)  
Lim Ming Chang (*Non-Independent Non-Executive Director*)  
Dr. Chan Jee Peng (*Independent Non-Executive Director*)  
Ling Chi Hoong (*Independent Non-Executive Director*)  
Ng Fun Kim (*Independent Non-Executive Director*)  
Tan Su Ning (*Independent Non-Executive Director*)

**To: The Shareholders of LKL**

Dear Sir/Madam,

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

---

**1. INTRODUCTION**

At the 10<sup>th</sup> AGM of the Company held on 29 May 2025, the Company had sought and obtained from its shareholders the general mandate for LKL Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties other than those generally available to the public and which are necessary for LKL Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

On 24 April 2026, the Board had announced that the Company proposed to seek the shareholders' approval in respect of the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 11<sup>th</sup> AGM of the Company.

The purpose of this Circular is to provide you with the relevant details and information on the Proposed Renewal of Existing Shareholders' Mandate and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 11<sup>th</sup> AGM of the Company. The notice convening the 11<sup>th</sup> AGM together with the Proxy Form are enclosed in the Annual Report 2025, the extract of which is enclosed with this Circular.

**SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AT THE FORTHCOMING 11<sup>TH</sup> AGM OF THE COMPANY.**

## 2. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

### 2.1 Provisions under the Listing Requirements

In the ordinary course of the Group's businesses, the Company anticipates that the Group would enter into certain RRPT with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of RRPTs which are necessary for its day-to-day operations subject to, among others, the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value of the RRPT is equal to or more than the prescribed threshold prescribed in Rule 10.09(1) of the Listing Requirements;
- (c) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting the circular to Bursa Securities;
- (d) in a meeting to obtain a shareholders' mandate, the interested Directors, interested Major Shareholders, interested persons connected with a Director or Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution in respect of the RRPTs. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution in respects of the RRPTs; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, the Board proposes to seek shareholders' mandate for LKL Group to enter into arrangements or transactions with the Related Parties, details of which are set out in Section 2.3 below, which are necessary for the day-to-day operations of LKL Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

If approved, the Proposed Renewal of Existing Shareholders' Mandate shall be valid for the period described in Section 2.5 below.

**THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK**

## 2.2 Principal activities of LKL Group

The principal activity of the Company is investment holding. As at LPD, the principal activities of its subsidiaries are as follows:

Name of company	Effective interest (%)	Principal activities
<b>Direct</b>		
LKL Advance Metaltech Sdn. Bhd. [199301023839 (278577-X)]	100%	Engaged in the business of providing medical/healthcare beds, peripherals and accessories
Medik Gen Sdn. Bhd. [201401038690 (1114838-W)]	100%	Engaged in the business of trading in hospital furniture, laboratory furniture, medical equipment, utensils and accessories and providing management and advisory services
Aluxcare Wellness Sdn. Bhd. [202101015036 (1415336-K)]	100%	Engaged in the business of wholesale, retail, importer and exporter of and dealers in all kinds of the drugs, chemicals, alkalis, cosmetics, personal care, health food, medical device, manure antibodies and pharmaceutical medicinal.
Carelife Center Sdn. Bhd. [202101015060 (1415360-A)]	100%	Engaged in the business of trading of medical and emergency equipment and accessories
LandB Protrade Sdn. Bhd. [202401050083 (1595927-M)]	100%	Engaged in the business of property development and general trading
<u>Subsidiary company of LKL Advance Metaltech Sdn. Bhd.</u>		
LKL Medical (Sarawak) Sdn. Bhd. [202101033393 (1433693-V)]	60%*	Engaged in the business of trading, supplying, wholesaling of medical and healthcare equipment, products and services
<u>Subsidiary company of Medik Gen Sdn. Bhd.</u>		
TMI Medik Group Sdn. Bhd. [201701006394 (1220559-W)]	70^	Engaged in the business of trading in medical equipment, medical peripherals and accessories, and distribution of pharmaceutical products
<u>Associate Company of Carelife Center Sdn. Bhd.</u>		
Focus Carelife Sdn. Bhd. [202101019340 (1419640-M)]	40%	(i) Trading, supplying, wholesaling, manufacturing of medical and healthcare equipment, products and services; and (ii) To carry on the business of wholesale, retail, importers and exporters of and dealers in all kind of drugs, chemicals, alkalis, manure antibodies and pharmaceutical medicinal.

**Notes:**

\*10% held via LKL and 50% held via LKL Advance Metaltech Sdn. Bhd.

^69% held via Medik Gen Sdn. Bhd. and 1% via LKL Advance Metaltech Sdn. Bhd.

### 2.3

#### Related Parties and Nature of RRPT contemplated

In the normal course of LKL Group's businesses, transactions of a revenue and/or trading nature between the company(ies) in LKL Group and the Related Party(ies) are likely to occur and are necessary for its day-to-day operations.

Transactions contemplated for which the Proposed Renewal of Existing Shareholders' Mandate (based on LKL Group's structure as at LPD) were sought are set out below:

Transacting Company	Related Party	Nature of Transaction	Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 April 2025 (RM)	Actual value transacted from 29 May 2025 (date of last AGM) up to LPD (RM)	Estimated aggregate value during the validity period of the mandate <sup>(1)</sup> (RM)	Interested Directors/Major Shareholders/ Person connected to Directors or Major Shareholders
LKL Group	Bioalpha Group	Sales of pharmaceutical products, medical, healthcare equipment and other related expenses to Bioalpha Group (trade in nature)	15,000,000	-	8,000,000	Refer to note (2) below
LKL Group	Bioalpha Group	Purchase of pharmaceutical products, medical, healthcare equipment and other related expenses from Bioalpha Group (trade in nature)	55,000,000	-	3,000,000	Refer to note (2) below
LKL Group	Bioalpha Group	Management and service charges in relation to pharmacy business from Bioalpha Group	3,000,000	-	2,000,000	Refer to note (2) below

Notes:

- (1) The validity period of the Proposed Renewal of Existing Shareholders' Mandate is from the forthcoming 1<sup>st</sup> AGM to the next AGM.  
(2) Interested Directors, Major Shareholders and Persons Connected are as follows:-

- Botanical Distribution is the major shareholder of LKL.
- Bioalpha, the indirect major shareholder of LKL, is deemed interested in the Proposed Renewal of Existing Shareholders' Mandate by virtue of its shareholdings in Botanical Distribution pursuant to Section 8 of the Act. Bioalpha is the holding company of Botanical Distribution.
- Tan Su Ning is the Independent Non-Executive Director of LKL and she also sits on the Board of Bioalpha.

## **2.4 Basis of estimates**

The abovementioned estimated values in respect of each transaction referred to above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumption that the current level of operations will continue and all external conditions remain constant. Due to the nature of the transactions, the actual value of transactions may vary from the estimated value disclosed above.

## **2.5 Validity period of the Proposed Renewal of Existing Shareholders' Mandate**

The authority from the shareholders of LKL to undertake the Proposed Renewal of Existing Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 11<sup>th</sup> AGM and shall continue to be in force until:

- (i) the conclusion of the next AGM of LKL following the general meeting at which this ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM of LKL after the date is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

## **2.6 Review procedures for the RRPT**

LKL has internal control systems to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms consistent with the Company's usual business practices and policies, which are no more favourable to the interested parties than those extended to third parties/public and are not detrimental to the interest of the minority shareholders. The management of LKL will ensure that the RRPT with interested parties will only be transacted at the prevailing market rates/prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, the level of services, quality of products and other related factors.

The following methods and procedures have been implemented by LKL Group to ensure proper identification and reporting of RRPT and to ensure that RRPT contemplated under the Proposed Renewal of Existing Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) Any tender, quotation or contract received from or proposed to be entered with a Related Party will be reviewed by the senior management who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions. The transactions with a Related Party will only be entered into after taking into account the pricing, quality, deliverables, level of service and other related facts including competitors' prices of similar products and services in the open market;

- (ii) All transactions entered into pursuant to the Proposed Renewal of Existing Shareholders' Mandate will be tabled to the ARMC for review on a quarterly basis. In its review of such transactions, the ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources;
- (iii) Records will be maintained by the Company to capture all RRPT entered into pursuant to the Proposed Renewal of Existing Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (iv) The ARMC has and shall continuously review the adequacy and appropriateness of the procedures, as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- (v) The pricing for services and products to be provided/supplied and/or received is determined based on the Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (vi) Where practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for substantially similar products or services and/or quantities will be used as a comparison to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities; and
- (vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit and Risk Management Committee shall review the transaction price based on the usual business practices of the Group to ensure that the RRPT are not detrimental to the Company and the Group.

## **2.7 Threshold for approval of RRPT**

The threshold for approval of RRPT within LKL Group are as follows:

- (i) The RRPT where the consideration, value of the assets, capital outlay or costs is below RM1.0 million is subject to the approval of any one of the non-interested Directors of the Company and shall be reviewed by the Senior Management (Chief Executive Officer, Chief Financial Officer, Head of Department) of the Company.
- (ii) The RRPT where the consideration, value of the assets, capital outlay or costs is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and the Board before the transaction is entered into.

Where a Director has an interest (direct or indirect) in an RRPT, such Director shall abstain from deliberating over such transaction.

## **2.8 Statement by the ARMC**

The procedures and processes of RRPT as set out in the sections above are and will be reviewed annually. The ARMC of the Company is of the view that the Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner.

The ARMC has also reviewed the RRPT and is of the opinion that the review procedures in Section 2.6 above are sufficient to ensure that RRPT will be carried out at arm's length and on commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

## **2.9 Disclosure in the Annual Report**

Disclosure will be made in the Company's annual report on the breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:-

- (i) the type of the RRPT made; and
- (ii) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company.

## **2.10 Rationale for and benefits of the Proposed Renewal of Existing Shareholders' Mandate**

The rationale for and benefits of the Proposed Renewal of Existing Shareholders' Mandate to the Group are as follows:

- (i) the Proposed Renewal of Existing Shareholders' Mandate will empower the Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of the Group, undertaken at arm's length, normal commercial terms, are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed Renewal of Existing Shareholders' Mandate will eliminate the need for the convening of general meetings on an ad hoc basis and hence will reduce substantially the administrative time, inconvenience and expenses associated therewith;
- (iii) the RRPT entered into by the Group are intended to meet business needs at the best possible terms and to allow the Group to tap into the expertise of the Related Parties which will be of benefit to all the companies within the Group; and
- (iv) the benefits of transacting with Related Parties include leveraging their experience and expertise in healthcare to generate revenue for the Group.

## **2.11 Effects of the Proposed Renewal of Existing Shareholders' Mandate**

The Proposed Renewal of Existing Shareholders' Mandate will not have any effect on the issued share capital, dividends and shareholdings of LKL and will not have any material effects on the net assets, gearing and earnings of LKL Group.

### 3. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of LKL's shareholders to be obtained at the forthcoming 11<sup>th</sup> AGM of the Company.

### 4. DETAILS OF THE SUMS DUE AND OWING BY THE RELATED PARTIES

As at LPD, there was no amount due and owing to LKL Group by Related Parties pursuant to RRPT which has exceeded the credit term. As such, the disclosures as required under items 16A and 16B in Annexure GN8-A of the Listing Requirements are not applicable.

### 5. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the Directors, Major Shareholders of LKL and/or persons connected with them have any interest, directly or indirectly, in the Proposed Renewal of Existing Shareholders' Mandate as at LPD:-

Name	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<b><u>Interested Major Shareholders</u></b>				
Botanical Distribution	57,010,000	14.690	-	-
Bioalpha <sup>(1)</sup>	-	-	57,010,000	14.690
<b><u>Interested Director</u></b>				
Tan Su Ning <sup>(2)</sup>	-	-	-	-

Notes:

\* Based on the number of issued shares of 388,078,416 Shares.

<sup>(1)</sup> Bioalpha, the indirect major shareholder of LKL, is deemed interested in the Proposed Renewal of Existing Shareholders' Mandate by virtue of its shareholdings in Botanical Distribution pursuant to Section 8 of the Act. Bioalpha is the holding company of Botanical Distribution.

<sup>(2)</sup> Tan Su Ning is the Independent Non-Executive Director of LKL and she also sits on the Board of Bioalpha.

The above-mentioned Interested Director had abstained and/or will continue to abstain from all Board deliberations and voting on the resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate.

Accordingly, the Interested Director and Interested Major Shareholders will abstain from deliberation and voting in respect of their direct and indirect shareholdings on the resolution deliberating or approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 11<sup>th</sup> AGM of the Company. Further, the Interested Director and Interested Major Shareholders have undertaken to ensure that persons connected to them will abstain from deliberation and voting in respect of their direct and/or indirect shareholdings on the resolution deliberating or approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 11<sup>th</sup> AGM of the Company.

## 6. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Director), having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board (save for the Interested Director) recommends that you vote in favour of the Ordinary Resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled at the forthcoming 11<sup>th</sup> AGM of the Company.

## 7. 11<sup>TH</sup> AGM OF THE COMPANY

The Notice of 11<sup>th</sup> AGM together with the Proxy Form, Administrative Notes and this Circular are available at the Company's website at [www.lklbeds.com](http://www.lklbeds.com) or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com). The 11<sup>th</sup> AGM of the Company will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if though fit, passing the resolution, with or without modifications, to give effect to the Proposal.

If you are unable to participate in the 11<sup>th</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the Share Registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or email to [sharereg@prosec.com.my](mailto:sharereg@prosec.com.my), not less than forty-eight (48) hours before the time for holding the Meeting.

Last date and time for lodging the Proxy Form	:	Wednesday, 27 May 2026 at 10:00 a.m.
Day, date and time of the 11 <sup>th</sup> AGM	:	Friday, 29 May 2026 at 10:00 a.m. or at any adjournment thereof

The lodging of the Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

Shareholders are advised to refer to the Administrative Notes on the registration and voting process for the 11<sup>th</sup> AGM of LKL.

## 8. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**LKL INTERNATIONAL BERHAD**

**TI LIAN SENG**  
Managing Director

## FURTHER INFORMATION

---

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of LKL who collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

### 2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by LKL and/or its subsidiaries within the two (2) years preceding the date of this Circular:-

- (i) On 21 February 2023, LKL Advance Metaltech Sdn. Bhd., a wholly-owned subsidiary of the Company had entered into a conditional sale and purchase agreement ("SPA") with Lembaga Kumpulan Wang Simpanan Pekerja to purchase a property known as Bangunan KWSP Damansara Fairway, No. 6A, Persiaran Tropicana, Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, a 12 storey commercial office block with 5 storey car park containing 130 car park bays which is held under Pajakan Negeri 12257, Lot 934, Bandar Damansara, Daerah Petaling, Negeri Selangor ("Building") at the cash consideration of RM24,000,000.00.

On 17 March 2025, LKL Advance Metaltech Sdn. Bhd. and Lembaga Kumpulan Wang Simpanan Pekerja entered into a Supplemental Sale and Purchase Agreement wherein the parties agreed that the completion date of the SPA falls on 2 January 2025, for the payment of the financing/loan obtained by LKL Advance Metaltech Sdn. Bhd. from its financier amounting to RM19,200,000. The vacant possession of the Building was subsequently delivered on 20 March 2025, thereby completing the acquisition.

- (ii) On 5 April 2024, Aluxcare Wellness Sdn. Bhd., a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Mediconstant Pharmacy (Ampang) Sdn. Bhd. for the acquisition of the business of three (3) pharmacy outlets including associated rights, properties, assets and inventory for a total purchase consideration of RM4,800,000.00. The acquisition was completed on 26 November 2024.

### 3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, LKL Group is not engaged in any other material litigation, claim or arbitration either as plaintiff or defendant or otherwise and the Directors of LKL are not aware of any proceeding pending or threatened against LKL and/or its subsidiaries, or of any fact likely to give rise to any proceeding which might materially or adversely affect the financial position or business of LKL Group:-

- (i) **LKL Advance Metaltech Sdn. Bhd. vs Manico New Impact Sdn. Bhd. (WA-22NCC-898-12/2024)**

On 24 December 2024, LKL Advance Metaltech Sdn. Bhd. filed a suit in Kuala Lumpur High Court bearing suit number WA-22NCC-898-12/2024 ("Suit 898") against Manico New Impact Sdn. Bhd. ("Manico"), among others, to order Manico to pay RM2,000,000 to LKL Advance Metaltech Sdn. Bhd.. LKL Advance Metaltech Sdn. Bhd. has paid RM4,000,000 as down payment to Manico to acquire machineries in 2023, of which they failed to do so and only after a year, Manico refunded RM2,000,000. On 15 January 2025, due to failure to enter

appearance by 10 January 2025, LKL Advance Metaltech Sdn. Bhd. has obtained a Judgment in Default of Appearance (“JID”) against Manico for a sum RM2,000,000 and costs of RM1,500.

Following that, on 21 February 2025, a Winding Up Notice had been issued to the Defendant, whereby Winding Up Proceedings shall commence winding up proceeding against the Defendant in the event that the Defendant fails to reimburse LKL Advance Metaltech Sdn. Bhd. the aforementioned sum within 21 days. The Winding Up Petition against Defendant has been filed on 17 March 2025. On 24 June 2025, the court has ordered that Manico be wound up under the Companies Act 2016. The Company has filed the Proof of Debt to the liquidator on 23 July 2025. The litigation process with Manico has been concluded following the filing of the Proof of Debt.

**(ii) LKL vs The Edge Communications Sdn. Bhd. (WA-23NCvC-50-05/2021)**

On 25 May 2021, the Company filed a Writ and Statement of Claim in the High Court in Kuala Lumpur against The Edge Communications Sdn. Bhd. (“The Edge”). The suit was initiated against The Edge for the article published at pages 62 to 64 of “The Edge Malaysia” on 12 April 2021 entitled “Hidden hands behind penny stock surge under scrutiny” (“Article”), of which the Company alleged that certain words in the Article were defamatory of LKL International Berhad. The Company is seeking from The Edge, amongst others, damages and an injunction to restrain The Edge whether by itself, its agents or servants or otherwise from publishing or causing to be published the same or similar words defamatory of LKL International Berhad.

On 19 August 2021, The Edge has filed a striking out application to strike out the Company’s claim, and the High Court has on 17 May 2022 dismissed The Edge’s striking out application with costs in the cause. On 16 March 2026, the matter was resolved through a consent judgment. The taxed cost has been fully settled and the matter is now concluded.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at Third Floor, No. 77, 79 and 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from Monday to Friday (except for Public Holidays) from the date of this Circular up to and including the date of the 11<sup>th</sup> AGM:

- (a) Constitution of the Company;
- (b) Audited consolidated financial statements of the Company for the financial years ended 31 December 2024 and 31 December 2025;
- (c) The material contracts referred to in Section 2 of Appendix I; and
- (d) The relevant cause papers in respect of material litigation are referred to in Section 3 of Appendix I.

**THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

**EXTRACT OF NOTICE OF 11<sup>TH</sup> AGM**

---

**ORDINARY RESOLUTION 7****PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries ("Group") to enter into any of the recurrent related party transactions with the related party(ies) as set out in Section 2.3 of the Circular to Shareholders dated 30 April 2026 in relation to the Proposed Renewal of Existing Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/ or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

<b>THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK</b>
--