

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of OKA Corporation Bhd will be held at Room 5, Mezzanine Floor, Impiana Hotel Ipoh, 18 Jalan Raja Dr. Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Thursday, 30 August 2012 at 11.00 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To declare a first and final dividend of 3 sen single-tier in respect of financial year ended 31 March 2012 (Resolution 2)
3. To approve payment of Directors' fees for the financial year ended 31 March 2012. (Resolution 3)
4. To re-elect the following directors who retire pursuant to Article 82 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:
 - a. Mdm. Quah Seok Keng (Resolution 4)
 - b. Mr. Ong Choo Ian (Resolution 5)
5. To re-appoint Messrs KPMG as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 6)
- 6 As Special Business
To consider and, if thought fit, to pass the following Resolutions with or without modifications:-

Ordinary Resolutions

- 6.1 Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965 (Resolution 7)

“That subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from the relevant Regulatory Authorities, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten

percent (10%) of the total issued and paid up share capital of the Company for the time being at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and that such authority shall continue in force until conclusion of the next Annual General Meeting of the Company.”

6.2 Authority to issue shares pursuant to the Executives’ Share Option Scheme (Resolution 8)

“That pursuant to Section 132D of the Companies Act, 1965 and the Articles of Association of the Company, the Directors be and are hereby authorised to issue and allot shares in the Company, at any time pursuant to the exercise of options in accordance with the terms and conditions of the OKA Corporation Bhd Executives’ Share Option Scheme, which was approved by the Shareholders at the Extraordinary General Meeting held on 31 October 2003.”

Special Resolution

6.3 Proposed Amendments to the Articles of Association (Resolution 9)

“That the proposed amendments to the Articles of Association of the Company as contained in Appendix 1 of the Annual Report 2012 (“Proposed Amendments”) be and are hereby approved and adopted AND THAT the Directors be and are hereby authorized to take all such steps as they shall deem necessary and expedient to effect and complete the Proposed Amendments.”

7. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a first and final dividend of 3 sen single-tier in respect of the financial year ended 31 March 2012, if approved by the shareholders at the Twelfth Annual General Meeting, will be paid on 21 November 2012 to shareholders whose names appear in the Record of Depositors at the close of business on 2 November 2012.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 2 November 2012 in respect of ordinary transfers; and
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Low Hor Foong (MAICSA 0763512)
Lau Wai Yeen (MIA 11467)
Company Secretaries

Ipoh
1 August 2012

Notes:

1. Appointment of Proxy

- (i) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- (ii) To be valid the proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.

- (iii) A member shall be entitled to appoint at least one proxy to attend and vote at the same meeting, provided that the provisions of Section 149(1)(c) of the Act are complied with.
- (iv) Where a member appoints more than one proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (v) If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- (vi) Only a depositor whose name appears on the Record of Depositors as at 22 August 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.

2. Explanatory notes on special business:

- (i) The proposed Ordinary Resolution No. 7, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in aggregate 10% of the issued share capital of the Company for the time being and for such purposes as the Directors consider would be in the best interests of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 26 August 2011 which will lapse at the conclusion of the forthcoming AGM.
- (ii) The proposed Ordinary Resolution No. 8, if passed, will empower the Directors to allot and issue shares pursuant to the exercise of options under the Executives' Share Option Scheme and in accordance with its terms and conditions.
- (iii) The proposed Special Resolution No. 9, if passed, will amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") relating to the appointment of proxies. The details of the proposed amendments are as set out in Appendix 1 on pages 7 – 8 of this Annual Report.