



OKA CORPORATION BHD.

(Company No. 519941-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of OKA Corporation Bhd. ("OKA" or "Company") will be held at Room 4, Level 1, Impiana Hotel Ipoh, No. 18, Jalan Raja Dr. Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Thursday, 28 August 2014 at 11.45 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Fourteenth (14th) Annual General Meeting of the Company which will be held at the same date at the same venue or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 30,456,500 NEW ORDINARY SHARES OF RM0.50 EACH IN OKA ("BONUS SHARES") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM0.50 EACH IN OKA ("OKA SHARES" OR "SHARES") ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the approvals of all relevant authorities and/or parties (if required) being obtained, approval and authority be and is hereby given to the Board of Directors of the Company ("Board" or "Directors") to issue 30,456,500 Bonus Shares on the basis of one (1) Bonus Share for every four (4) OKA Shares held by the OKA's shareholders whose names appear in the OKA's Record of Depositors as at the close of business on an entitlement date to be determined and announced later;

AND THAT, the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the OKA Shares, save and except that the Bonus Shares shall not entitle their holders to any dividend, right, allotment and/or other distribution, that may be declared, made or paid prior to the date of allotment of the Bonus Shares;

AND THAT, the Board be and is hereby empowered and authorised to deal with any fractional entitlement and fraction of a Bonus Share that may arise from the Proposed Bonus Issue in such a manner as it shall in its absolute discretion deem fit and in the interest of the Company;

AND THAT, the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A NEW EXECUTIVES SHARE OPTION SCHEME ("ESOS") INVOLVING UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF OKA TO ELIGIBLE DIRECTORS AND EMPLOYEES OF OKA AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT ("PROPOSED ESOS")

"THAT, subject to the approval of all relevant authorities and/or parties (if required) being obtained, approval and authority be and is hereby given to the Board to:-

- establish and administer the Proposed ESOS which involves granting of the options ("ESOS Options"), to the eligible directors and employees of OKA and its subsidiaries which are not dormant ("OKA Group" or "Group") to subscribe for new OKA Shares at a pre-determined price ("Exercise Price") in accordance with the draft by-laws governing the Proposed ESOS ("By-Laws"), as set out in Appendix I of the Circular to Shareholders dated 13 August 2014 ("Circular"), the salient terms of which are set out in the Circular, and to give full effect to the Proposed ESOS with the full power to assent to any condition, variation, modification and/or amendments as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- offer and grant ESOS Options under the Proposed ESOS and to allot and issue from time to time such number of new OKA Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed ESOS provided that the total number of new OKA Shares to be issued under the Proposed ESOS shall not exceed 15% of the total issued and paid-up capital of OKA at any point of time throughout the duration of the Proposed ESOS and that such new Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing OKA Shares, save and except they shall not entitle their holders to any dividend, right, allotment and/or other distribution, that may be declared, made or paid prior to the date of allotment of such new OKA Shares;
- do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the new OKA Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS; and
- amend and modify the By-Laws for the Proposed ESOS from time to time provided such modifications and/or amendments are effected in accordance with provisions of the By-Laws relating to amendments and/or modifications;

AND THAT, the Board be and is hereby authorised to do all acts and things and enter into any transactions, agreements, deeds, documents or arrangements, make rules, regulations or impose terms and conditions or delegate part of its power as may be necessary or desirable for giving full effect to the Proposed ESOS."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO SHARFUDDIN BIN SHOIB, AMP

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Sharifuddin bin Shoib, AMP**, being the Independent Non-Executive Chairman of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to the following provisions:-

- not more than 55% of the total number of new OKA Shares shall be allocated in aggregate to the Directors and/or senior management of OKA Group;
- not more than 10% of the total number of new OKA Shares made available under the Proposed ESOS shall be allocated to any eligible directors or employees, who either singly or collectively through persons connected to him or her, hold(s) 20% or more of the issued and paid-up share capital (excluding treasury shares, if any) of the Company;

(collectively known as "Provisos (a) and (b)")

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO IR. ONG KOON ANN

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Ir. Ong Koon Ann**, being the Group Managing Director and major

shareholder of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO QUAH SEOK KENG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Quah Seok Keng**, being the Executive Director and major shareholder of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO ONG CHOO IAN

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Ong Choo Ian**, being the Executive Director of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO CHOK HOOA @ CHOK YIN FATT, PMP

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Chok Hooa @ Chok Yin Fatt, PMP**, being the Independent Non-Executive Director of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO GAN BOON KOO @ GAN BOON KIU

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Gan Boon Koo @ Gan Boon Kiu**, being the Independent Non-Executive Director of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO ERIC ONG KOON ENG

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Eric Ong Koon Eng**, being the General Manager – Factory of the Company and a person connected to Ir. Ong Koon Ann and Quah Seok Keng, the Directors and major shareholders of the Company and Ong Choo Ian, the Executive Director of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO ONG EE DITH

"THAT, subject to the passing of Ordinary Resolution 2 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Ong Ee Dith**, being the General Manager – Corporate Affairs of the Company and a person connected to Ir. Ong Koon Ann and Quah Seok Keng, the Directors and major shareholders of the Company and Ong Choo Ian, the Executive Director of the Company, the ESOS Option to subscribe for new OKA Shares under the Proposed ESOS subject always to Provisos (a) and (b);

AND, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

**By Order of the Board
OKA CORPORATION BHD.**

**LOW HOR FOONG (MAICSA 0763512)
LAU WAI YEEN (MIA 11467)**

Company Secretaries
Ipoh, Perak Darul Ridzuan

13 August 2014

Notes:-

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its Seal or the hand of its attorney.
- To be valid this form duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
- A member may appoint up to two (2) proxies to attend and vote at the Extraordinary General Meeting. Where a member appoints more than one (1) proxy and such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- Only a depositor whose name appears on the Record of Depositors as at 20 August 2014 shall be entitled to attend the Extraordinary General Meeting or appoint proxies to attend and/or vote on his behalf.