



OKA CORPORATION BHD (519841-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of OKA Corporation Bhd will be held at Room First Floor, Pudur Jaya, No. 18, Jalan Negeri D1, Nazrin Shah, 30250, Ipoh, Perak on Friday, 28 August 2015 at 11:00 a.m. for the following purposes:

1. to receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note A year ended 31 March 2015 (Resolution 1)
2. To declare a first and final dividend of 3 sen single-tier in respect of financial (Resolution 2)
3. to approve payment of Directors' fees for the financial year ended 31 March 2015. (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:- (Resolution 4)
 - a. Mr. Ooi Choo Ian
 - b. Mr. Quah Steok Keng
5. to re-appoint the following director who retires in accordance with Section 123(6) of the Companies Act, 1965 and, to hold office until the conclusion of the next AGM of the Company:- (Resolution 5)
 - a. Ong Koon Aun
6. 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)
7. As Special Business

to consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:-

7.1 Authority to allot and issue Shares pursuant to Section 132D of the Companies Act 1965 "The authority to allot and issue Shares pursuant to Section 132D of the Companies Act 1965" is hereby approved and the relevant Regulation, 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." (Resolution 7)

7.2 Authority to issue shares pursuant to the Executives Share Option Scheme
The proposed Section 132D of the Companies Act, 1965 and the Articles of Association of the Company, the Directors be and are hereby authorized to issue and allot shares in the Company, that may be purchased by the exercise of options under the terms and conditions of the OKA Corporation Bhd Executives Share Option Scheme which shall be presented to the Shareholders at the Extraordinary General Meeting held on 28 August 2014. (Resolution 8)

8. Continuing in Office as Independent Non-Executive Directors

8.1 The authority be and is hereby given to Mr. Chok Fook @ Chok Yin Fatt, PMP who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 9)

8.2 The authority be and is hereby given to Mr. Gan Boon Koo @ Gan Boon Koo who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company. (Resolution 10)

9. 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 2015, if approved by the shareholders at the Fifteenth Annual General Meeting, will be paid on 28 November 2015 to shareholders whose names appear in the Record of Depositors at the close of business on 6 November 2015.

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 6 November 2015 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 Foon (MACSA 0763512)

Lau Wei Yee (MIA 11467)

Company Secretaries

Ipoh

31 July 2015

Notes:

1. Appointment of Proxy
(i) Any member who is unable to attend the meeting may appoint a proxy to attend and vote on his behalf. The proxy shall be appointed by the member by a written instrument in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its Seal or the hand of its attorney.
(ii) 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 meeting (iv) A member may appoint up to two (2) proxies to attend and vote at the same 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.
(v) Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficiaries, the member may appoint a proxy to attend and vote on his behalf and such proxy shall be an exempt authorized nominee who may appoint in respect of each omnibus account if holds.
(vi) Only a depositor whose name appears on the Record of Depositors as at 20 August 2015 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
2. Explanatory notes
A. This agenda item is intended for discussion only as under Section 163(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.
For Special Business
B. (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 issues of shares. This resolution is proposed 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 28 August 2014 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 Ordinary Resolution No. 9 and No. 10, if passed, will allow Mr. Chok Fook @ Chok Yin Fatt, PMP and Mr. Gan Boon Koo @ Gan Boon Koo to continue to act as Independent Non-Executive Directors of the Company.
Pursuant to the Securities Industry (Central Depositories) Act 1991, the Board of Directors has via the Nomination Committee assessed the independence of Mr. Chok Fook @ Chok Yin Fatt, PMP and Mr. Gan Boon Koo @ Gan Boon Koo who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommends them to continue to act as Independent Non-Executive Directors of the Company. The Board strongly believes that a director's independence cannot be determined arbitrarily with reference only to the tenure of service. To qualify as independence, a director must be independent in character and judgement, independent of management and free from any relationships or circumstances as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), which are likely to affect or appear to affect their independent judgement. The Board thus concluded that the two (2) Directors' length of tenure does not render them as non-independent directors. The Board believes that the detailed knowledge of the Group's business and their proven commitment, experience and competence will greatly benefit the company. The two (2) Directors concerned had declared their independence and their desire to continue to act as Independent Non-Executive Directors of the Company.