



ONLY WORLD GROUP HOLDINGS BERHAD
 (Company No. 1033338-K)
 (Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Only World Group Holdings Berhad ("OWG" or "Company") will be held at The FOOD tree, No. 10, Jalan Pelukis U1/46, Temasya Industrial Park, Section U1, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 29 December 2015 at 11.30 a.m., or such time immediately after the conclusion or adjournment (as the case may be) of the 3rd Annual General Meeting, which will be held at the same venue and on the same day at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following Ordinary Resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 37,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN OWG ("SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"THAT, subject to the approvals of all relevant authorities or parties, including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for 37,000,000 Bonus Shares to be issued by the Company pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities, approval be and is hereby given to the Board of Directors of OWG ("**Board**") to capitalise an amount of RM18,500,000 from the share premium account of the Company, and to apply the same for the purposes of issuing at par value of 37,000,000 Bonus Shares to be credited as fully paid-up to all shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board, on which the entitled shareholders are entitled to the Proposed Bonus Issue ("**Entitlement Date**"), on the basis of one (1) Bonus Share for every five (5) existing Shares held on the Entitlement Date;

THAT, the Board be and is hereby authorised to disregard fractional entitlements arising from the Proposed Bonus Issue (if any);

THAT, the Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid in respect of which the entitlement date is before the allotment date of the Bonus Shares;

AND THAT, the Board be and is hereby empowered and authorised to give full effect to and implement the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in respect thereof as may be required or permitted by the relevant authorities or as it may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue and to sign, execute and deliver on behalf of the Company all such documents as may be required or imposed by the relevant authorities and to take such steps and do all acts and things in any manner as the Board may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE")

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("Group") to enter into recurrent related transactions of a revenue or trading nature with Dato' Sri Koh Cheng Keong, Datin Sri Dato' Chew Lean Hong and World Equipment Sdn Bhd as set out in Section 4.3, Part B of the Circular to shareholders dated [10] December 2015, provided that such recurrent transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are consistent with the Group's normal business practices and policies and on terms not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders,

THAT such approval shall continue to be in force until the earlier of:

- (i) the conclusion of the next Annual General Meeting ("**AGM**") following the forthcoming AGM, at which time it will lapse, unless by a resolution passed at that AGM, the authority under the Proposed Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM is required to be held under Section 143(1) of the Companies Act, 1965 ("**Act**") (but shall not extend to such extension as may be allowed under Section 143(2) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

AND THAT, the Board of Directors of the Company, save for Dato' Sri Koh Cheng Keong and Datin Sri Dato' Chew Lean Hong ("**Board**") be and is hereby empowered and authorised to give full effect to and implement the Proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments in respect thereof as may be required or permitted by the relevant authorities or as it may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Mandate and to sign, execute and deliver on behalf of the Company all such documents as may be required or imposed by the relevant authorities and to take such steps and do all acts and things in any manner as the Board may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Mandate."

By the Order of the Board

Jennie Chua Lay Chin (LS 0009403)
Ng Heng Hooi (MAICSA 7048492)
 Company Secretaries

Kuala Lumpur
 30 November 2015

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 21 December 2015 be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies (or in the case of a corporation, a duly authorised representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
5. Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositors) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for the holding of the meeting or at any adjournment thereof.