

K-One

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K-ONE TECHNOLOGY BERHAD (539757-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of K-One Technology Berhad ("K-One Tech" or "the Company") will be held at the Greens 1 Functions Room, Golf Wing at Ground Floor, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Friday, 20 January 2017 at 9:00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF 21,269,490 NEW ORDINARY SHARES OF RM.10 TO EACH IN K-ONE TECH ("K-ONE SHARE(S)" OR "SHARE(S)") ("PLACEMENT SHARES") TO IR. EDWIN LIM BENG FOOK, THE EXECUTIVE CHAIRMAN AND SUBSTANTIAL SHAREHOLDER OF THE COMPANY ("PROPOSED PLACEMENT TO IR. EDWIN LIM BENG FOOK")

"THAT pursuant to the approval obtained under Section 132D of the Companies Act 1965 at the Company's Annual General Meeting held on 20 May 2016, specific approval be and is hereby given for the Company to place, and pursuant thereto for the Board to allot and issue 21,269,490 Placement Shares to **Ir. Edwin Lim Beng Fook**, representing 4.50% of the issued and paid-up share capital of K-One Tech, at an issue price to be determined in accordance with Section 2.1.2 of the Circular to Shareholders dated 5 January 2017.

AND THAT such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing K-One Shares, save and except that the Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid prior to the date of allotment of the said Placement Shares."

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT OF 21,269,490 PLACEMENT SHARES TO DATO' MARTIN LIM SOON SENG, THE CHIEF EXECUTIVE OFFICER AND SUBSTANTIAL SHAREHOLDER OF THE COMPANY ("PROPOSED PLACEMENT TO DATO' MARTIN LIM SOON SENG")

"THAT pursuant to the approval obtained under Section 132D of the Companies Act 1965 at the Company's Annual General Meeting held on 20 May 2016, specific approval be and is hereby given for the Company to place, and pursuant thereto for the Board to allot and issue 21,269,490 Placement Shares to **Dato' Martin Lim Soon Seng**, representing 4.50% of the issued and paid-up share capital of K-One Tech, at an issue price to be determined in accordance with Section 2.1.2 of the Circular to Shareholders dated 5 January 2017.

AND THAT such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing K-One Shares, save and except that the Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid prior to the date of allotment of the said Placement Shares."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO THIRTY PER CENT (30%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF K-ONE TECH (EXCLUDING TREASURY SHARES) ("PROPOSED ESOS")

"THAT subject to the approvals of Bursa Securities and any other relevant regulatory authorities for the listing of the new K-One Shares to be issued hereunder, the Board be and is hereby authorised:

- (i) to establish, implement and administer an employee's share option scheme to be known as the "K-One Tech Employees' Share Option Scheme" ("Proposed ESOS" or "Scheme") for the benefit of directors and employees of K-One Tech and its subsidiaries (excluding dormant companies), who meet the eligibility criteria for participation in the Proposed ESOS ("Eligible Persons"), to subscribe for new Share(s) at a predetermined price ("Exercise Price"), in accordance with the provisions of the by-laws of the Scheme ("By-Laws") as set out in **Appendix I** of the Circular to Shareholders dated 5 January 2017 and to give full effect to the Scheme with full power to assent to any condition, variation, modification and/or amendment thereto as the Board may deem fit or expedient and/or as may be imposed/agreed to by the regulatory authorities in connection with the Proposed ESOS;
- (ii) to do all things necessary and make the necessary applications at the appropriate time to Bursa Securities for the listing of and quotation for the new K-One Shares which may from time to time be issued and allotted pursuant to the Scheme;
- (iii) to issue and allot from time to time such number of new K-One Shares as may be required pursuant to the exercise of the options under the Proposed ESOS provided that the total number of new K-One Shares to be issued and allotted under the Scheme shall not exceed in aggregate thirty percent (30%) of the total issued and paid-up ordinary share capital (excluding treasury shares) of K-One Tech at any point of time throughout the duration of the Scheme and that such new K-One Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing K-One Shares, save and except that the new K-One Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions, of which the entitlement date (namely the date as at the close of business on which Shareholders must be registered in order to be entitled to any dividends, rights, allotments or any other distributions that may be declared, made or paid in respect of the K-One Shares), of which the entitlement date precedes the relevant date of issuance and allotment of such new K-One Shares under the Scheme and will be subject to the provisions of the Articles of Association of K-One Tech and such amendments thereafter, if any;
- (iv) to modify and/or amend the Scheme, By-Laws and all rules, regulations and administration relating to the Scheme from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or the ESOS Committee provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- (v) to extend the duration of the Proposed ESOS, as the Board may deem fit, for up to an aggregate duration of not exceeding ten (10) years from the date the last of the approvals and/or conditions referred to in the By-Laws have been obtained and/or complied with ("Proposed ESOS Extension"); and
- (vi) to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, deeds or undertakings, to make such rules and regulations, or impose such terms and conditions or delegate part or all of its powers, as may be necessary or expedient in order to implement, finalise and give full effect to the Scheme and the terms of the By-Laws;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESOS and Proposed ESOS Extension with full power to consent to and to adopt any such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in **Appendix I** of the Circular) as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws as set out in **Appendix I** of the Circular to Shareholders, which is in compliance with the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements") be and is hereby approved and adopted."

ORDINARY RESOLUTION 4 PROPOSED ALLOCATION OF OPTIONS TO IR. EDWIN LIM BENG FOOK

"THAT subject to the passing of Ordinary Resolution 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Ir. Edwin Lim Beng Fook**, being the **Executive Chairman** of the Company, Options to subscribe for new Shares under the Proposed ESOS as they shall deem fit subject always to the following provisos:

- (a) the directors and senior management shall not participate in the deliberation or discussion of their own allotment;
- (b) the maximum allocation to the directors and senior management shall not exceed seventy per cent (70%) of the total number of Options available under the Scheme;
- (c) the aggregate number of Shares comprised in the Options made available under the Proposed ESOS shall not exceed the amount stipulated in the By-Laws, but the ESOS Committee shall not be obliged in any way to offer an Eligible Person an Option for all the specified maximum number of K-One Shares; and
- (d) not more than 10% of the total number of new 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), (b), (c) and (d)")

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

AND THAT the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to **Ir. Edwin Lim Beng Fook** from time to time pursuant to the exercise of such Options."

ORDINARY RESOLUTION 5 PROPOSED ALLOCATION OF OPTIONS TO DATO' MARTIN LIM SOON SENG

"THAT subject to the passing of Ordinary Resolution 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Dato' Martin Lim Soon Seng**, being the **Chief Executive Officer** of the Company, Options to subscribe for new Shares under the Proposed ESOS as they shall deem fit subject always to the Provisos (a), (b), (c) and (d) and to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

AND THAT the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to **Dato' Martin Lim Soon Seng** from time to time pursuant to the exercise of such Options."

ORDINARY RESOLUTION 6 PROPOSED ALLOCATION OF OPTIONS TO BJØRN BRÅTEN

"THAT subject to the passing of Ordinary Resolution 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Bjørn Bråten**, being the **Non-Independent Non-Executive Director** of the Company, Options to subscribe for new Shares under the Proposed ESOS as they shall deem fit subject always to the Provisos (a), (b), (c) and (d) and to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

AND THAT the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to **Bjørn Bråten** from time to time pursuant to the exercise of such Options."

ORDINARY RESOLUTION 7 PROPOSED ALLOCATION OF OPTIONS TO GOH CHONG CHUANG

"THAT subject to the passing of Ordinary Resolution 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Goh Chong Chuang**, being an **Independent Non-Executive Director** of the Company, Options to subscribe for new Shares under the Proposed ESOS as they shall deem fit subject always to the Provisos (a), (b), (c) and (d) and to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

AND THAT the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to **Goh Chong Chuang** from time to time pursuant to the exercise of such Options."

ORDINARY RESOLUTION 8 PROPOSED ALLOCATION OF OPTIONS TO LOI KIM FAH

"THAT subject to the passing of Ordinary Resolution 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Loi Kim Fah**, being an **Independent Non-Executive Director** of the Company, Options to subscribe for new Shares under the Proposed ESOS as they shall deem fit subject always to the Provisos (a), (b), (c) and (d) and to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

AND THAT the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to **Loi Kim Fah** from time to time pursuant to the exercise of such Options."

ORDINARY RESOLUTION 9 PROPOSED ALLOCATION OF OPTIONS TO ANITA CHEW CHENG IM

"THAT subject to the passing of Ordinary Resolution 3 above, the Board be and is hereby authorised at any time and from time to time to offer and to grant **Anita Chew Cheng Im**, being an **Independent Non-Executive Director** of the Company, Options to subscribe for new Shares under the Proposed ESOS as they shall deem fit subject always to the Provisos (a), (b), (c) and (d) and to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

AND THAT the Board be and is hereby further authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to **Anita Chew Cheng Im** from time to time pursuant to the exercise of such Options."

By Order of the Board

NG YIM KONG (LS 0009297)

Company Secretary

Petaling Jaya

Selangor Darul Ehsan

5 January 2017

Notes:

1. A member of the Company entitled to be present and to vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
6. 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.
7. To be valid, the duly completed Form of Proxy must be deposited at the Registered Office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining whether a member is entitled to attend this meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd in accordance with Article 60(1) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 13 January 2017. Only a depositor whose name appears on the Record of Depositors as at 13 January 2017 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.