

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at Greens I, Ground Floor, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 26 May 2017 at 9.00 a.m. for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports attached thereon. **Please refer to Note B on this Agenda**
2. To approve the following payments to Directors:-
  - a) Aggregate Directors' fees and allowances of RM 146,000 for the financial year ended 31 December 2016; and
  - b) Aggregate Directors' fees and allowances of an amount not exceeding RM300,000 from 1 January 2017 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service of the Directors. **Resolution 1**  
**Resolution 2**
3. To re-elect the following Directors who are retiring in accordance with Article 104 of the Company's Articles of Association:-
  - 3.1 Lim Beng Fook; and
  - 3.2 Lim Soon Seng. **Resolution 3**  
**Resolution 4**
4. To re-elect Dato' Azlam Shah bin Alias who is retiring in accordance with Article 91 of the Company's Articles of Association. **Resolution 5**
5. To re-appoint Messrs Baker Tilly Monteiro Heng as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**

**SPECIAL BUSINESS**

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

6. **Proposed Allocation of Options to Dato' Azlam Shah bin Alias** **Resolution 7**

**THAT** pursuant to the approval given by the shareholders at the Extraordinary General Meeting held on 20 January 2017 for the establishment of an Employees' Share Option Scheme of up to thirty percent (30%) of the total Issued and Paid-Up Share Capital of the Company (excluding Treasury Shares) ("the said ESOS"), authority be and is hereby given to the Board at any time and from time to time to offer and to grant Dato' Azlam Shah bin Alias, being an Independent Non-Executive Director of the Company, Options to subscribe for new shares under the said ESOS as they shall deem fit subject always to the Proviso (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 said ESOS to Dato' Azlam Shah bin Alias from time to time pursuant to the exercise of such Options."
7. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016** **Resolution 8**

**THAT** subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act, 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad ("Bursa Securities") **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
8. **Authority for Mr. Goh Chong Chuang to Continue in Office as Independent Non-Executive Director** **Resolution 9**

"Mr. Goh Chong Chuang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."
9. **Authority for Mr. Loi Kim Fah to Continue in Office as Independent Non-Executive Director** **Resolution 10**

"Mr. Loi Kim Fah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."
10. **Proposed Renewal of Shareholders' Mandate for Share Buy-Back** **Resolution 11**

**THAT** subject to the Companies Act, 2016 ("Act"), the Memorandum and Articles of Association of the Company, the ACE Market Listing Requirements of Bursa Securities ("AMLR") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back.

**AND THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

  - (a) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to the conditions; or
  - (b) the expiration of the period within which the next Annual General Meeting is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

whichever occur first but not so as to prejudice to the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."
11. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD

**K-ONE TECHNOLOGY BERHAD**

**Ng Yim Kong (LS 0009297)**

Company Secretary

Selangor Darul Ehsan

Date: 28 April 2017

**Notes:**

**A. Proxy**

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 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.
6. A proxy appointed to attend and vote in a meeting of a Company shall have the same rights as the member to speak at the meeting.
7. 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, Tropicana Golf & Country Club, 47410 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

**B. Audited Financial Statements for the Financial Year Ended 31 December 2016**

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of the shareholders is not required pursuant to the provision of Section 248(2) and 340(1) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

**EXPLANATORY NOTE ON SPECIAL BUSINESS OF THE AGENDA**

**1. Proposed Allocation of Options to Dato' Azlam Shah bin Alias (Resolution 7)**

The proposed Resolution 7 under item 6 of above, if passed, will empower the Directors of the Company to offer and grant to Dato' Azlam Shah bin Alias who was appointed as Independent Non-Executive Director on 2 February 2017, Options to subscribe for new Shares under the said ESOS and to allot and issue such number of new shares to him from time to time pursuant to the exercise of such Options.

**2. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 (Resolution 8)**

The proposed Resolution 8 under item 7 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the issued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

This general mandate sought to grant authority to Directors to issue and allot shares is a renewal of the mandate that was approved by the Shareholders at the Fifteenth Annual General Meeting held on 20 May 2016. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is to fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting, the Company had via the Extraordinary General Meeting held on 20 January 2017 approved the Private Placement of 47,265,534 new ordinary shares, of which 46,488,980 ordinary shares had been subscribed and listed on Bursa Malaysia Securities Berhad on 14 March 2017, raising a total fund of RM6,508,457 which would be utilised as the Company's working capital.

**3. Authority to Continue in Office as Independent Non-Executive Directors of the Company Pursuant to the Malaysian Code On Corporate Governance 2012 (Resolutions 9 and 10)**

- (a) Mr. Mr. Goh Chong Chuang  
Mr. Goh Chong Chuang was appointed as an Independent Non-Executive Director of the Company on 3 February 2005 and has therefore served for more than nine (9) years as at the forthcoming Sixteenth Annual General Meeting. However, he has met the independence criteria as set out in Chapter 1 of the AMLR. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director. Further rationale for his retention as Independent Non-Executive Director can be found on Page 20 of this Annual Report.
- (b) Mr. Loi Kim Fah  
Mr. Loi Kim Fah was appointed as an Independent Non-Executive Director of the Company on 3 February 2005 and has therefore served for more than nine (9) years as at the forthcoming Sixteenth Annual General Meeting. However, he has met the independence criteria as set out in Chapter 1 of the AMLR. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director. Further rationale for his retention as Independent Non-Executive Director can be found on Page 20 of this Annual Report.

**4. Proposed Renewal of Shareholders' Mandate for Share Buy-Back (Resolution 11)**

The Resolution 11 proposed under item 10 above is to seek the authority for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company on Bursa Securities. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Statement to Shareholders which is included in the Company's 2016 Annual Report.

**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 19 May 2017. Only a depositor whose name appears on the Record of Depositors as at 19 May 2017 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.