



## NOTICE OF EXTRAORDINARY GENERAL 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 Wednesday, 12 September 2018 at 2.30 p.m., for the purpose of considering and, if thought fit, passing the following ordinary resolution:

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 133,550,000 FREE WARRANTS IN THE COMPANY (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN THE COMPANY HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue up to 133,550,000 free warrants in the Company (“Warrant(s)”) on the basis of 1 Warrant for every 2 existing ordinary shares in the Company (“OWG Share(s)”) held by the entitled shareholders of the Company on an entitlement date to be determined later (“Entitlement Date”) in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company (“Deed Poll”) (“Proposed Bonus Issue of Warrants”).

**THAT** approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the salient terms of the Warrants as set out in the circular to the shareholders of the Company dated 24 August 2018 and the terms and conditions of the Deed Poll.

**THAT** any fractional entitlement that may arise from the Proposed Bonus Issue of Warrants shall be disregarded and dealt with in such manner as the Board in its absolute discretion deem fit and expedient, and in the best interest of the Company.

**THAT** approval be and is hereby given to the Board to allot and issue such number of OWG Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll.

**THAT** such new OWG Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing issued OWG Shares, save and except that the new OWG Shares will not be entitled to any dividends, rights, allotment and/or other forms of distribution that may be declared, made or paid where the entitlement date is before the allotment date and issuance of the new OWG Shares arising from the exercise of the Warrants.

**THAT** the Board be and is hereby authorised to execute the Deed Poll and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents and to do all acts and things as they may consider necessary or expedient in the best interest of the Company and its shareholders with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

By Order of the Board

**SEOW FEI SAN  
LAW MEE POO**  
Company Secretaries

Petaling Jaya  
24 August 2018

## Notes:

1. Only members whose names appear on the Record of Depositors as at 4 September 2018 shall be entitled to attend, speak and vote at the EGM.
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.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with 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 proportions of his holdings 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 known as an 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. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or at the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.