

# K-One

innovate

## K-ONE TECHNOLOGY BERHAD

(Company No. 539757-K)

(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of K-One Technology Berhad ("K-One Tech" or "Company") will be held at Greens I, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 7 December 2018 at 9.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

#### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 130,158,864 NEW ORDINARY SHARES OF K-ONE TECHNOLOGY BERHAD ON THE BASIS OF 1 BONUS SHARE FOR EVERY 5 EXISTING ORDINARY SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")**

**"THAT** approval be and is hereby given to the Board to issue up to 130,158,864 ordinary shares of K-One Technology Berhad ("**Bonus Shares**") on the basis of 1 Bonus Share for every 5 existing ordinary shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later ("**Entitlement Date**");

**THAT** the Board be and is hereby authorised to capitalise a total sum of up to RM13,015,886 from the Company's share premium account for the purpose of the Proposed Bonus Issue of Shares;

**THAT** such Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing ordinary shares of the Company, 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 to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares. Fractional entitlements arising from the Proposed Bonus Issue of Shares shall be disregarded and dealt with by the Board at its absolute discretion in such manner as it may deem fit or expedient and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Bonus Issue of Shares, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Bonus Issue of Shares."

#### ORDINARY RESOLUTION 2

**PROPOSED FREE WARRANTS ISSUE OF UP TO 195,238,296 WARRANTS ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED FREE WARRANTS ISSUE")**

**"THAT** subject to the approvals of all the relevant authorities and/or parties (as required) being obtained, approval be and is hereby given to the Board to issue up to 195,238,296 Warrants on the basis of 1 Warrant for every 4 existing ordinary shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later ("**Entitlement Date**") and in accordance with the provisions as contained in a deed poll constituting the Warrants, to be executed by the Company ("**Deed Poll**");

**THAT** approval be and is hereby given to the Board to 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 indicative salient terms of the Warrants as set out in the Circular to the Shareholders of the Company dated 5 November 2018 and the terms and conditions of the Deed Poll;

**THAT** approval be and is hereby given to the Board to allot and issue such further warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll ("**Additional Warrants**");

**THAT** approval be and is hereby given to the Board to allot and issue such number of ordinary shares in K-One Technology Berhad ("**K-One Tech**") credited as fully paid-up arising from the exercise of the Warrants or Additional Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll, including such appropriate number of new ordinary shares of K-One Tech arising from the exercise of subscription rights represented by any Additional Warrants;

**THAT** such new ordinary shares in K-One Tech arising from the exercise of the Warrants and/or Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing ordinary shares in the Company, save and except that they shall not be entitled to any dividends, rights, allotments, and/or other distributions that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new ordinary shares in K-One Tech;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants 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 do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Free Warrants Issue, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Free Warrants Issue."

By Order of the Board

Wong Youn Kim (MAICSA No. 7018778)

Company Secretary  
Kuala Lumpur  
5 November 2018

#### NOTES:

1. A member of the Company entitled to be present and 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 appointments 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 exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991, 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 the 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 HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, 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 who shall be 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 30 November 2018. Only a depositor whose name appears on the Record of Depositors as at 30 November 2018 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.