

# K-One

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## 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 II, Level 1, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 27 February 2019 at 10.00 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 ACQUISITION BY K-ONE TECHNOLOGY BERHAD OF 60% EQUITY INTEREST IN G-ASIAPACIFIC SDN BHD ("GAP") COLLECTIVELY HELD BY GOH KIANG KIAT, GOH KIANG KIAN AND CHEN KAK TOONG (COLLECTIVELY, "VENDORS") FOR A TOTAL PURCHASE CONSIDERATION OF RM20,400,000 WHICH WILL BE FULLY SATISFIED IN CASH ("PROPOSED ACQUISITION")**

**"THAT** subject to the passing of Ordinary Resolution 2 and Ordinary Resolution 3, the relevant conditions as stipulated in the Share Sale Agreement dated 27 August 2018 and supplemental Letter of Agreement dated 25 January 2019 (collectively, "**SSA**") between the Company and the Vendors for the Proposed Acquisition being met or waived (as the case may be) and the approvals of all relevant parties and/or authorities being obtained (when required), authority be and is hereby given to the Board of Directors of K-One Technology Berhad ("**Board**") to acquire from the Vendors, 600,000 ordinary shares in GAP ("**Sale Shares**"), representing 60% equity interest in GAP for a purchase consideration of RM20,400,000 to be fully satisfied in cash in accordance to the terms and conditions of the SSA including any modifications, variations, amendments and additions thereto from time to time in relation to the Proposed Acquisition;

**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 Acquisition, 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 Acquisition."

#### ORDINARY RESOLUTION 2

**PROPOSED GRANTING BY GOH KIANG KIAT, GOH KIANG KIAN AND CHEN KAK TOONG (COLLECTIVELY, "VENDORS") OF A CALL OPTION ("CALL OPTION") FOR K-ONE TECHNOLOGY BERHAD ("K-ONE TECH") TO ACQUIRE ALL THE REMAINING EQUITY INTEREST IN G-ASIAPACIFIC SDN BHD ("GAP") HELD BY THE VENDORS ("OPTION SHARES") TO K-ONE TECH AND THE GRANTING BY K-ONE TECH OF A PUT OPTION ("PUT OPTION") FOR THE VENDORS TO SELL ALL THE REMAINING EQUITY INTEREST IN GAP TO K-ONE TECH ("PROPOSED CALL/PUT OPTIONS")**

**"THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given for the following:

- (i) granting by K-One Technology Berhad ("**K-One Tech**") of the Put Option to the Vendors to sell the Option Shares to K-One Tech;
- (ii) upon exercise of the Put Option by the Vendors, for K-One Tech to acquire the Option Shares from the Vendors; and
- (iii) K-One Tech to exercise the Call Option and acquire the Option Shares from the Vendors,

for cash and/or allotment and issuance of new ordinary shares in K-One Tech ("**K-One Tech Shares**" or "**Shares**") ("**Option Consideration Shares**") pursuant to the terms and conditions of the Call Option Agreement dated 27 August 2018 as supplemented by the supplemental Letter of Agreement dated 25 January 2019 and the Put Option Agreement dated 27 August 2018 as supplemented by the supplemental Letter of Agreement dated 25 January 2019 between K-One Tech and the Vendors;

**THAT** approval be and is hereby given for the allotment and issuance of the Option Consideration Shares to the Vendors to satisfy the purchase consideration for the acquisition of the Option Shares from the Vendors either in full or in part, where the number of Option Consideration Shares to be allotted and issued shall be determined by K-One Tech;

**THAT** the Option Consideration Shares shall upon allotment and issuance, rank equally in all respects with the then existing ordinary shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Option Consideration Shares;

**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 Call/Put Options and the acquisition of the Option 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 Call/Put Options."

#### ORDINARY RESOLUTION 3

**PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF K-ONE TECHNOLOGY BERHAD AND ITS SUBSIDIARIES TO INCLUDE PROVISION OF CLOUD COMPUTING SOLUTIONS AND ITS RELATED SERVICES ("PROPOSED DIVERSIFICATION")**

**"THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 and subject to the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to K-One Technology Berhad and its subsidiaries to diversify its principal activities to include provision of cloud computing solution and its related services ("**Proposed Diversification**");

**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 Diversification, 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 Diversification."

By Order of the Board

Wong Youn Kim (MAICSA No. 7018778)

Company Secretary  
Kuala Lumpur  
12 February 2019

#### 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 21 February 2019. Only a depositor whose name appears on the Record of Depositors as at 21 February 2019 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.