

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Ninth Annual General Meeting of the Company will be held at the Exhibition Hall 4, Ground Floor, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Tuesday, 30 April 2019 at 10:00 a.m. to transact the following business:

**AGENDA**

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2018 and the Reports of Directors and Auditors thereon.
- To sanction the declaration of a single-tier final dividend of 3.0 sen per share in respect of the financial year ended 31 December 2018.
- To approve the payment of Directors' fees of RM321,972 for the financial year ended 31 December 2018.
- To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM100,000 for the period from 1 May 2019 until the next Annual General Meeting of the Company.
- To re-elect the following Directors who retire by rotation in accordance with Article 102(1) of the Company's Articles of Association and being eligible, offers themselves for re-election:
  - Mr. Ong Ju Yan
  - Dato' Thanarajasingam Subramaniam
- To re-elect Mr. Leong Keng Yuen who retires in accordance with Article 109 of the Company's Articles of Association and being eligible, offers himself for re-election.
- To re-appoint Messrs. BDO PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:

**8. AUTHORITY TO ISSUE SHARES**

"THAT, subject always to the Companies Act 2016, the Articles of Association/Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company from time to 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**9. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Part A of the Circular to Shareholders dated 27 March 2019 provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders;

THAT such approval shall continue to be in force until the earlier of:

- the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next Annual General Meeting;
- the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- such approval is revoked or varied by resolution passed by shareholders in a general meeting before the next Annual General Meeting; AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

**10. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

"THAT, subject always to the Companies Act 2016, the provisions of the Articles of Association/Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad as the Directors may deem fit and expedient in the interest of the Company, provided that:

- the aggregate number of shares purchased or held does not exceed ten per centum (10%) of the total number of issued shares of the Company;
- the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- the Directors of the Company may decide in their absolute discretion either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends and/or in such manner as may be permitted pursuant to Section 127 of the Companies Act 2016 and the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities;

THAT the authority conferred by this Resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting;

AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

**11. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix II of the Circular to Shareholders dated 27 March 2019 be and is hereby adopted as the Constitution of the Company ("Proposed Adoption of New Constitution");

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption of New Constitution."

- To transact any other ordinary business of which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

Notice is hereby given that the single-tier final dividend of 3.0 sen per ordinary share for the financial year ended 31 December 2018, if approved by the shareholders at the Twenty-Ninth Annual General Meeting, will be payable on 23 May 2019 to shareholders whose names appear in the Register of Members or Record of Depositors on 7 May 2019. A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares deposited into the Depositor's securities account before 12:30 p.m. on 3 May 2019 (in respect of shares which are exempted from mandatory deposit);
- Shares transferred into the Depositor's securities account before 4:00 p.m. on 7 May 2019 (in respect of ordinary transfers); and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**

**CHIN MUN YEE (MAICSA 7019243)**

Company Secretaries

Kuala Lumpur

27 March 2019

**NOTES:**

- In respect of deposited securities, only members whose names appear in the Register of Members and Record of Depositors on 22 April 2019 shall be eligible to attend, participate, speak and vote at the Meeting.
- A member entitled to attend, participate, speak and vote at the Meeting is entitled to appoint a proxy/proxies to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the Meeting shall have the same rights as the member to participate, speak and vote at the Meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.
- 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 in some other manner approved by its Board of Directors.
- 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.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- Explanatory Notes on Ordinary and Special Business
  - Item 1 of the Agenda  
This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
  - Ordinary Resolution 3 – Directors' benefits payable  
The proposed Directors' benefits payable comprises allowances and other benefits.  
The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings from 1 May 2019, being the day after the Twenty-Ninth Annual General Meeting until the next Annual General Meeting and other benefits. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
  - Ordinary Resolution 8 – Authority to Issue Shares  
This is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 24 May 2018 ("the previous mandate"). The previous mandate was not utilised and accordingly, no proceeds were raised.  
The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company
  - Ordinary Resolution 9 – Proposed Shareholders' Mandate  
The proposed resolution, if passed, will empower the Company and its subsidiaries ("OSK Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for OSK Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.  
Please refer to Part A of the Circular to Shareholders dated 27 March 2019 for further information.
  - Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Authority  
The proposed resolution, if passed, will allow the Company to purchase or hold its own shares of up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company.  
Based on the Audited Financial Statements for the year ended 31 December 2018, the Company's retained profits is amounted to RM968.9 million.  
Please refer to the Share Buy-Back Statement dated 27 March 2019 for further information.
  - Special Resolution - Proposed Adoption of New Constitution of the Company  
In view of the substantial amount of amendments to the existing Memorandum and Articles of Association, the Board proposed to revoke the existing Memorandum and Articles of Association in its entirety and in place thereof, adopt a new Constitution as set out in Appendix II of the Circular to Shareholders dated 27 March 2019.  
The proposed resolution, if passed, will streamline the Company's Constitution with the Companies Act 2016, recent amendments made to Bursa Malaysia Securities Berhad's Main Market Listing Requirements as well as to enhance administrative efficiency.  
The Proposed Adoption of the New Constitution of the Company shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at the Twenty-Ninth Annual General Meeting.  
Please refer to Part B of the Circular to Shareholders dated 27 March 2019 for further information.

**[Please refer to Explanatory Note (i)]**  
**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**Ordinary Resolution 10**

**Special Resolution**