

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of Oka Corporation Bhd will be held at Room 5, First Floor, Impiana Hotel Ipoh, No. 18 Jalan Sultan Nazrin Shah 30250 Ipoh, Perak Darul Ridzuan on Friday, 30 August 2019 at 10.00a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note A**
2. To declare a final single-tier dividend of 1.9 sen per share in respect of financial year ended 31 March 2019. **(Resolution 1)**
3. To approve the payment of Directors' fees for the financial year ended 31 March 2019. **(Resolution 2)**
4. To approve the payment of allowances to Non-Executive Directors up to an amount of RM200,000 from the date of 19th Annual General Meeting until the next Annual General Meeting. **(Resolution 3)**
5. To re-elect the following directors who retire pursuant to Article 82 of the Company's Constitution, and being eligible, have offered themselves for re-election:-
 - (i) Ir. Ong Koon Ann **(Resolution 4)**
 - (ii) Encik Sharifuddin Bin Shoib, AMP **(Resolution 5)**
6. To re-appoint Messrs KPMG PLT as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. **(Resolution 6)**

Special Business

- To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:-
7. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 **(Resolution 7)**
 "That pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company, from time to time, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.
 And that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
 8. Authority to issue shares pursuant to the Executives Share Option Scheme **(Resolution 8)**
 "That pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company, the Directors be and are hereby authorized to allot and issue shares in the Company, at any time pursuant to the exercise of options in accordance with the terms and conditions of the Oka Corporation Bhd Executives Share Option Scheme, which was approved by the Shareholders at the Extraordinary General Meeting held on 28 August 2014."
 9. Retention of Independent Non-Executive Directors
 - 9.1 "That Mr. Chok Hooa @ Chok Yin Fatt, PMP be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 9)**
 - 9.2 "That Mr. Gan Boon Koo @ Gan Boon Kiu be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 10)**
 - 9.3 "That subject to the passing of Resolution 5, En Sharifuddin Bin Shoib, AMP be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 11)**
 10. Special Resolution **(Resolution 12)**
 Proposed Adoption of the New Constitution of the Company
 "THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in the Circular to Shareholders dated 31 July 2019 despatched together with the Company's Annual Report 2019 be and is hereby adopted as the Constitution of the Company ("Proposed Adoption").
 AND THAT the Directors of the Company be and are hereby authorized 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 effect to the Proposed Adoption."
 11. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a final single-tier dividend of 1.9 sen per share in respect of the financial year ended 31 March 2019, if approved by the shareholders at the Nineteenth Annual General Meeting, will be paid on 15 November 2019 to shareholders whose names appear in the Record of Depositors at the close of business on 5 November 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 5 November 2019 in respect of ordinary transfers; and
- b. 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

Low Hor Foong (MAICSA 0763512)

Lau Wai Yeen (MIA 11467)

Company Secretaries

Ipoh

31 July 2019

Notes:

1. Appointment of Proxy
 - (i) A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its Seal or the hand of its attorney.
 - (ii) To be valid the form duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting. By submitting the duly executed Proxy Form, the member consents to the Company (and/ or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM or at any adjournment thereof.
 - (iii) A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
 - (iv) Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 authorized nominee may appoint in respect of each omnibus account it holds.
 - (v) Only a depositor whose name appears on the Record of Depositors as at 22 August 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
2. Explanatory Notes On Ordinary Business

Note A

This agenda item is intended for discussion only as under Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.

3. Explanatory Notes On Special Business

- (i) The proposed Ordinary Resolution No. 7, if passed, will empower the Directors to allot and issue shares in the Company up to amount not exceeding in aggregate 10% of the issued share capital of the Company for the time being and for such purposes as the Directors consider would be in the best interests of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
 This general mandate is a renewal of the existing mandate and will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
 As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 27 August 2018 which will lapse at the conclusion of the forthcoming AGM.
- (ii) The proposed Ordinary Resolution No. 8, if passed, will empower the Directors to allot and issue shares pursuant to the exercise of options under the Executives Share Option Scheme and in accordance with its terms and conditions.
- (iii) The proposed Ordinary Resolution No. 9 to No.11 are pursuant to Practice 4.2 of the Malaysia Code of Corporate Governance 2017 and if passed, will allow Mr. Chok Hooa @ Chok Yin Fatt, PMP, Mr. Gan Boon Koo @ Gan Boon Kiu and En. Sharifuddin Bin Shoib, AMP to continue to act as Independent Non-Executive Directors of the Company. The full details of the Board's justifications and recommendations for the retention of the above three (3) Directors as Independent Non-Executive Directors are set out in the Corporate Governance Overview Statement in the Annual Report 2019.
 Shareholders' approval for Ordinary Resolutions 9, 10 and 11 will be sought through a two-tier voting process.
- (iv) Proposed Adoption of the New Constitution of the Company ("Proposed Adoption"). The proposed Special Resolution 12, if passed, will streamline the Company's existing Memorandum and Articles of Association with the Companies Act 2016, amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and enhance administrative efficiency.
 The proposed new Constitution of the Company is set out in the Circular to Shareholders of the Company dated 31 July 2019. The Proposed Adoption 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 19th AGM.

4. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll.