

## NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** THAT the Thirteenth Annual General Meeting of the Company will be held at Greens II Function Room, Main Wing at Level 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 20 June 2014 at 9.00 a.m. for the following purposes:-

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' and Auditors' Reports attached thereon. **Please refer to Note B on this Agenda**
- To approve the payment of Directors' fees of RM58,000 for the financial year ended 31 December 2013. **Resolution 1**
- To re-elect the following Directors who are retiring in accordance with Article 104 of the Company's Articles of Association:-
  - Bjorn Bråten **Resolution 2**
  - Lim Soon Seng **Resolution 3**
- To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 4**  
Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed in the 2013 Annual Report as "Appendix 1" have been received by the Company for the nomination of Messrs Baker Tilly Monteiro Heng for appointment as Auditors in place of the retiring Auditors, Messrs Hasnan THL Wong & Partners and of the intention to propose the following Ordinary Resolution:  
"THAT Messrs Baker Tilly Monteiro Heng be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Hasnan THL Wong & Partners and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:-

- Ordinary Resolution 1** **Resolution 5**  
**Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**  
"THAT subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any 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 to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- Ordinary Resolution 2** **Resolution 6**  
**Authority for Mr. Goh Chong Chuang to continue in Office as Independent Non-Executive Director**  
"THAT Mr. Goh Chong Chuang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."
- Ordinary Resolution 3** **Resolution 7**  
**Authority for Mr. Loi Kim Fah to continue in Office as Independent Non-Executive Director**  
"THAT Mr. Loi Kim Fah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby authorised to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."
- To transact any other business of the Company of which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

#### BY ORDER OF THE BOARD

K-ONE TECHNOLOGY BERHAD

**Ng Yim Kong** (LS 0009297)

Company Secretary

Selangor Darul Ehsan

Date: 27 May 2014

#### Notes:

##### A. Proxy

- A member of the Company entitled to be present and to 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.
  - A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
  - Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
  - If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
  - 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.
  - A proxy appointed to attend and vote in a meeting of a Company shall have the same rights as the member to speak at the meeting.
  - The duly completed Form of Proxy must be deposited at the Registered Office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, not less than fortyeight (48) hours before the time for holding the meeting or any adjournment thereof.
- B. Audited Financial Statements for the Financial Year Ended 31 December 2013  
This Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

#### EXPLANATORY NOTE ON SPECIAL BUSINESS OF THE AGENDA

##### 1. Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 5 under item 5 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to allot and issue shares in the Company up to an amount not exceeding 10% of the issued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

This general mandate sought to grant authority to Directors to allot and issue of shares is a renewal of the mandate that was approved by the Shareholders at the Twelfth Annual General Meeting held on 26 June 2013. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twelfth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

##### 2. Authority to Continue in Office as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012 (Resolutions 6 and 7)

###### (a) Mr. Goh Chong Chuang

Mr. Goh Chong Chuang was appointed as an Independent Non-Executive Director of the Company on 3 February 2005 and has therefore served for more than nine (9) years as at the forthcoming Thirteenth Annual General Meeting. However, he has met the independence criteria as set out in Chapter 1 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR"). The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director. Further rationale for his retention as Independent Non-Executive Director can be found on page 16 of this Annual Report.

###### (b) Mr. Loi Kim Fah

Mr. Loi Kim Fah was appointed as an Independent Non-Executive Director of the Company on 3 February 2005 and has therefore served for more than nine (9) years as at the forthcoming Thirteenth Annual General Meeting. However, he has met the independence criteria as set out in Chapter 1 of the AMLR. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director. Further rationale for his retention as Independent Non-Executive Director can be found on page 16 of this Annual Report.

#### GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining whether a member is 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 13 June 2014. Only a depositor whose name appears on the Record of Depositors as at 13 June 2014 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.