

# Notice of Extraordinary General Meeting



(Incorporated in the Republic of Singapore)  
(Company Registration No. 200201165G)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of OKP Holdings Limited (the “**Company**”) will be held at 30 Tagore Lane Singapore 787484 on 29 April 2019 at 12.00 pm (or upon conclusion or adjournment of the Annual General Meeting of the Company to be held at 11.00 am on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:-

*All capitalised terms herein shall bear the meanings ascribed to them in the circular to shareholders of the Company dated 1 April 2019 (the “**Circular**”), unless defined herein.*

## **ORDINARY RESOLUTION 1 PROPOSED ADOPTION OF THE OKP PERFORMANCE SHARE SCHEME**

That:

- (a) a new performance share scheme to be known as the “OKP Performance Share Scheme” (the “**Scheme**”), the details and rules of which are set out in Appendix I of the Circular, under which awards (the “**Awards**”) of fully-paid ordinary shares in the capital of the Company (“**Shares**”) in the form of existing Shares held as treasury shares and/or new Shares, will be delivered free of charge, to selected employees of the Company and its subsidiaries and other selected participants, be and is hereby approved and adopted;
- (b) the Directors of the Company be and are hereby authorised to establish and administer the Scheme and to modify, amend and/or supplement the Scheme from time to time, provided that such modification, amendment and/or supplement is effected in accordance with the provisions of the Scheme, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Scheme and to deliver from time to time such number of fully-paid Shares, by transferring existing Shares held as treasury Shares and/or allotting and issuing new Shares, as may be required to be delivered pursuant to the vesting of the Awards under the Scheme, provided that the aggregate number of Shares delivered under the Scheme, when added to the number of Shares issued and issuable in respect of all Awards granted under the Scheme and all other Shares issued and issuable under any other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

## **ORDINARY RESOLUTION 2 PROPOSED PARTICIPATION BY MR OR KIM PEOW IN THE SCHEME**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Or Kim Peow, a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

## **ORDINARY RESOLUTION 3 PROPOSED PARTICIPATION BY MR OR TOH WAT IN THE SCHEME**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Or Toh Wat, an Associate of a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

## **ORDINARY RESOLUTION 4 PROPOSED PARTICIPATION BY MDM ANG BENG TIN IN THE SCHEME**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mdm Ang Beng Tin, an Associate of a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

## **ORDINARY RESOLUTION 5 PROPOSED PARTICIPATION BY MR OR KIAM MENG IN THE SCHEME**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Or Kiam Meng, an Associate of a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

## **ORDINARY RESOLUTION 6 PROPOSED PARTICIPATION BY MR OR LAY HUAT DANIEL IN THE SCHEME**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Or Lay Huat Daniel, an Associate of a Controlling Shareholder of the Company, in the Scheme be and is hereby approved.

By Order of the Board

Vincent Lim  
Company Secretary  
Singapore  
1 April 2019

### **Notes:**

- (1) Unless otherwise permitted under the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), a member of the Company entitled to attend and vote at the Extraordinary General Meeting (“**EGM**”) may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- (4) If the member is a corporation, the instrument appointing the proxy must be executed under its common seal or signed by its duly authorised officer or attorney.
- (5) The duly executed instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 30 Tagore Lane Singapore 787484, not less than 72 hours before the time appointed for holding the EGM.

### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), and (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.