



NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Wisma HCK, No. 6, Jalan 19/1B, Seksyen 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 June 2014 at 11.00 a.m. for the following purposes: -

A G E N D A

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2013 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To approve the directors' fees of RM477,000-00 for the year ended 31 December 2013. **(Resolution 2)**
3. To elect Tan Sri Clement Hii Chii Kok who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Resolution 3)**
 - (a) To elect Mr. Yee Tuck Sing who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Resolution 4)**
 - (c) To elect Mr. Clifford Hii Toh Leong who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Resolution 5)**
 - (d) To elect Mr. Ong Chooi Lee who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Resolution 6)**
 - (e) To elect Mr. Lee Kok Cheng who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Resolution 7)**
 - (f) To elect Mr. Stephen Wan Yeng Leong who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Resolution 8)**
 - (g) To re-elect Mr. Teng Swee Eng who is retiring in accordance with Article 83 of the Company's Articles of Association. **(Resolution 9)**
 - (h) To re-elect Mr. Liow Teck Eng who is retiring in accordance with Article 83 of the Company's Articles of Association. **(Resolution 10)**
4. To appoint Tan Sri Prof. Dato' Dr. Marimuthu A/L Thangaveloo, who is over the age of seventy, as Director of the Company to hold office until the next Annual General Meeting pursuant to Section 129 of the Companies Act, 1965. **(Resolution 11)**
5. To appoint Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 12)**

Notice of nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto as Appendix A, has been received by the Company for nomination of Messrs. Crowe Horwath, who have given their consent to act, for appointment as Auditors and of the intention to propose the following Ordinary Resolution:-

"THAT Messrs. Crowe Horwath be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

6. **Special Businesses:** -
To consider and, if thought fit, to pass the following resolutions: -
 - (a) **As Ordinary Resolution** **(Resolution 13)**
Proposed Resolution pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time at such price 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 does not exceed ten per centum (10%) of the issued share capital of the Company at the time of issue and THAT the Directors be and are hereby 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company."
 - (b) **As Ordinary Resolution** **(Resolution 14)**
Proposed Resolution pursuant to Section 132E of the Companies Act, 1965

"THAT in accordance with Section 132E of the Companies Act, 1965, authority be and is hereby given to the Directors of the Company and each of its subsidiaries to enter into arrangements or transactions from time to time with the Company or its related corporations whereby such Directors or persons connected with such Directors may acquire from or dispose to the Company or its related corporations, products, services or any other non-cash assets of the Company or its related corporations provided that such acquisitions or disposals are in the normal course of business of both the Company and its related corporations and on normal commercial terms AND THAT for the avoidance of doubt, any such transactions entered into by the Company or its subsidiaries with the Directors or connected persons prior to the date of this Resolution be and are hereby approved and ratified."
 - (c) **As Ordinary Resolution** **(Resolution 15)**
Retention of Independent Director

"To retain Mr. Ang Kwee Teng as Independent Non-Executive Director of the Company in accordance with Malaysian Code on Corporate Governance 2012."
 - (d) **As Special Resolution** **(Resolution 16)**
Proposed change of name of the Company to HCK Capital Group Berhad

"THAT the name of the Company be changed from Golsta Synergy Berhad to HCK Capital Group Berhad with effect from the date of Certificate of Incorporation on Change of Name of Company to be issued by the Companies Commission of Malaysia and that the Memorandum and Articles of Association of the Company be amended accordingly, wherever the name of the Company appears AND THAT the Directors and/or the Company Secretary be and are hereby authorised to give effect to the proposed change of Company name with full power to assent to any condition, modification, variations and/or amendments as may be required by the relevant authorities."
7. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

Yeo Peng Suee (MIA 9964)
Lim Siew Meng (MACS 01461)
Company Secretaries

Date: 4 June 2014
Kuala Lumpur

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote at the meeting except where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, in which event it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
2. For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
3. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Company's Share Registrar Office, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
6. Only members whose names appear in the Record of Depositories as at 18 June 2014 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on their behalf.

Explanatory Notes on Special Business

1. **Proposed Resolution pursuant to Section 132D of the Companies Act, 1965**

The proposed Resolution 13 is a renewal mandate for the issue of shares under Section 132D of the Act. If passed, it will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares (other than bonus or right issue) and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to the placing of shares, funding future investment(s), acquisition(s) and working capital and thereby reducing administrative time and cost associated with the convening of such meeting(s). No shares had been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 28 June 2013.
2. **Proposed Resolution pursuant to Section 132E of the Companies Act, 1965**

The Ordinary Resolution proposed under Resolution 14, if duly passed, will authorise the Company and each of its subsidiaries to acquire from or dispose of to its Directors or connected persons, products, services or any other non-cash assets which may fall within the definition of "requisite value", provided that such acquisitions or disposals are on normal commercial terms. According to the Companies Act, 1965, a non-cash asset is considered to be of the "requisite value" if, at the time of the arrangement or transaction, its value is greater than RM250,000 or 10% of the Company's net assets, subject to a minimum of RM10,000.
3. **Retention of Independent Director**

Mr. Ang Kwee Teng was appointed Independent Non-Executive Director of the Company on 12 August 2004, and has, therefore served for a cumulative term of more than nine years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. The Board, therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director and recommends the shareholders to vote for the Resolution 15.
4. **Special Resolution on the proposed change of name of the Company to HCK Capital Group Berhad**

The proposed Special Resolution on the proposed change of name of the Company to HCK Capital Group Berhad is to better reflect the new corporate identity of the Company and its Group under its intended re-branding exercise. Approval for the use of name had been obtained from Companies Commission of Malaysia ("CCM"). The change of name of the Company, if approved by shareholders, will be effective from the date of issuance of the Certificate of Incorporation on the Change of Name of the Company by CCM.