

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of HCK Capital Group Berhad (formerly known as Golsta Synergy Berhad) will be held at Wisma HCK, No. 6, Jalan 19/B, Seksyen 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 June 2015, at 11.00 a.m. to transact the following business: -

AGENDA

1. To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2014 together with the Auditors' Report thereon.
2. To approve the Directors' fees totalling RM74,166 for the financial year ended 31 December 2014. (Resolution 1)
3. To re-elect the following Directors retiring by rotation pursuant to Article 83 of the Company's Articles of Association:- (Resolution 2)
 - (a) Mr Ong Chooi Lee (Resolution 2)
 - (b) Mr Dai Kuang Yen (Resolution 3)
 - (c) Mr Ang Kwee Teng (Resolution 4)
 - (d) Mr Soon Sze Hock (Resolution 5)
4. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)
5. As Special Business, to consider and, if thought fit, to pass the following resolutions :- (Resolution 7)

ORDINARY RESOLUTION I – RE-APPOINTMENT OF DIRECTOR

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Prof Dato' Dr Marimuthu a/l Thangaveloo be and is hereby re-appointed as a Director of the Company to continue in office until the next Annual General Meeting of the Company."

(Resolution 7)

ORDINARY RESOLUTION II – AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval from the Bursa Malaysia Securities Berhad and other governmental/regulatory bodies, where such approval shall be necessary, 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 they may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the issued capital 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."

(Resolution 8)

ORDINARY RESOLUTION III – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT Mr Ang Kwee Teng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

(Resolution 9)

6. To consider any other business for which due notice shall have been given.

By Order of the Board

YEO PENG SUEE (MIA 9964)
LIM SIEW MENG (MACS 01461)
Company Secretaries

Petaling Jaya
27 May 2015

NOTES:

- (1) A member whose name appears in the Record of Depositors as at 11 June 2015 shall be entitled to attend and vote at the meeting.
- (2) Proxy -
 - (i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
 - (ii) Where a member appoints two (2) proxies or more proxies, the appointment shall be invalid unless he (she) specifies the proportions of his (her) holdings to be represented by each proxy.
 - (iii) The Form of Proxy shall be signed by the appointor or his (her) attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
 - (iv) 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 PUJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for the meeting or any adjournment thereof.
 - (v) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member of the Company is 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) Item 1 of the Agenda
The Audited Financial Statements are for discussion only under Agenda 1, as it does not require approval of the shareholders under the provisions of Section 169(1) and 169(3) of the Companies Act, 1965. Hence, it will not be put for voting.
- (4) Resolution 7
This resolution is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Tan Sri Prof Dato' Dr Marimuthu a/l Thangaveloo who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company. This resolution must be passed by a majority of not less than three-fourth (3/4) of such members of the Company as being entitled to vote in person or by proxy at the Annual General Meeting of the Company.
- (5) Resolution 8
This resolution, if passed, will empower the Directors to issue up to 10% of the issued share capital of the Company for purposes of funding future investment project(s), working capital, and/or acquisition(s). The approval is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting. At this juncture, there is no decision to issue new shares and no share has been issued pursuant to the existing mandate. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilization of proceeds arising from such issuance of shares.
- (6) Resolution 9
Both the Nominating Committee and the Board have assessed the independence of Mr Ang Kwee Teng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, and recommended him to be retained as an Independent Non-Executive Director of the Company based on the following justifications :-
 - (a) He has fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to provide independent judgement, objectivity and check and balance to the Board.
 - (b) He performs his duties and responsibilities diligently and in the best interest of the Company without being subject to influence of the management.
 - (c) He, having been with the Company for more than 9 years, is familiar with the Group's business operations and has devoted sufficient time and attention to his professional obligations and attended the Board and Committee meetings for an informed and balanced decision making.