



## HCK CAPITAL GROUP BERHAD

(Company No.: 484964-H)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of HCK Capital Group Berhad ("HCK" or the "Company") will be held at Wisma HCK, No. 6, Jalan 19/1B, Section 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 July 2017 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

#### SPECIAL RESOLUTION

**PROPOSED SUBDIVISION INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE IN HCK, HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, INTO FIVE (5) ORDINARY SHARES IN HCK ("SUBDIVIDED SHARE(S)") ("PROPOSED SUBDIVISION")**

"**THAT**, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of HCK ("Board") to subdivide each of the existing ordinary shares in HCK, held by the shareholders of HCK whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, into five (5) ordinary shares in HCK;

**THAT** the Subdivided Shares will, upon allotment and issuance, rank *pari passu* in all respects with each other, except that the Subdivided Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Subdivided Shares;

**AND THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Subdivision with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Subdivision."

#### ORDINARY RESOLUTION

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 210,585,820 WARRANTS IN HCK ("WARRANT(S)") AT AN INDICATIVE ISSUE PRICE OF RM0.05 PER WARRANT ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) SUBDIVIDED SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER AFTER THE PROPOSED SUBDIVISION ("PROPOSED RIGHTS ISSUE OF WARRANTS")**

"**THAT**, subject to the passing of Special Resolution and the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Directors of the Company for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of 210,585,820 Warrants at an indicative issue price of RM0.05 per Warrant on the basis of one (1) Warrant for every two (2) Subdivided Shares held by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board after the Proposed Subdivision;
- to determine the final issue price of the Warrants and the exercise price of the Warrants after taking into consideration the basis and justification for determining such prices, as set out in the Circular;
- wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with the deed poll constituting the Warrants ("Deed Poll"), at any time during the exercise period, for one (1) new Subdivided Share at an exercise price to be determined and fixed at a later date by the Board;
- to allot and issue such number of new Subdivided Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- to allot and issue such further Warrants and new Subdivided Shares arising from the exercise of such further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new Subdivided Shares which may from time to time be allotted and issued arising from the exercise of the Warrants.

**THAT** any fractional entitlements of the Warrants arising from the Proposed Rights Issue of Warrants shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

**THAT** the new Subdivided Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing Subdivided Shares after the Proposed Subdivision, save and except that the new Subdivided Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said new Subdivided Shares;

**THAT** the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

**AND THAT**, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Warrants."

#### By Order of the Board

**ADELINE HII SIEW CHING (MIA 38679)**  
**LEONG CHOONG WAH (MIA 12057)**  
Company Secretaries

Petaling Jaya  
16 June 2017

#### Notes:-

(1) A member whose name appears in the Record of Depositors as at 4 July 2017 shall be entitled to attend, participate, speak and vote at the meeting.

(2) Proxy -

- A member (other than an exempt authorised nominee) entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. 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.
- Where a member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, the member shall specify the proportions of his (her) shareholdings to be represented by each proxy.
- 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, shall be either given under the corporation's seal or under the hand of an officer or attorney of the corporation duly authorised.
- 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.

#### Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at the EGM, 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 and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (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.