



## OCK GROUP BERHAD

(Company No: 955915-M)

(Incorporated in Malaysia under the Companies Act 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of OCK Group Berhad ("OCK" or "Company") will be held at Langkawi 1, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil 57000, Kuala Lumpur on Friday, 7 December 2012 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY OCK SETIA ENGINEERING SDN BHD ("OCK SETIA"), A WHOLLY-OWNED SUBSIDIARY OF OCK, OF A FREEHOLD LAND TOGETHER WITH A THREE (3)-STOREY FACTORY BUILDING BEARING THE ADDRESS NO. 18, JALAN JURUNILAI U1/20, HICOM GLENMARIE INDUSTRIAL PARK, SECTION U1, 40150 SHAH ALAM, SELANGOR DARUL EHSAN ("PROPERTY") FROM GAINVEST CORPORATION (M) SDN BHD ("GAINVEST") FOR A TOTAL CASH CONSIDERATION OF RM14,300,000.00 ("PROPOSED ACQUISITION")**

**"THAT**, approval be and is hereby given to OCK Setia to acquire the Property from Gainvest for a total cash consideration of RM14,300,000.00, and upon the terms and condition of the sale and purchase agreement dated 24 September 2012 and supplemental agreement dated 9 November 2012 entered into between OCK Setia and Gainvest (collectively the "SPA");

**AND FURTHER THAT**, approval be and is hereby given to the Board of Directors of the Company to give effect to the Proposed Acquisition with full power and authority:

- (a) to enter into and execute such further or other agreements, instruments, documents and deeds as the Board of Directors of the Company may from time to time deems fit, expedient or advisable for or in connection with the Proposed Acquisition,
- (b) to assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Acquisition and the SPA and/or any provision, term and condition thereof as may be required and/or as the Board of Directors of the Company deems fit, expedient or advisable, and
- (c) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, expedient or advisable to implement, finalise and give full effect to the Proposed Acquisition."

By Order of the Board

**Wong Youn Kim (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

21 November 2012

#### Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of him/her. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act 1965 shall not apply to the Company.
2. Subject to Note 5 below, a member may appoint up to two persons to be his/her proxy. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
3. In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given in writing under the company's Common Seal or under the hand of an officer or attorney duly authorised.
4. The Form of Proxy must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours from time set for the meeting or any adjournment thereof.
5. 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") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 3 December 2012 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.