



HCK CAPITAL GROUP BERHAD
(FORMERLY KNOWN AS GOLSTA SYNERGY BERHAD)
(Company No.: 484964-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of HCK Capital Group Berhad (formerly known as Golsta Synergy Berhad) ("HCK" or the "Company") will be held at Wisma HCK, No. 6 Jalan 19/1B, Seksyen 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 20 August 2014 at 12.00 p.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF HCK FROM RM50,000,000 COMPRISING 50,000,000 ORDINARY SHARES OF RM1.00 EACH IN HCK ("HCK SHARE(S)") TO RM100,000,000 COMPRISING 100,000,000 HCK SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Special Resolution 2 and Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 50,000,000 HCK Shares to RM100,000,000 comprising 100,000,000 HCK Shares, by the creation of an additional 50,000,000 HCK Shares."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF HCK ("PROPOSED AMENDMENT")

"THAT, subject to the passing of Special Resolution 1 and Ordinary Resolution 1, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of HCK in the following manner:-

Clause 5 of the Memorandum of Association of HCK

Existing

The capital of the Company is RM50,000,000 Malaysian Currency divided into 50,000,000 Ordinary Shares of RM1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

Proposed

The capital of the Company is **RM100,000,000** Malaysian Currency divided into **100,000,000** Ordinary Shares of **RM1.00** each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF HCK ("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to the passing of Special Resolutions 1 and 2, and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of HCK ("Board") to allot and issue up to 20% of the issued and paid-up share capital of HCK ("Placement Share(s)") to third party investor(s) to be identified based on the five (5)-day weighted average market price ("WAMP") of HCK Shares immediately preceding the price-fixing date. The discount for the issue price of the Placement Shares, if any, shall not be more than 20% to the five (5)-day WAMP of HCK Shares immediately preceding the price-fixing date. In any event, the issue price of the Placement Shares shall not be lower than the par value of HCK Shares of RM1.00 each;

THAT the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the circular to shareholders of the Company dated 22 July 2014, and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

THAT the Placement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing HCK Shares, save and except that the Placement 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 Placement Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement 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 to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

By Order of the Board

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

Kuala Lumpur
22 July 2014

Notes:-

1. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 12 August 2014 shall be eligible to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/ her behalf.
2. A member of the Company who is entitled to attend, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, speak and vote in its stead.
3. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar (the provisions of Section 149(1) of the Companies Act, 1965 shall not apply). Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
4. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No. 1-21C, Jalan Desa 1/3, Desa Aman Puri, Kepong, 52100 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding this meeting.