



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 the "Company") which is scheduled to be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 2 September 2014 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY OCK OF 85% EQUITY INTEREST IN PT PUTRA MULIA TELECOMMUNICATION ("PMT") FOR A PURCHASE CONSIDERATION OF RM21,250,000 TO BE FULLY SATISFIED VIA A COMBINATION OF CASH AND ISSUANCE OF NEW ORDINARY SHARES OF RM0.10 EACH IN OCK ("OCK SHARES" OR "SHARES") ("PROPOSED ACQUISITION")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 12, the Special Resolution and the approvals of all relevant authorities in respect of the listing of and quotation for 10,227,272 new OCK Shares on the ACE Market/ Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") depending on the timing of the listing of the Consideration Shares, the Board of Directors of OCK ("Board") be and is hereby authorised to acquire the 85% equity interest in PMT from Song Chin Yew and Lim Hooi Seeh (the "Vendors") for a total purchase consideration of RM21,250,000 to be fully satisfied via a combination of RM10,000,000 cash and issuance of 10,227,272 new OCK Shares at an issue price of RM1.10 per OCK Share ("Consideration Shares") to satisfy the remaining of the Purchase Consideration of RM11,250,000, in accordance with the terms and conditions of the Share Sale Agreement dated 29 April 2014 entered into between OCK and the Vendors;

THAT such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing OCK Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution ("Distribution") that may be declared, made or paid prior to the relevant date of the allotment and issuance of the Consideration 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 aforesaid Proposed Acquisition 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 acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 176,053,636 NEW OCK SHARES ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) EXISTING OCK SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of the Ordinary Resolution 12, the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised to capitalise RM17,605,363.60 from the Company's share premium accounts and the same be applied for the allotment and issuance of 176,053,636 new OCK Shares, credited as fully paid-up at par, to the shareholders (whose names appear in the Record of Depositors as at the close of business on the entitlement date to be determined by the Board) on the basis of one (1) Bonus Share for every two (2) existing OCK Shares held;

AND THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the then existing OCK Shares, save and except that they will not be entitled to any Distribution that may be declared, made or paid to shareholders, of which the entitlement date is prior to the date of allotment of the Bonus Shares;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue 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 Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF OCK ("PROPOSED ESOS")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 12, the Special Resolution and the approvals of all relevant authorities, the Board be and is hereby authorised to establish, implement and administer an ESOS for the benefit of eligible persons and Directors of OCK and its subsidiary companies, which are not dormant, who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") under which options will be granted to the Eligible Persons to subscribe for new OCK Shares in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix V of the circular to shareholders of the Company dated 8 August 2014 ("Circular"), and to adopt and approve the draft By-Laws;

THAT, the Board be and is hereby authorised to issue and allot from time to time such number of new OCK Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("ESOS Option(s)") provided that the aggregate number of new OCK Shares to be allotted and issued and/ or transferred shall not exceed 10% of the total issued and paid-up share capital of OCK at any point in time throughout the duration of the Proposed ESOS and that such new OCK Shares arising from the exercise of the ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up OCK Shares, except that the new OCK Shares will not be entitled to any Distribution that may be declared, made or paid to shareholders, for which the entitlement date for the Distribution precedes the date of which the new OCK Shares are credited into the Central Depository System account with Bursa Malaysia Depository Sdn Bhd of the Eligible Persons who have accepted the offer, and such new OCK Shares will be subject to all the provisions of the Memorandum and Articles of Association of the Company and such amendments thereafter, if any;

THAT, the Board be and is hereby authorised to amend and/ or modify the Proposed ESOS from time to time as may be required/ permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/ or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/ or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/ or guarantees with any party or parties, to deliver and/ or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS."

ORDINARY RESOLUTIONS 4 to 11

PROPOSED ALLOCATION OF OPTIONS

"THAT, subject to the passing of Ordinary Resolutions 3 and 12, the Special Resolution as well as the approvals of all relevant authorities, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and allocate to the following persons, options to subscribe for new OCK Shares under the Proposed ESOS ("ESOS Shares"):-

Directors of the Company

Ordinary Resolution	Name	Maximum no. of new OCK Shares
4	i. Dato' Syed Norulzaman Bin Syed Kamarulzaman	500,000
5	ii. Abdul Halim Bin Abdul Hamid	2,650,000
6	iii. Ooi Chin Khoon	2,650,000
7	iv. Low Hock Keong	2,600,000
8	v. Chang Tan Chin	2,600,000
9	vi. Chong Wai Yew	2,600,000
10	vii. Fu Lit Fung	100,000
11	viii. Lee Yow Fui	100,000

Provided always that:-

- The Directors and senior management do not participate in the deliberation or discussion of their own allocation;
- The allocation to an Eligible Person, who either singly or collectively, through persons connected to the Eligible Person, holds 20% or more of the issued and paid-up share capital of OCK, must not exceed 10% of the new OCK Shares available under the Proposed ESOS; and
- Not more than 60% of the new OCK Shares available under the Proposed ESOS shall be allocated, in aggregate, to the Directors and senior management of OCK and its subsidiary companies, which are not dormant,

in accordance with the ACE Market/ Main Market Listing Requirements of Bursa Securities, depending on timing of the listing of the ESOS Shares, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time, and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS."

ORDINARY RESOLUTION 12

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF OCK FROM RM50,000,000 COMPRISING 500,000,000 OCK SHARES TO RM100,000,000 COMPRISING 1,000,000,000 OCK SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to and conditional upon the passing of Ordinary Resolutions 1, 2 and 3, the Special Resolution and the approvals of all relevant authorities being obtained, the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 500,000,000 OCK Shares to RM100,000,000 comprising 1,000,000,000 OCK Shares by the creation of an additional 500,000,000 new OCK Shares."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF OCK ("PROPOSED AMENDMENTS")

"THAT, subject to and conditional upon the passing of the Ordinary Resolutions 1, 2, 3 and 12 as well as the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum and Articles of Association of OCK in the following manner:-

Existing	Proposed
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Clause 6	Clause 6
The capital of the Company is RM50,000,000.00 (Ringgit Malaysia) divided into 500,000,000 shares of RM0.10 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.	The capital of the Company is Ringgit Malaysia One Hundred Million only (RM100,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of Ten Sen (RM0.10) each, with full power to increase or reduce its capital and 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.

Article of Association – Clause 4 (3)	Article of Association – Clause 4 (3)
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(a) No director shall participate in an issue of shares or Share Issuance Scheme of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director and he holds office in the Company in an executive capacity Provided Always that a non-executive Director may participate in an issue of shares or options pursuant to a public offer or public issue.	Deleted
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Article No.2	Article No.2
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"Listing Requirements" Bursa Malaysia Securities Berhad's Listing Requirements for the ACE Market including any relevant practice and/ or practice notes, directives, guidelines issued pursuant thereto and any amendments that may be made from time to time.	"Listing Requirements" The Main Market Listing Requirements of the Exchange including any amendment thereto that may be made from time to time.
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"Markey Day" A day on which the ACE Market is open for trading in securities	"Market Day" A day on which the stock market of the Exchange is open for trading in securities
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Article No.154(7)	Article No.154(7)
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For the purpose of these Articles, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market including any amendments to the Listing Requirements that may be made from time to time.	For the purpose of these Articles, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad for the Main Market including any amendments to the Listing Requirements that may be made from time to time.
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By Order of the Board

Wong Youn Kim (MAICSA 7018778)
Company Secretary

Kuala Lumpur
8 August 2014

Notes:-

- A member of the Company entitled to attend, speak and/or vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and Section 149 (1) (b) of the Companies Act, 1965 Act shall not apply to the Company.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/ her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 26 August 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.