



## HCK CAPITAL GROUP 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 ("HCK" or the "Company") will be held at Wisma HCK, No. 6, Jalan 19/1B, Seksyen 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Thursday, 20 August 2015 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

#### ORDINARY RESOLUTION 1

**PROPOSED DISPOSAL BY HCK OF 3,000,000 ORDINARY SHARES OF RM1.00 EACH IN GOLSTA SDN BHD ("GSB") ("GSB SHARE(S)"), A WHOLLY-OWNED SUBSIDIARY COMPANY OF HCK, REPRESENTING 100% OF THE EQUITY INTEREST IN GSB, FOR A TOTAL DISPOSAL CONSIDERATION OF RM34,475,159 TO BE SATISFIED ENTIRELY BY CASH ("PROPOSED DISPOSAL")**

**"THAT**, subject to all approvals of relevant authorities and/ or parties being obtained, the Board of Directors of HCK ("Board of HCK") be and is hereby authorised to dispose of 3,000,000 GSB Shares, representing 100% of the issued and paid-up share capital of GSB, to Chua Boon Hiong and Ng Lai Keow (collectively referred to as the "Purchasers of GSB") for a total disposal consideration of RM34,475,159 to be satisfied entirely by cash, in accordance with the terms and conditions of the conditional share sale agreement dated 30 April 2015 entered into between HCK and the Purchasers of GSB;

**AND THAT** the Board of HCK be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed Disposal 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."

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION BY HCK PROPERTIES SDN BHD ("HCKP"), A WHOLLY-OWNED SUBSIDIARY COMPANY OF HCK, OF 30,732,451 ORDINARY SHARES OF RM1.00 EACH IN EQUAL STRAITS SDN BHD ("ESSB") ("ESSB SHARE(S)"), REPRESENTING 100% OF THE EQUITY INTEREST IN ESSB, FOR A TOTAL PURCHASE CONSIDERATION OF RM30,000,000 TO BE SATISFIED ENTIRELY BY CASH ("PROPOSED ACQUISITION")**

**"THAT**, subject to all approvals of relevant authorities and/ or parties being obtained, the Board of Directors of HCKP ("Board of HCKP") be and is hereby authorised to acquire 30,732,451 ESSB Shares, representing 100% of the issued and paid-up share capital of ESSB, from Tan Sri Clement Hii Chii Kok and Clifford Hii Toh Leong (collectively referred to as the "Vendors of ESSB") for a total purchase consideration of RM30,000,000 to be satisfied entirely by cash, in accordance with the terms and conditions of the conditional share sale agreement dated 30 April 2015 entered into between HCKP and the Vendors of ESSB;

**AND THAT** the Board of HCKP be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete 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."

#### By Order of the Board

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

Kuala Lumpur  
4 August 2015

#### Notes:-

- (1) A member whose name appears in the Record of Depositors as at 13 August 2015 shall be entitled to attend, speak and vote at the meeting.
- (2) Proxy -
  - (i) A member entitled to attend, speak 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 PJU 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.