



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") will be held at Garuda Room, Glenmarie Golf & Country Club, 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan, on Monday, 5 October 2015 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 RENOUNCEABLE RIGHTS ISSUE OF UP TO 290,488,499 NEW ORDINARY SHARES OF RM0.10 EACH IN OCK ("OCK SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING OCK SHARES HELD TOGETHER WITH UP TO 290,488,499 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR, BASED ON AN ENTITLEMENT DATE AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 2 and Special Resolution 1, and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of OCK ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 290,488,499 Rights Shares at an issue price to be determined and fixed at a later date by the Board on the basis of one (1) Rights Share for every two (2) existing OCK Shares held, together with up to 290,488,499 free detachable Warrants on the basis of one (1) free Warrant for every one (1) Rights Share subscribed for, to 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 ("Entitlement Date");
- wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with a deed poll constituting the Warrants to be executed by the Company as supplemented from time to time ("Deed Poll"), at any time during the exercise period, for one (1) new OCK Share at an exercise price to be determined and fixed at a later date by the Board, but in any case, not lower than the par value of OCK Shares;
- to allot and issue such number of new OCK 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 OCK Shares arising from the subscription of 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 OCK Shares which may from time to time be allotted and issued arising from the exercise of the Warrants;

AND THAT any Rights Shares and Warrants which are not taken up shall be made available for excess applications to the entitled shareholders and/ or their renounee(s) who have applied for the excess Rights Shares and Warrants, and is intended to be allocated on a fair and equitable basis, to be set out in the abridged prospectus to be issued;

AND THAT any fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and 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;

AND THAT the purpose of the Proposed Rights Issue with Warrants as set out in the circular to shareholders of the Company dated 11 September 2015 be approved;

AND THAT the proceeds of the Proposed Rights Issue with Warrants be utilised as set out in the circular to shareholders of the Company dated 11 September 2015, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities;

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

AND THAT, the new OCK Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing OCK Shares, save and except that the new OCK 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 for which the entitlement date for the said distribution precedes the date of allotment and issuance of the said new OCK Shares;

AND THAT the Board be and is 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 Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

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 Rights Issue with Warrants with full powers 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 with Warrants."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF OCK FROM RM100,000,000 COMPRISING 1,000,000,000 OCK SHARES TO RM200,000,000 COMPRISING 2,000,000,000 OCK SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares, by the creation of an additional 1,000,000,000 OCK Shares.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to consent to and to adopt such conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Increase in Authorised Share Capital and to deal with all matter relating thereto and to make all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1

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

"THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of OCK in the following manner:-

Existing Clause 6	Proposed Clause 6
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 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 Two Hundred Million only (RM200,000,000.00) divided into Two Billion (2,000,000,000) 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 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.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendment with full powers to consent to and to adopt such conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Amendment and to deal with all matters relating thereto and to make all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

11 September 2015

Notes:-

- A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Subject to Note 4 below, where a member appoints two (2) proxies, he/ she shall specify the proportion of his/ her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(a) and (b) of the Companies Act, 1965 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 30 September 2015 (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.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/ or processed in connection with the foregoing.