



## HCK Capital Group Berhad (484964-H)

### NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of HCK Capital Group Berhad will be held at Wisma HCK, No. 6, Jalan 19/1B, Section 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Thursday, 26 May 2016, at 11.00 a.m. to transact the following business :-

#### AGENDA

- To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2015 together with the Auditors' Report thereon.
- To approve the Directors' fees totalling RM75,000 for the financial year ended 31 December 2015. *(Resolution 1)*
- To re-elect the following Directors retiring pursuant to Article 90 of the Company's Articles of Association:-
  - Mr Leong Choong Wah *(Resolution 2)*
  - Emeritus Professor Dr. Muhamad bin Awang *(Resolution 3)*
- To re-elect the following Directors retiring by rotation pursuant to Article 83 of the Company's Articles of Association:-
  - Mr Lee Kok Cheng *(Resolution 4)*
  - Mr Stephen Wan Yeng Leong *(Resolution 5)*
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. *(Resolution 6)*
- As Special Business, to consider and, if thought fit, to pass the following resolutions :-

#### ORDINARY RESOLUTION I – RE-APPOINTMENT OF DIRECTOR

*(Resolution 7)*

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Prof Dato' Dr Marimuthu a/l Thangaveloo be and is hereby re-appointed as a Director of the Company to continue in office until the next Annual General Meeting of the Company."

#### ORDINARY RESOLUTION II – AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

*(Resolution 8)*

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval from the Bursa Malaysia Securities Berhad and other governmental/regulatory bodies, where such approval shall be necessary, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as they may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- To consider any other business for which due notice shall have been given.

By Order of the Board

**TEE YAN JIUAN (MAICSA 7044506)**  
**ADELINE HII SIEW CHING (MIA 38679)**  
Company Secretaries

Petaling Jaya  
29 April 2016

#### NOTES -

- A member whose name appears in the Record of Depositors as at 18 May 2016 shall be entitled to attend, speak and vote at the meeting.
- Proxy -
  - 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.
  - 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.
  - 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.
  - 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 PUJ 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.
  - 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.
- Item 1 of the Agenda  
The Audited Financial Statements are for discussion only under Agenda 1, as it does not require approval of the shareholders under the provisions of Section 169(1) and 169(3) of the Companies Act, 1965. Hence, it will not be put for voting.
- Resolution 7  
This resolution is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Tan Sri Prof Dato' Dr Marimuthu a/l Thangaveloo who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company. This resolution must be passed by a majority of not less than three-fourth (3/4) of such members of the Company as being entitled to vote in person or by proxy at the Annual General Meeting of the Company.
- Resolution 8  
This resolution, if passed, will empower the Directors to issue up to 10% of the issued share capital of the Company for purposes of funding future investment project(s), working capital, and/or acquisition(s). The approval is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting. At this juncture, there is no decision to issue new shares and no share has been issued pursuant to the existing mandate. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.