



## 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 Topas Room, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang, 40150 Shah Alam, Selangor Darul Ehsan, on Tuesday, 8 November 2016 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY OCK VIETNAM TOWERS PTE LTD ("OCK VIETNAM"), AN INDIRECT 60.0%-OWNED SUBSIDIARY COMPANY OF OCK, OF 42,042,702 ORDINARY SHARES IN SOUTHEAST ASIA TELECOMMUNICATIONS HOLDINGS PTE LTD ("SEATH"), REPRESENTING THE ENTIRE EQUITY INTEREST IN SEATH FROM VIETNAM INFRASTRUCTURE LIMITED FOR THE INDICATIVE PURCHASE CONSIDERATION OF USD50,000,000 (EQUIVALENT TO APPROXIMATELY RM206,250,000) TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITION")**

**"THAT**, subject to the approvals of all relevant authorities being obtained, the Board of Directors of OCK and OCK Vietnam be and is hereby authorised to acquire the entire equity interest in SEATH from Vietnam Infrastructure Limited (the "Vendor") for an indicative purchase consideration of USD50,000,000 (equivalent to approximately RM206,250,000) to be fully satisfied via cash, subject to the fulfilment and satisfaction of the terms and conditions as set out in the conditional Share Sale and Purchase Agreement dated 4 August 2016 entered into between OCK Vietnam and the Vendor.

**AND THAT** the Board of Directors of OCK and OCK Vietnam 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, including to enter into any supplemental agreements if required, to complete the Proposed Acquisition 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."

#### By Order of the Board

Wong Youn Kim (MAICSA 7018778)  
Company Secretary

Kuala Lumpur  
21 October 2016

#### Notes:-

1. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend 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.
2. 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.
3. 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.
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") 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.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors on 3 November 2016 (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.