



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 Friday, 2 December 2016 at 11.00 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 HCK PROPERTIES SDN BHD ("HCK PROPERTIES"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY COMPANY OF HCK, OF 15,000,000 ORDINARY SHARES OF RM1.00 EACH IN ANDAMAN DAYA SDN BHD ("ADSB") ("ADSB SHARE(S")), REPRESENTING 100% OF THE EQUITY INTEREST IN ADSB, FROM TAN SRI CLEMENT HII CHII KOK ("TAN SRI CLEMENT HII") AND CLIFFORD HII TOH LEONG ("CLIFFORD HII") FOR A TOTAL PURCHASE CONSIDERATION OF RM11,581,039 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN HCK ("HCK SHARE(S")) ("PROPOSED ACQUISITION OF ADSB")

"THAT, subject to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") in respect of the listing of and quotation for 4,541,583 new HCK Shares, and other relevant authorities or parties being obtained, the Board of Directors of HCK and HCK Properties be and is hereby authorised to acquire 15,000,000 ADSB Shares, representing 100% of the issued and paid-up share capital of ADSB, from Tan Sri Clement Hii, being a director and major shareholder of the Company and Clifford Hii, being the director of the Company (collectively referred to as the "Vendors of ADSB") for a total purchase consideration of RM11,581,039 to be satisfied entirely via the issuance of 4,541,583 new HCK Shares at an issue price of RM2.55 per HCK Share ("ADSB Consideration Shares") to the Vendors of ADSB and/ or their respective nominee(s) nominated in writing, in the proportion as more particularly set out in the circular to the shareholders of the Company dated 18 November 2016 ("Circular"), in accordance with the terms and conditions of the conditional share sale agreement dated 3 June 2016 entered into between HCK, HCK Properties and the Vendors of ADSB.

THAT such ADSB Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing HCK Shares, save and except that the ADSB Consideration Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the ADSB Consideration Shares.

AND THAT the Board of Directors of HCK and HCK Properties 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 of ADSB 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 OF 2,500,000 ORDINARY SHARES OF RM1.00 EACH IN FIDELITY VENTURES SDN BHD ("FVSB") ("FVSB SHARE(S")), REPRESENTING 100% OF THE EQUITY INTEREST IN FVSB, FROM TAN SRI CLEMENT HII AND LIEW IK LING FOR A PURCHASE CONSIDERATION OF RM2,290,517 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF NEW HCK SHARES ("PROPOSED ACQUISITION OF FVSB") AND PROPOSED ASSUMPTION OF ADVANCES OWING TO A DIRECTOR OF FVSB'S WHOLLY-OWNED SUBSIDIARY COMPANY, NAMELY JOYVIEW PROPERTIES SDN BHD ("JPSB"), NAMELY TAN SRI CLEMENT HII, OF RM54,839,983 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF NEW HCK SHARES ("PROPOSED ASSUMPTION OF JPSB ADVANCES")

"THAT, subject to the approval of Bursa Securities in respect of the listing of and quotation for 898,242 new HCK Shares, and other relevant authorities or parties being obtained, the Board of Directors of HCK and HCK Properties be and is hereby authorised to acquire 2,500,000 FVSB Shares, representing 100% of the issued and paid-up share capital of FVSB, from Tan Sri Clement Hii, being a director and major shareholder of the Company and Liew Ik Ling (collectively referred to as the "Vendors of FVSB") for a purchase consideration of RM2,290,517 to be satisfied entirely via the issuance of 898,242 new HCK Shares at an issue price of RM2.55 per HCK Share ("FVSB Consideration Shares") to the Vendors of FVSB and/ or their respective nominee(s) nominated in writing, in the proportion as more particularly set out in the Circular, in accordance with the terms and conditions of the conditional share sale agreement dated 3 June 2016 entered into between HCK, HCK Properties and the Vendors of FVSB.

"THAT, subject to the approvals of all relevant authorities in respect of the listing of and quotation for 21,505,875 new HCK Shares, and/ or parties being obtained, the Board of Directors of HCK and HCK Properties be and is hereby authorised to assume the advances owing to a director of JPSB, namely Tan Sri Clement Hii, who is also a director and major shareholder of the Company, of RM54,839,983 for a consideration of RM54,839,983, to be satisfied entirely via the issuance of 21,505,875 new HCK Shares at an issue price of RM2.55 per HCK Share ("JPSB Assignment Shares") to Tan Sri Clement Hii and/ or his nominee(s) nominated in writing, in accordance with the terms and conditions of the deed of assignment dated 3 June 2016 entered into between HCK, HCK Properties and Tan Sri Clement Hii.

THAT such FVSB Consideration Shares and JPSB Assignment Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing HCK Shares, save and except that the FVSB Consideration Shares and the JPSB Assignment Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the FVSB Consideration Shares and the JPSB Assignment Shares.

AND THAT the Board of Directors of HCK and HCK Properties 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 of FVSB and the Proposed Assumption of JPSB Advances 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 3

PROPOSED ACQUISITION BY HCK PROPERTIES OF TWO (2) ORDINARY SHARES OF RM1.00 EACH IN USAS MANAGEMENT SDN BHD ("UMSB") ("UMSB SHARE(S")), REPRESENTING 100% OF THE EQUITY INTEREST IN UMSB, FROM HCK ASSETS SDN BHD ("HCK ASSETS") FOR A PURCHASE CONSIDERATION OF RM2 TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITION OF UMSB") AND ASSUMPTION OF ADVANCES OWING TO A DIRECTOR OF UMSB, NAMELY TAN SRI CLEMENT HII, OF RM4,714,000 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF NEW HCK SHARES ("PROPOSED ASSUMPTION OF UMSB ADVANCES")

"THAT, subject to the approvals of all relevant authorities and/ or parties being obtained, the Board of Directors of HCK Properties be and is hereby authorised to acquire two (2) UMSB Shares, representing 100% of the issued and paid-up share capital of UMSB, from HCK Assets (the "Vendor of UMSB"), whose directors and shareholders are Tan Sri Clement Hii (being a director and major shareholder of the Company) and Clifford Hii (being a director of the Company) for a purchase consideration of RM2 to be satisfied entirely via cash, in accordance with the terms and conditions of the conditional share sale agreement dated 3 June 2016 entered into between HCK Properties and the Vendor of UMSB.

THAT, subject to the approval of Bursa Securities in respect of the listing of and quotation for 1,848,628 new HCK Shares, and other relevant authorities or parties being obtained, the Board of Directors of HCK and HCK Properties be and is hereby authorised to assume the advances owing to a director of UMSB, namely Tan Sri Clement Hii, who is also a director and major shareholder of the Company, of RM4,714,000 for a consideration of RM4,714,000, to be satisfied entirely via the issuance of 1,848,628 new HCK Shares at an issue price of RM2.55 per HCK Share ("UMSB Assignment Shares") to Tan Sri Clement Hii and/ or his nominee(s) nominated in writing, in accordance with the terms and conditions of the deed of assignment dated 3 June 2016 entered into between HCK, HCK Properties and Tan Sri Clement Hii.

THAT such UMSB Assignment Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing HCK Shares, save and except that the UMSB Assignment Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the UMSB Assignment Shares.

AND THAT the Board of Directors of HCK and HCK Properties 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 of UMSB and the Proposed Assumption of UMSB Advances 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

LEONG CHOONG WAH (MIA 12057)
ADELINE HII SIEW CHING (MIA 38679)
Company Secretaries

Petaling Jaya
18 November 2016

Notes:-

- (1) A member whose name appears in the Record of Depositors as at 25 November 2016 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's 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 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.
- (3) 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.