

## NOTICE OF EIGHTEENTH (18<sup>TH</sup>) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth (18<sup>th</sup>) Annual General Meeting ("AGM") of HCK Capital Group Berhad ("HCK" or "the Company") will be held at Wisma HCK, No. 6, Jalan 19/B, Section 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Friday, 23 June 2017 at 11.00 a.m. for the purpose of transacting the following businesses:-

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon. *(Please refer to Note 3)*
2. To approve the payment of Directors' fees of RM120,000 for the financial year ended 31 December 2016. *(Resolution 1)*
3. To re-elect the following Directors who retire pursuant to Article 83 of the Constitution of the Company and, being eligible, have offered themselves for re-election:-
  - (i) Tan Sri Clement Hii Chii Kok *(Resolution 2)*
  - (ii) Clifford Hii Toh Leong *(Resolution 3)*
  - (iii) Ong Chooi Lee *(Resolution 4)*
4. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. *(Resolution 5)*

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

5. **Re-appointment of Director**  
"THAT Tan Sri Prof. Dato' Dr. Marimuthu a/l Thangaveloo be hereby re-appointed as Director of the Company." *(Resolution 6)*
6. **Authority to issue shares pursuant to Section 75 of the Companies Act, 2016**  
"THAT pursuant to Section 75 of the Companies Act, 2016, the Directors be and are hereby empowered to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approvals of Bursa Malaysia Securities Berhad and other relevant governmental/regulatory authorities being obtained for the issuance and allotment." *(Resolution 7)*
7. To consider any other business for which due notice shall have been given.

By Order of the Board

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

Petaling Jaya  
28 April 2017

#### NOTES -

- (1) A member whose name appears in the Record of Depositors as at 16 June 2017 shall be entitled to attend, speak and vote at the meeting.
- (2) **Proxy -**
  - i) A member entitled to attend and vote at the meeting shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
  - ii) Where a member appoints two (2) proxies to attend and vote at the same meeting, the member shall specify the proportions of his shareholdings to be represented by each proxy.
  - iii) The Form of Proxy shall be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, shall be either given under the corporation's seal or under the hand of an officer or attorney of the corporation duly authorised.
  - iv) The Form of 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 not less than forty-eight (48) hours before the time set for holding the Meeting or at any adjournment thereof.
  - v) Where a member is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- (3) **Item 1 of the Agenda**

This Agenda item is meant for discussion only as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act, 2016. As such, this item is not put forward for voting.

#### Explanatory notes on Special Business:-

#### (4) Resolution 6 – Re-appointment of Director

The proposed Resolution 6 is to seek the shareholders' approval on the re-appointment of Tan Sri Prof. Dato' Dr. Marimuthu a/l Thangaveloo who had been re-appointed in the previous Annual General Meeting held on 26 May 2016 as Director under Section 129(6) of the former Companies Act 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Director of the Company. If passed, the proposed Resolution 6 will authorise the continuation of the Director in office from the date of this Annual General Meeting onwards.

#### (5) Resolution 7 - Authority to issue shares pursuant to Section 75 of the Companies Act, 2016.

The existing general mandate for the authority to issue and allot shares was approved by the shareholders of the Company at the 17th AGM held on 26 May 2016. Pursuant to the general mandate granted, the Company had on 15 December 2016 allotted 28,794,328 ordinary shares in the Company at an issue price of RM2.55 per share. The shares were issued as consideration for the acquisition of the entire equity interest in Andaman Daya Sdn Bhd, Fidelity Ventures Sdn Bhd and Usas Management Sdn Bhd.

The proposed Resolution 7 is a renewal of the general mandate for the authority to issue shares pursuant to Section 75 of the Companies Act, 2016, if passed, will empower the Directors to issue up to 10% of the issued and paid-up share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The approval will provide flexibility and avoid any delay and cost in convening a general meeting for issuance of shares for any possible fund raising activities for the purpose of funding future investment projects, working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares. The Company will make an announcement in respect of the purpose and utilization of proceeds arising from such issue.