



**HCK CAPITAL GROUP BERHAD**  
(Company No.: 484964-H)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of HCK Capital Group Berhad ("HCK" or the "Company") will be held at Wisma HCK, No. 6, Jalan 19/1B, Section 19, 46300 Petaling Jaya, Selangor Darul Ehsan on Monday, 18 December 2017 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

#### SPECIAL RESOLUTION

##### PROPOSED AMENDMENT TO THE CONSTITUTION OF HCK

"THAT, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Company to alter, modify, vary and amend the Constitution of HCK in the following manner:-

Article 4(d) of the existing Articles of Association is proposed to be amended as follows:-

##### Existing

every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Director shall participate in such issues of shares unless:

- the Members in general meeting have approved of the specific allotment to be made to such Director; and
- he holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in any issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities.

##### Proposed Amendment

every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Director shall participate in such issue of shares or options unless the Members in general meeting have approved of the specific allotment to be made to such Director.

#### ORDINARY RESOLUTION 1

##### PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF HCK (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME ("PROPOSED LTIP")

"THAT, subject to the passing of the Special Resolution and approvals of the relevant authorities for the Proposed LTIP having been obtained and to the extent permitted by law and the Constitution of the Company, the Directors be and are hereby authorised:-

- to establish, implement and administer the Proposed LTIP in accordance with the by-laws of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders of HCK dated 22 November 2017 ("Circular"), and for such purpose, the basis of determining the subscription price of the ordinary shares in HCK ("HCK Shares") comprised in the employees' share option scheme ("ESOS") options, the utilisation of proceeds as well as the rationale and justifications for the Proposed LTIP are disclosed in Sections 2.1.7, 3 and 4 of the Circular, respectively, and to approve and adopt the By-Laws;
- to appoint a trustee ("Trustee") to facilitate the implementation of the Proposed LTIP and authorise the Trustee to (amongst others) purchase HCK Shares for the purpose of the Proposed LTIP;
- to provide money or other assistance (financial or otherwise), and/ or to authorise and/ or procure any one or more of the subsidiary companies of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to purchase HCK Shares;
- to issue new HCK Shares pursuant to the Proposed LTIP from time to time as may be required for the purpose of the Proposed LTIP, provided always that the total number of HCK Shares which may be made available under the Proposed LTIP and any other employee share issuance scheme to be implemented by the Company, if any, shall not in aggregate exceed 15% of the issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Proposed LTIP;
- to modify and/ or amend the Proposed LTIP and/ or the By-Laws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/ or amendments; and
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deeds with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may necessary or expedient in order to give full effect to the Proposed LTIP and terms of the By-Laws (with full power to consent to and to adopt such conditions, modifications, variations and/ or amendments as they may deem fit and/ or as may be required by the relevant authorities)."

#### ORDINARY RESOLUTION 2

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO TAN SRI CLEMENT HII CHII KOK

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Tan Sri Clement Hii Chii Kok, the Executive Chairman of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 3

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO CLIFFORD HII TOH LEONG

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Clifford Hii Toh Leong, the Executive Director of the Company who is also the son of Tan Sri Clement Hii Chii Kok, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 4

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO LEONG CHOONG WAH

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Leong Choong Wah, the Executive Director of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 5

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO LEE KOK CHENG

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Lee Kok Cheng, the Executive Director of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 6

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO TAN SRI PROF. DATO' DR. MARIMUTHU A/L THANGAVELOO

"THAT, subject to the passing of the Special Resolution, Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Tan Sri Prof. Dato' Dr. Marimuthu a/l Thangaveloo, the Senior Independent Non-Executive Director of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 7

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO EMERITUS PROFESSOR DR. MUHAMAD BIN AWANG

"THAT, subject to the passing of the Special Resolution, Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Emeritus Professor Dr. Muhamad Bin Awang, the Independent Non-Executive Director of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 8

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO STEPHEN WAN YENG LEONG

"THAT, subject to the passing of the Special Resolution, Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Stephen Wan Yeng Leong, the Independent Non-Executive Director of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

#### ORDINARY RESOLUTION 9

##### PROPOSED GRANT OF ESOS OPTIONS AND/ OR HCK SHARES TO ONG CHOOI LEE

"THAT, subject to the passing of the Special Resolution, Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Ong Chooi Lee, the Independent Non-Executive Director of the Company, ESOS Options and/ or HCK Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new HCK Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of HCK; and
- not more than 60% of the new HCK Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of HCK and its subsidiary companies, which are not dormant."

By Order of the Board

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

Petaling Jaya  
22 November 2017

Notes:-

(1) A member whose name appears in the Record of Depositors as at 11 December 2017 shall be entitled to attend, participate, speak and vote at the meeting.

(2) Proxy -

(i) A member (other than an exempt authorised nominee) entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. 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.

(ii) Where a member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, the member shall specify the proportions of his (her) shareholdings 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, 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 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 PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.