



NOTICE OF TWENTIETH (20TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (20th) Annual General Meeting ("AGM") 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 **Wednesday, 29 May 2019 at 4.00 p.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 2018 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 2018. **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) Ong Chooi Lee **Resolution 2**
(ii) Tan Sri Clement Hii Chii Kok **Resolution 3**
(iii) Emeritus Professor Dr Muhamad Bin Awang **Resolution 4**
4. To re-elect Dr Dennis Ling Sie Hieng, who retires pursuant to Article 90 of the Constitution of the Company and, being eligible, offers himself for re-election. **Resolution 5**
5. To re-appoint Messrs Crowe Malaysia PLT 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:

6. **Special Resolution**
Proposed Adoption of New Constitution of the Company
"THAT approval be and is hereby given to revoke the existing Constitution (previously referred to as the Memorandum and Articles of Association) of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix I of the Circular to Shareholders dated 30 April 2019, be adopted as the Constitution of the Company AND THAT the Directors of the Company be authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
Resolution 7
7. **Ordinary Resolution**
Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares
"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and 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 does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."
Resolution 8
8. To consider any other business for which due notice shall have been given.

By Order of the Board

Adeline Hii Siew Ching (MIA 38679)

Siew Suet Wei (MALCSA 7011254)

Company Secretaries

Petaling Jaya

30 April 2019

Notes:

1. A member whose name appears in the Record of Depositors as at 21 May 2019 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, Boardroom 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 7 – Proposed Adoption of New Constitution of the Company**
The proposed adoption of new Constitution (formerly known as the Memorandum and Articles of Association) of the Company is primarily for the purposes of streamlining the Company's existing M&A to be aligned with the Companies Act 2016 which was implemented with effect from 31 January 2017 and the amendments to Bursa Malaysia Securities Berhad Main Market Listing Requirements and the prevailing statutory and regulatory requirement applicable to the Company.
In view of the numerous amendments which would entail substantial amendments to the existing Memorandum and Articles of Association, the Board had proposed that a new Constitution be adopted. Please refer to Appendix I of the Circular to Shareholders dated 30 April 2019 which is despatched together with Annual Report 2018 for further information. The proposed adoption shall take effect immediately once Special Resolution is passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the 20th AGM.
5. **Resolution 8 – Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**
The proposed Resolution 8, if passed, is primarily to give flexibility to the Board of Directors to issue and allot new shares at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

STATEMENT ACCOMPANYING NOTICE OF 20TH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, there is no person seeking election as Director of the Company at this 20th AGM.