



**OCK GROUP BERHAD**  
(Company No. 955915-M) (Incorporated in Malaysia)

**NOTICE OF EIGHTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting of **OCK GROUP BERHAD** (Company No.: 955915-M) will be held at Topas Room, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 29 May 2019 at 10.00 a.m. for the following purposes:-

**ORDINARY BUSINESS:-**

- To receive the Audited Financial Statements for the year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. *Please refer to note 1*
- To approve the payment of Directors' fees and benefits amounting to RM188,000 for the financial year ended 31 December 2018. *Resolution 1*
- To approve the payment of Directors' fees and benefits of up to RM300,000 for the period from 1 January 2019 until the conclusion of the next Annual General Meeting. *Resolution 2*
- To re-elect the following Directors who retire by rotation pursuant to Article 99 of the Company's Constitution:-
  - Rear Admiral Dato' Mohd Som Bin Ibrahim *Resolution 3*
  - Encik Mahathir Bin Mahzan *Resolution 4*
  - Encik Syed Hazrain Bin Syed Razlan Jamalullail *Resolution 5*
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 6*

**SPECIAL BUSINESS:-**

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolution:-

- ORDINARY RESOLUTION** *Resolution 7*
  - Authority for Directors to allot and issue shares pursuant to Section 76 of the Companies Act, 2016**

"**THAT** pursuant to Section 76 of the Companies Act, 2016 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 and paid-up share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- ORDINARY RESOLUTION** *Resolution 8*
  - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"**THAT** the Company and its subsidiaries shall be mandated to enter into the category of recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations as set out in the Circular to Shareholders dated 30 April 2019 subject to the following:

- the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders; and
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year including amongst others, the following information:
  - the type of recurrent related party transaction and;
  - the names of the related parties involved in each recurrent party transaction entered into and their relationship with the Company;

**AND THAT** such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company; or
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- revoked or varied by ordinary resolution passed by the shareholders at a General Meeting; whichever is the earlier,

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the transactions contemplated and/or authorised by this ordinary resolution."

- ORDINARY RESOLUTION**
  - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"**THAT** the existing Memorandum and Articles of Association of the Company be revoked and that the new Constitution as set out in the Part B of the Circular to Shareholders dated 30 April 2019 accompanying the Company's 2018 Annual Report be replaced thereof and adopted as the new Constitution of the Company with immediate effect.

**AND THAT** the Directors of the Company be authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Adoption of New Constitution with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities."

**ANY OTHER BUSINESS:-**

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**WONG YOUN KIM (MAICSA 7018778)**  
Company Secretary

Kuala Lumpur  
Date: 30 April 2019

**Notes:-**

- This Agenda item is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.
- 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.
- Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 May 2019 (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.
- Explanatory Notes on Special Business**

**Resolution 7 - Authority for Directors to allot and issue shares pursuant to Section 76 of the Companies Act, 2016**

The proposed Ordinary Resolution is intended to renew the authority granted to the Directors of the Company at the Seventh Annual General Meeting of the Company held on 24 May 2018 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

The Company did not issue any shares pursuant to Section 76 of the Companies Act, 2016 under the general authority which was approved at the Seventh Annual General Meeting held on 24 May 2018 and which will lapse at the conclusion of the Eighth Annual General Meeting to be held on 29 May 2019.

A renewal of this authority is being sought at the Seventh Annual General Meeting to provide flexibility to the Company to undertake future possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investments, working capital and/or acquisitions without having to convene another general meeting.

- Resolution 8 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature**

The proposed Ordinary Resolution is intended to enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on an arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 30 April 2019 for further information.

- Resolution 9 - Proposed Adoption of new Constitution**

The proposed Special Resolution, if passed, will align the Constitution of the Company with the Act, which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Act and MMLR. The proposed new Constitution is set out in the Part B of the Circular to Shareholders dated 30 April 2019, which was circulated together with the Annual Report.