

NOTICE OF THE NINTH ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of **OCK GROUP BERHAD** (Registration No. 201101027780 (955915-M)) will be conducted fully virtual at the Broadcast Venue, Meeting Room, No. 18, Jalan Jurunilai U1/20, Seksyen U1, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 30 June 2020 at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. *Please refer to Note 1*
2. To approve the payment of Directors' fees and benefits amounting to RM196,000 for the financial year ended 31 December 2019. *Resolution 1*
3. To approve the payment of Directors' fees and benefits of up to RM300,000 for the period from 1 January 2020 until the conclusion of the next Annual General Meeting. *Resolution 2*
4. To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution:-
 - a) Mr. Low Hock Keong *Resolution 3*
 - b) Mr. Chang Tan Chin *Resolution 4*
 - c) Mr. Chong Wai Yew *Resolution 5*
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 Special and Ordinary Resolutions:-

6. **SPECIAL RESOLUTION** *Resolution 7*
 - **Amendment to the Clause 15 of the Constitution of the Company**

To amend the existing Clause 15 of the Constitution of the Company in bold as follows:

15. Issue of Securities

Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares if those shares, when aggregated with any such shares issued during the preceding twelve (12) months, **exceeds 20%** of the number of issued shares of the Company, except where the shares are issued with the prior approval of shareholders in general meeting of the precise terms and conditions of the issue, in working out the number of shares that may be issued by the Company.



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7. ORDINARY RESOLUTION

Resolution 8

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

Subject to the approval of the Resolution 7, the ordinary resolution set out below shall be proposed to the Members for approval: -

“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 20% 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.”

8. ORDINARY RESOLUTION

Resolution 9

- **Proposed Share Buy-Back of up to 10% of the Issued and Paid-Up Ordinary Share Capital of OCK Group Berhad**

“THAT, subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant regulatory authority:

- (a) approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company's issued and paid-up ordinary share capital (“Shares”) listed on Bursa Malaysia Securities Berhad (as may be determined by the Directors of the Company) (“Proposed Share Buy-Back”) upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:
 - (i) the aggregate number of Shares purchased and/or held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company for the time being; and
 - (ii) the maximum amount of funds to be utilised for the purposes of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits;
- (b) the approval conferred by this resolution shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) expiry of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - (iii) the same is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is the earliest;

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- (c) authority be and is hereby given to the Directors of the Company in their absolute discretion to deal with the Shares so purchased by the Company in the following manner:
- (i) to cancel all or part of such Shares;
 - (ii) to retain all or part of such Shares as treasury shares;
 - (iii) to retain all or part of such Shares as treasury shares and subsequently cancel, resell on Bursa Malaysia Securities Berhad or distribute as dividends all or part of such treasury shares; and/or
 - (iv) to deal with in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant authority for the time being in force; and
- (d) authority be and is hereby given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and, in connection therewith:
- (i) to enter into and execute, sign and deliver on behalf of the Company, any documents, agreement and/or arrangement with any person, and in all cases with full power to assent to any conditions, modifications, variations and/or amendments thereto as the Directors may deem fit and expedient in the best interest of the Company; and
 - (ii) to do all such acts and things as the Directors of the Company may deem fit and expedient in the best interest of the Company."

8. ORDINARY RESOLUTION

Resolution 10

- **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 :

- (a) 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
- (b) 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 :
 - (i) the type of recurrent related party transaction and;
 - (ii) the names of the related parties involved in each recurrent party transaction entered into and their relationship with the Company;



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

- (a) the conclusion of the next AGM of the Company; or
- (b) 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
- (c) 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.”

ANY OTHER BUSINESS:-

9. 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: 29 May 2020

Notes:-

1. *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.*
2. *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.*
3. *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 24 hours before the time appointed for holding the meeting or any adjournment thereof.*

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Notes:- (Cont'd)

4. 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.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors on 24 June 2020 (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.

6. Resolution 7 - Amendment to the Clause 15 of the Constitution of the Company

The proposed Special Resolution if passed, will render the Constitution of the Company to be in line with the additional relief measures granted by Bursa Malaysia in which to provide flexibilities in fundraising and ease compliance. In view of that, the general mandate threshold for new issue of securities will be amended from the existing 10% to not more than 20% of the total number of issued shares.

7. Explanatory Notes on Special Business

Resolution 8 - 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 Eighth Annual General Meeting of the Company held on 29 May 2019 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.

As at the date of the Notice of Ninth Annual General Meeting, a total of 87,100,000 placement shares had been issued and allotted on 4 November 2019. The status of utilisation of proceed raised form the Proposed Private Placement is as follows:-

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended timeframe for utilisation	Balance Utilisation %
Development and acquisition of green energy assets	47,160	8,192	Within 24 months	82.6%
General working capital	5,000	–	Within 12 months	100%
Estimated expenses in relation to the Private Placement	100	100	Upon completion	0.0%
Total gross proceeds	52,260	8,292		84.1%

The proposed Resolution 7, if passed, a renewal of this authority is being sought at the Nineth 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. The mandate threshold for new issue of securities would be not more than 20% of the total number of issued shares.



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Notes:- (Cont'd)

8. **Resolution 9 – Proposed Share Buy-Back of up to 10% of the Issued and Paid-Up Ordinary Share Capital of OCK Group Berhad**

The proposed Resolution 9, if passed, will renew the authority granted by our shareholders at our AGM held on 30 June 2020 to continue to empower our Directors to buy-back shares of our Company through Bursa Malaysia Securities Berhad up to 10% of the total number of issued shares of our Company ("Proposed Share Buy-Back").

This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2021.

Please refer to the Part A of Circular to Shareholders dated 29 May 2020 for further information.

9. **Resolution 10 – 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 Part B of Circular to Shareholders dated 29 May 2020 for further information.