



OCK GROUP BERHAD
[Registration No. 201101027780 (955915-M)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of OCK Group Berhad ("OCK" or the "Company") is scheduled to 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 Wednesday, 11 November 2020 at 10.30 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 122,264,591 NEW ORDINARY SHARES IN OCK ("OCK SHARE(S)") ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 10 EXISTING OCK SHARES HELD, TOGETHER WITH UP TO 122,264,591 FREE DETACHABLE WARRANTS IN OCK ("WARRANT(S) B") ON THE BASIS OF 1 WARRANT B FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the approvals of all relevant authorities and/or parties (if required) being obtained, where required, approval be and is hereby given to the Board of Directors of OCK ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 122,264,591 Rights Shares together with up to 122,264,591 Warrants B to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of 1 Rights Share for every 10 existing OCK Shares held;
- to issue such Rights Shares together with Warrants B as may be required to give effect to the Proposed Rights Issue with Warrants, including any persons entitled on renunciation of the provisional allotments;
- to determine the final issue price of the Rights Shares and the final exercise price of the Warrants B after taking into consideration the basis and justification for determining such prices, as set out in the circular to the shareholders dated 26 October 2020 ("Circular");
- wherein each of the Warrant B will carry the right to subscribe, subject to any adjustment in accordance with the deed poll constituting the Warrants B ("Deed Poll B"), at any time during the exercise period, for 1 new OCK Share at an exercise price to be determined and fixed at a later date by the Board;
- to allot and issue such number of new OCK Shares arising from the exercise of the Warrants B, from time to time during the tenure of the Warrants B, in accordance with the provisions of the Deed Poll B;
- to allot and issue such further Warrants B as new OCK Shares arising from the exercise of such further Warrants B as a consequence of any adjustment in accordance with the provisions of the Deed Poll B and/ or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new OCK Shares which may from time to time be allotted and issued arising from the exercise of the Warrants B.

THAT any Rights Shares together with Warrants B which are not taken up or validly taken up shall be made available for excess applications to the entitled shareholders and/ or their renounee(s) who have applied for the excess Rights Shares with Warrants B, and are intended to be allocated on a fair and equitable basis;

THAT any fractional entitlements of the Rights Shares together with Warrants B arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its sole and absolute discretion deem fit and expedient, and is in the best interests of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board, may at its absolute discretion, deem fit, necessary, expedient and/ or in the best interest of the Company, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing OCK Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares;

THAT the new OCK Shares arising from the exercise of the Warrants B shall, upon allotment and issuance, rank equally in all respects with the existing OCK Shares, save and except that the new OCK Shares arising from the exercise of the Warrants B shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said new OCK Shares;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll B with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll B;

THAT the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/ or undertakings with any party or parties, do all things as may be required to give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/ or amendments including to vary the manner and/ or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue with Warrants, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares together with Warrants B to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED OCK SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS FOR ELIGIBLE PERSONS ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant regulatory authorities and/ or parties being obtained, including the approval of Bursa Securities for the listing

of and quotation for the new OCK Shares to be issued arising from the exercise of the options granted under the Proposed ESOS ("ESOS Option(s)"), approval be and is hereby given for the Board to:-

- establish, implement and administer the Proposed ESOS in accordance with the bylaws of the Proposed ESOS ("Bylaws"), a draft of which is set out in Appendix II of the Circular, to approve and adopt the Bylaws and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new OCK Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- issue and/ or transfer via treasury shares such number of OCK Shares from time to time as may be required arising from the exercise of the ESOS Options, **PROVIDED THAT** the total number of OCK Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 15% of the total number of issued OCK Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS **AND THAT** the OCK Shares to be issued and/ or transferred via treasury shares upon the exercise of the ESOS Options, shall upon allotment and issuance or transfer and full payment, rank equally in all respects with the existing OCK Shares, save and except that such OCK Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of such OCK Shares;
- modify and/ or amend the Proposed ESOS and/ or the Bylaws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the Bylaws relating to modifications and/ or amendments; and
- do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/ or undertakings with any party(ies) as they may deem fit, necessary, expedient and/ or appropriate in order to finalise, implement and/ or give full effect to the Proposed ESOS and terms of the Bylaws with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/ or expedient and in the best interest of the Company."

ORDINARY RESOLUTIONS 3 TO 11

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF OCK

"THAT, subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing of and quotation for OCK Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following Directors, ESOS Options to subscribe for OCK Shares under the Proposed ESOS:-

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|---|------------------------|
| i. Dato' Indera Syed Norulzaman Bin Syed Kamarulzaman | Ordinary Resolution 3 |
| ii. Abdul Halim Bin Abdul Hamid | Ordinary Resolution 4 |
| iii. Ooi Chin Khoon | Ordinary Resolution 5 |
| iv. Low Hock Keong | Ordinary Resolution 6 |
| v. Chang Tan Chin | Ordinary Resolution 7 |
| vi. Chong Wai Yew | Ordinary Resolution 8 |
| vii. Mahathir Bin Mahzan | Ordinary Resolution 9 |
| viii. YM Syed Hazrain Bin Syed Razlan Jamalullail | Ordinary Resolution 10 |
| ix. Rear Admiral (R) Dato' Mohd Som Bin Ibrahim | Ordinary Resolution 11 |

Provided always that:-

- he/ she must not participate in the deliberation or discussion of his/ her own allocation or allocations to person(s) connected to him/ her;
- the allocation to him/ her, who either singly or collectively, through person(s) connected to him/ her, holds 20% or more of the total number of issued OCK Shares (excluding treasury shares), must not exceed 10% of the total number of OCK Shares to be made available under the Proposed ESOS; and
- subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

AND THAT the Board is also authorised to issue and/ or transfer via treasury shares the corresponding number of OCK Shares arising from the exercise of the ESOS Options that may be granted to him/ her under the Proposed ESOS."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur
26 October 2020

Notes:-

- A member of the Company shall not be entitled to appoint more than two (2) proxies to participate, speak and vote at the same meeting and where the member appoints two (2) proxies to 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 24 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 5 November 2020 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate and/ or vote on his/ her behalf.