



OCK GROUP BERHAD
(Company No.955915-M)
(Incorporated in Malaysia under the Companies Act, 1965)

Driving Network Solutions



PROSPECTUS

PROSPECTUS

PUBLIC ISSUE OF 75,000,000 NEW ORDINARY SHARES OF RM0.10 EACH ("OCK SHARES") AT AN ISSUE PRICE OF RM0.36 PER ORDINARY SHARE PAYABLE IN FULL UPON APPLICATION COMPRISING:

- 7,000,000 NEW OCK SHARES MADE AVAILABLE FOR APPLICATION BY THE PUBLIC;
- 9,500,000 NEW OCK SHARES MADE AVAILABLE FOR APPLICATION BY OUR ELIGIBLE EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF OUR GROUP; AND
- 58,500,000 NEW OCK SHARES MADE AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS

IN CONJUNCTION WITH THE LISTING OF OCK GROUP BERHAD ON THE ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD

Adviser, Sponsor, Underwriter and Placement Agent

Joint Underwriter



OCK GROUP BERHAD

No. 11 & 13, Jalan Puteri 2/6, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan, Malaysia
Tel: +603-8065 6868 Fax : +603-8065 6800

www.ock.com.my

INVESTORS ARE ADVISED TO NOTE THAT COMPANIES LISTED ON THE ACE MARKET MAY BE OF HIGH INVESTMENT RISK. INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

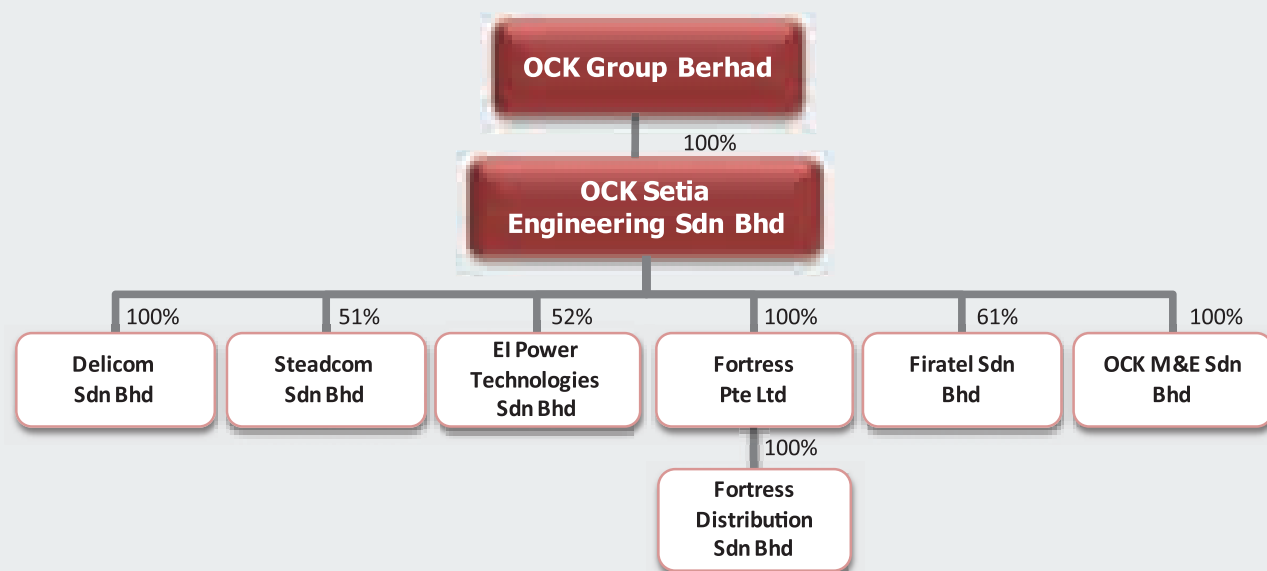
THERE ARE CERTAIN RISK FACTORS WHICH INVESTORS SHOULD CONSIDER. TURN TO SECTION 4 FOR 'RISK FACTORS'.

THIS PROSPECTUS IS DATED 29th JUNE 2012

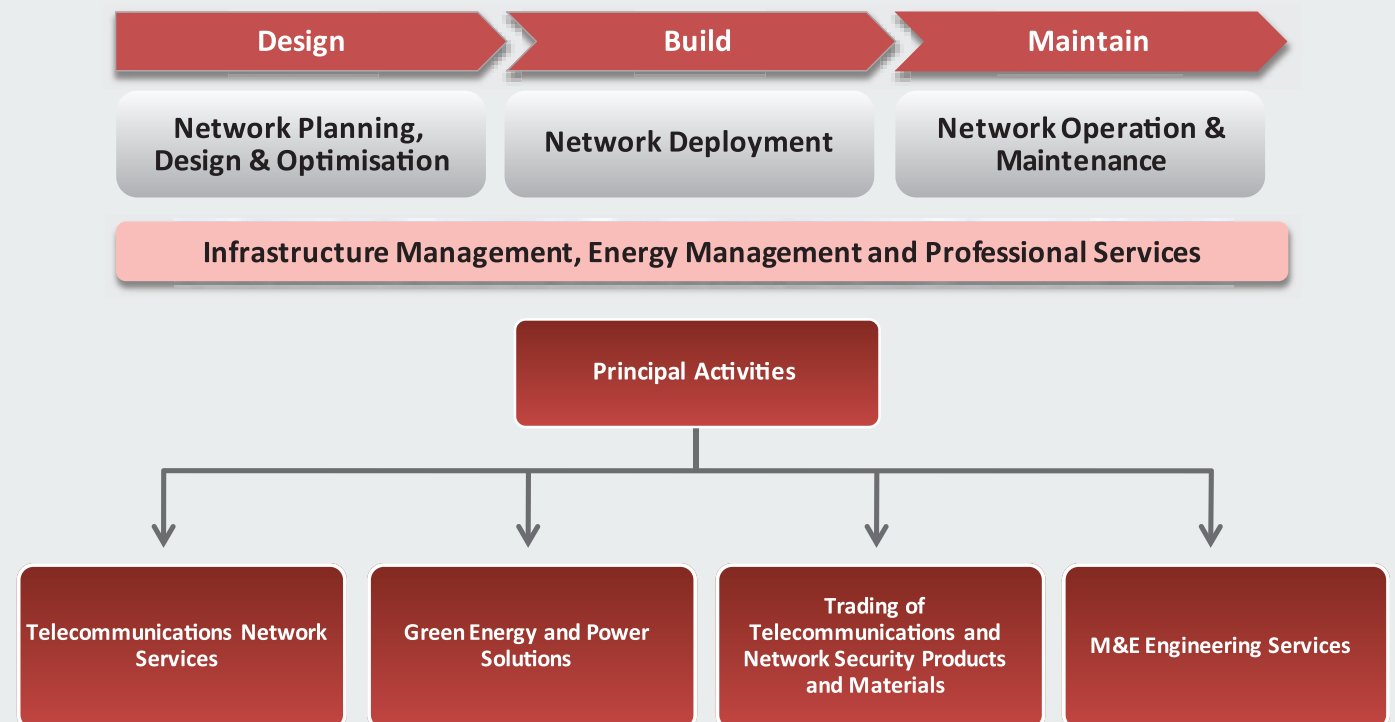
CORPORATE MILESTONE OF OCK GROUP BERHAD

2000	<ul style="list-style-type: none"> • OCK was established
2004	<ul style="list-style-type: none"> • Registered as ASP's with Ericsson and Alcatel-Lucent
2005	<ul style="list-style-type: none"> • Awarded a network deployment contract by DiGi
2006	<ul style="list-style-type: none"> • Awarded a turnkey network deployment contract by U Mobile
2007	<ul style="list-style-type: none"> • Awarded an IBC contract by Maxis • Awarded a field maintenance contract by NSN and Alcatel-Lucent to maintain Celcom's 3G radio base station and radio microwave equipment • Awarded a managed service contract by Ericsson to maintain u Mobile's civil, M&E infrastructure, 3G radio base station and radio microwave equipment • Awarded Celcom's 3G swap contract by Alcatel-Lucent involving the replacement of old generation equipment with new 3G equipment
2008	<ul style="list-style-type: none"> • Awarded a WiMAX network deployment contract by Alcatel-Lucent • Awarded a radio and microwave equipment installation, testing and commissioning contract by ZTE • Awarded a installation, testing and commissioning of radio microwave equipment and project management contract by NEC for DiGi
2009	<ul style="list-style-type: none"> • Awarded a turnkey network deployment contract by Huawei, Ericsson and Alcatel-Lucent • Awarded a contract for installation, testing and commissioning for optical SDH and DWDM equipment by Alcatel-Lucent • Awarded a contract for installation, testing and commissioning of WiMAX equipment by ZTE
2010	<ul style="list-style-type: none"> • Awarded a WiMAX network deployment contract by YTL • Awarded an implementations contract by Huawei for Maxis's NGBB • Awarded a radio network optimisation contract by Alcatel-Lucent to optimise Celcom's 3G network
2011	<ul style="list-style-type: none"> • Awarded a turnkey WiMAX network deployment contract by Millercom Sdn Bhd, a wholly own subsidiary of P1 • Awarded a radio network optimisation contract by Huawei to optimise DiGi's network • Awarded a radio network optimisation contract by Huawei to optimise Celcom and U Mobile's network • Awarded a radio equipment modernisation contract by Huawei to modernise Celcom's 3G network • Awarded a radio equipment swap contract by ZTE to upgrade DiGi's old equipment • Awarded a microwave links and related equipment installation services contract by SIAE • Awarded a design, construction, implementation and consolidation of sites contract by DiGi and Celcom • Awarded necessary licenses from MCMC to be a NFP

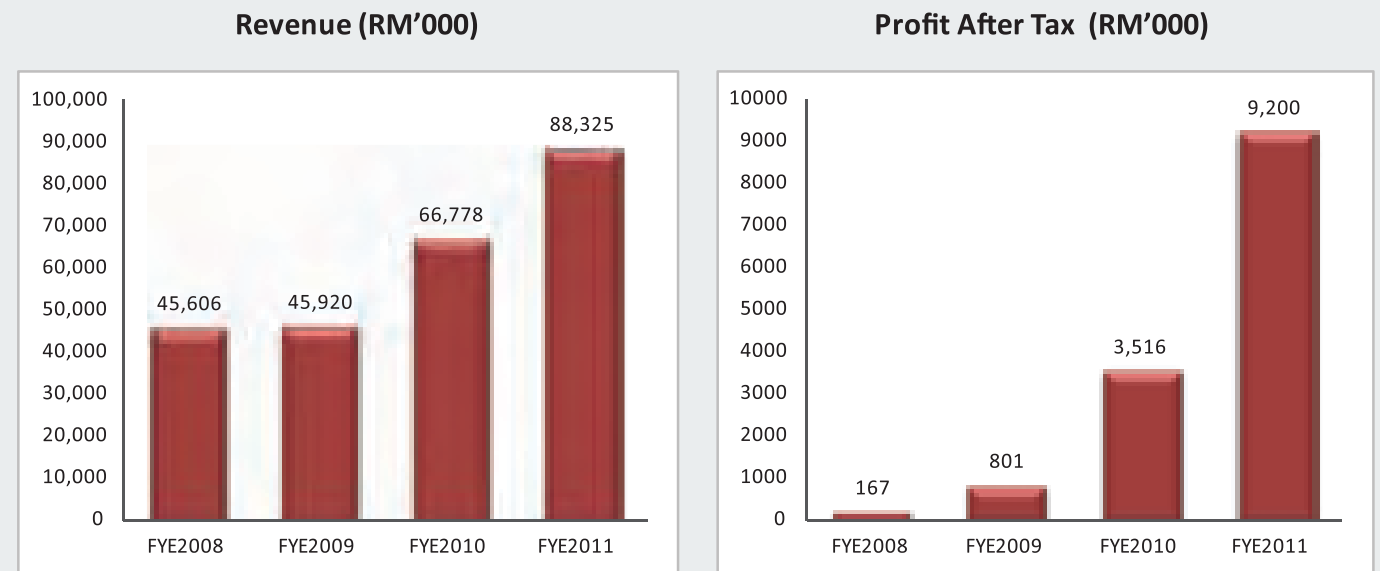
CORPORATE STRUCTURE OF OCK GROUP BERHAD



BUSINESS STRUCTURE OF OCK GROUP BERHAD



FINANCIAL ANALYSIS



COMPETITIVE STRENGTHS

Established Market Reputation

- Established market reputation through its years of operation since 2000
- Delivery of quality and timely services to telecommunications operators
- Continuous provision of turnkey telecommunications network solutions
- Well known clients such as DiGi, Celcom, U Mobile, YTL and P1
- Business partners of technology providers such as Alcatel-Lucent, Ericsson, Huawei, NEC, SIAE and ZTE
- Received multiple acknowledgements of its work through the Golden Bull Awards
- Earned partner awards from technology providers such as ZTE and Huawei

One-Stop Solution Provider For Telecommunications Network Services

- Provision of turnkey solutions from network planning, design and optimisation and infrastructure and energy management
- Provision of site consultation, implementation and maintenance strategies
- Trained technical personnel and equipped with the latest equipment and technology knowledge
- Previously dealt with infrastructure involving in technologies such as GSM, 3G and WiMAX

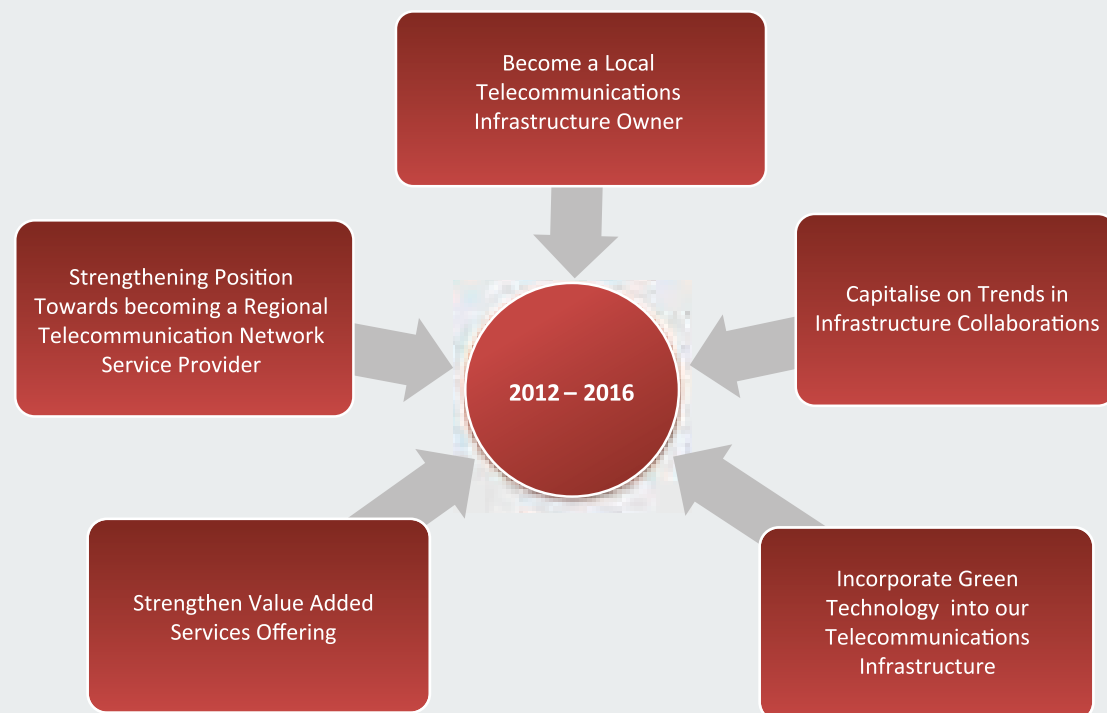
Good Working Relationship with Technology Providers

- Close and long standing relationship with several technology providers such as Alcatel-Lucent, Ericsson, Huawei, NEC and ZTE
- Partnership with the technology providers strengthens project tenders, broadens product offerings and services

Experienced Human Capital

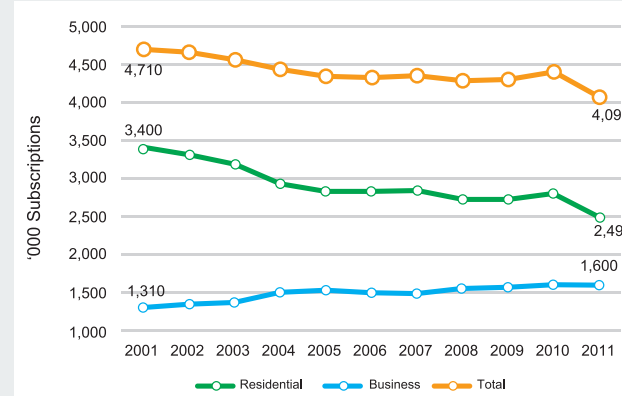
- Experienced key management team with an average of ten (10) years of working experience in the industry
- Maintains a team of expertise and capable human capital enabling the company to stay ahead of its competitors

FUTURE PLANS AND STRATEGIES

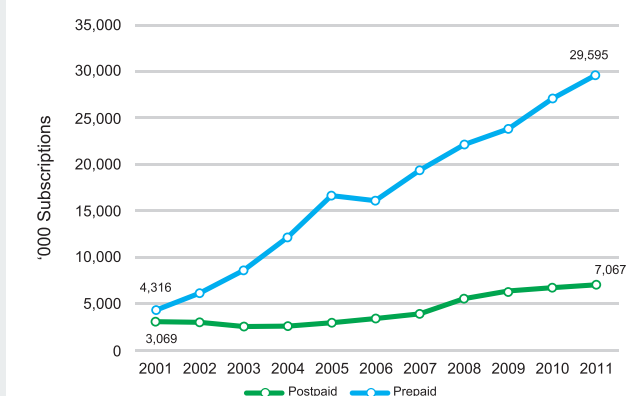


INDUSTRY HIGHLIGHTS AND MARKET DEMANDS

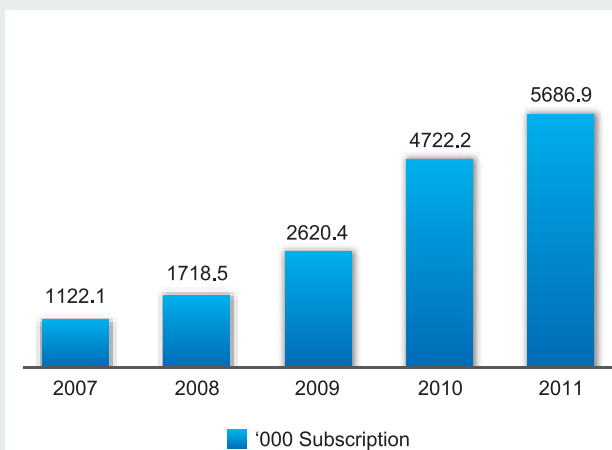
Trend in DEL Subscriptions in Malaysia, 2001 - 2011



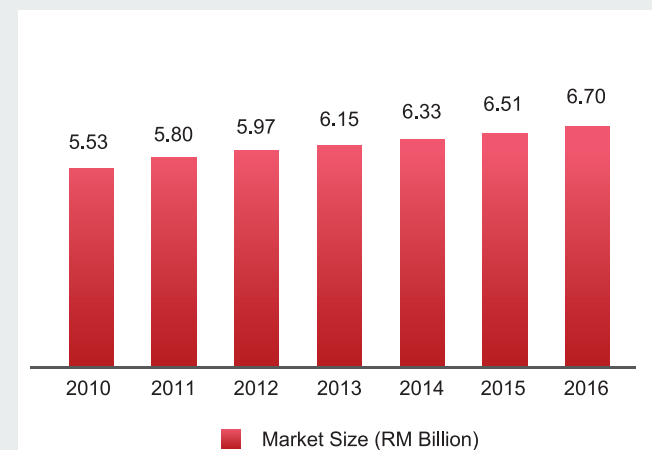
Growth of Cellular Telephone Subscriptions in Malaysia, 2001 - 2011



Number of Broadband Subscription in Malaysia, 2007 - 2011



Telecommunication Network Services for infrastructure is Growing



Source: Protégé Associates

LIST OF ACCREDITATIONS / AWARDS

YEAR	ACCREDITATION / AWARDS	AWARDED / ORGANISED BY
2007	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd
2008	ISO 9001:2000	SIRIM QAS
2009	The Core Best Partner for South Pacific Region	Huawei
2009	The Best Partner Award	ZTE
2009	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd
2010	The Best Partner Award	ZTE
2010	The Best Partner Award	Huawei
2010	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd
2010	ISO 9001:2008	SIRIM QAS
2011	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd

NOTE: The photographs depicted on the cover of this Prospectus are for the purpose of illustration only and do not purport to indicate that the properties or assets depicted in the photographs belong to OCK Group Berhad.

RESPONSIBILITY STATEMENTS

Our Board and Promoters (as defined herein) have seen and approved this Prospectus and we collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, after having made all reasonable enquiries, that to the best of our knowledge and belief, there is no false or misleading statement or other facts the omission of which would make any statement herein false or misleading.

Alliance Investment Bank Berhad (21605-D), being our Adviser, Sponsor, Underwriter and Placement Agent acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our Public Issue (as defined herein).

STATEMENTS OF DISCLAIMER

A copy of this Prospectus has been registered with the Securities Commission Malaysia (“SC”). The registration of this Prospectus should not be taken to indicate that the SC recommends the Public Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in this Prospectus. The SC has not, in any way, considered the merits of the securities being issued / offered for investment.

The SC is not liable for any non-disclosure on our part and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

The valuation utilised for the purpose of the corporate exercise should not be construed as an endorsement by the SC on the value of the subject assets.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT IN OUR COMPANY. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

Approval has been obtained from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the securities being offered. Admission to the Official List of Bursa Securities is not to be taken as an indication of the merits of the Public Issue, our Company or our securities.

Bursa Securities is not liable for any non-disclosure on our part and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Prospectus.

A copy of this Prospectus, together with the application form, has also been lodged with the Registrar of Companies of Malaysia, who takes no responsibility for its contents.

OTHER STATEMENTS

Companies listed on the ACE Market may have a limited operating history or may not have any profit track record prior to listing. Such companies may be of high investment risk. As with all investments, you should be aware of all potential risks in investing in such companies and should make the decision to invest after giving due and careful consideration by referring to amongst others, the Prospectus, latest financial statements and corporate announcements. You are strongly recommended to seek advice from a securities’ professional and/or adviser.

Our Public Issue is an exempt transaction under Section 213 of the Capital Markets and Services Act 2007 (“CMSA”) and is therefore not subject to the approval of the SC.

You are advised to note that recourse for false or misleading statements or acts made in connection with this Prospectus is directly available through Sections 248, 249 and 357 of the CMSA.

Securities listed on Bursa Securities are offered to the public premised on full and accurate disclosure of all material information concerning the issue for which any of the persons set out in Section 236 of the CMSA, e.g. Directors and Advisers, are responsible.

ELECTRONIC PROSPECTUS

This Prospectus can be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com. The contents of the electronic Prospectus are as per the contents of the copy of this Prospectus registered with the SC.

A copy of this Prospectus so registered is available on the website of Affin Bank Berhad at www.affinOnline.com, the website of CIMB Investment Bank Berhad at www.eipocimb.com, the website of CIMB Bank Berhad at www.cimbclicks.com.my, the website of Malayan Banking Berhad at www.maybank2u.com.my, the website of RHB Bank Berhad at www.rhb.com.my, and the website of Public Bank Berhad at www.pbebank.com.

You are advised that the internet is not a fully secured medium, and that your Internet Share Application is subject to the risk of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institutions. (Internet Participating Financial Institutions are listed in Section 17 of this Prospectus). These risks cannot be borne by the Internet Participating Financial Institutions.

If you are in doubt as to the validity or integrity of an electronic Prospectus, you should immediately request from us, our Adviser or the Issuing House, a paper/printed copy of this Prospectus.

The electronic Prospectus submitted to the SC and Bursa Securities is the same as the registered paper/printed copy. In the event of any discrepancies arising between the contents of the electronic Prospectus and the contents of the paper/printed copy of this Prospectus for any reason whatsoever, the contents of the paper/printed copy of this Prospectus, which is identical to the copy of the Prospectus registered with the SC, shall prevail.

In relation to any reference in this Prospectus to third party internet sites ("third party internet sites"), whether by way of hyperlinks or by way of description of the third party internet sites, you acknowledge and agree that:

- (i) We and our Adviser do not endorse and are not affiliated in any way with the third party internet sites and are not responsible for the availability of, or the contents or any data, information, files or other material provided on the third party internet sites. You shall bear all risks associated with the access to or use of the third party internet sites;
- (ii) We and our Adviser are not responsible for the quality of products or services in the third party internet sites, for fulfilling any of the terms of your agreements with the third party internet sites. We are also not responsible for any loss, damage or cost that you may suffer or incur in connection with or as a result of dealing with the third party internet sites or the use of or reliance on any data, information, files or other material provided by such parties; and
- (iii) Any data, information, files or other material downloaded from the third party internet sites is at your own discretion and risk. We and our Adviser are not responsible, liable or under obligation for any damage to your computer system or loss of data resulting from the downloading of any such data, information, files or other material.

Where an electronic Prospectus is hosted on the website of the Internet Participating Financial Institutions, you are advised that:

- (i) The Internet Participating Financial Institutions are liable in respect of the integrity of the contents of an electronic Prospectus, to the extent of the contents of the electronic Prospectus situated on the web server of the Internet Participating Financial Institutions which may be viewed via your web browser or other relevant software. The Internet Participating Financial Institutions shall not be responsible in any way for the integrity of the contents of an electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institutions and thereafter communicated or disseminated in any manner to you or other parties; and
- (ii) While all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in an electronic Prospectus, the accuracy and reliability of an electronic Prospectus cannot be guaranteed as the internet is not a fully secured medium.

The Internet Participating Financial Institutions shall not be liable (whether in tort or contract or otherwise) for any loss, damage or cost, you or any other person may suffer or incur due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in an electronic Prospectus which may arise in connection with or as a result of any fault or faults with web browsers or other relevant software, any fault or faults on your or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institutions, and/or problems occurring during data transmission, which may result in inaccurate or incomplete copies of information being downloaded or displayed on an applicant's personal computer.

This Prospectus is prepared and published solely for our Public Issue in Malaysia under the laws of Malaysia. Our Shares are issued in Malaysia solely based on the contents of this Prospectus. Our Board, Promoters, Adviser, Sponsor, Underwriter, Joint Underwriter and Placement Agent have not authorised anyone to provide you with information which is not contained in this Prospectus.

This Prospectus has not been and will not be made to comply with the laws of any jurisdiction other than Malaysia and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or with or by any regulatory authority or other relevant body of any jurisdiction other than Malaysia.

We will not, prior to acting on any acceptance in respect of our Public Issue, make or be bound to make any enquiry as to whether you have a registered address in Malaysia and will not accept or be deemed to accept any liability in relation thereto whether or not any enquiry or investigation is made in connection therewith.

It shall be your sole responsibility, if you are or may be subject to the laws of any country or jurisdiction other than Malaysia, to consult your legal and/or other professional advisers as to whether your application for our Public Issue would result in the contravention of any law of such country or jurisdiction.

Further, it shall also be your sole responsibility to ensure that your application for our Public Issue would be in compliance with the terms of this Prospectus and would not be in contravention of any law of countries or jurisdictions other than Malaysia to which you may be subjected to. We will further assume that you have accepted our Public Issue in Malaysia and will at all applicable times be subjected only to the laws of Malaysia in connection therewith. However, we reserve the right, in our absolute discretion, to treat any acceptance as invalid if we believe that such acceptance may violate any law or applicable legal or regulatory requirements.

The distribution of this Prospectus and the accompanying documents are subject to Malaysian laws. Our Board, Promoters, Adviser, Sponsor, Underwriter, Joint Underwriter and Placement Agent take no responsibility for the distribution of this Prospectus (in preliminary or final form) outside Malaysia. Our Board, Promoters, Adviser, Sponsor, Underwriter, Joint Underwriter and Placement Agent have not taken any action to permit a Public Issue of our Shares based on this Prospectus or the distribution of this Prospectus outside Malaysia.

This Prospectus may not be used for an offer to sell or an invitation to buy our Shares in any jurisdiction or in any circumstance in which such an offer or invitation is not authorised or is unlawful. This Prospectus shall also not be used to make an offer of or invitation to buy our Shares to any person to whom it is unlawful to do so. Our Board, Promoters, Adviser, Sponsor, Underwriter, Joint Underwriter and Placement Agent require you to inform yourself and to observe such restrictions.

BUMIPUTERA EQUITY REQUIREMENT AND PUBLIC SHAREHOLDING SPREAD

Pursuant to the Listing Requirements (as defined herein) and the Bumiputera equity requirement which was announced on 30 June 2009, we are required to allocate 12.5% of our enlarged issued and paid-up share capital to Ministry of International Trade and Industry recognised Bumiputera investors within one (1) year after achieving the profit record required for a listing on the Main Market of Bursa Securities or five (5) years after being listed on the ACE Market, whichever is earlier.

In compliance with the Listing Requirements, we need to have at least 25% of our enlarged issued and paid-up share capital in the hands of a minimum 200 public shareholders holding not less than 100 Shares each upon admission to the ACE Market. We expect to achieve this at the point of Listing (as defined herein). However, in the event that this requirement is not met pursuant to our Public Issue, we may not be allowed to proceed with our Listing. In this event, monies paid in respect of all applications will be returned in full without interest to the applicants no later than ten (10) Market Days from the date of the final ballot of the application list.

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INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged issued and paid-up share capital on the ACE Market of Bursa Securities is set out below:

EVENT	TENTATIVE DATE / TIME
Opening of application for our Public Issue	29 June 2012 at 10.00 a.m.
Closing of application for our Public Issue	6 July 2012 at 5.00 p.m.
Balloting of applications	10 July 2012
Allotment of Shares to successful applicants	13 July 2012
Listing on the ACE Market	17 July 2012

Our Board, Promoters, together with Alliance, may mutually decide at their absolute discretion to extend the date for the closing of applications to any later date or dates. If the date of closing of application is extended, the dates of balloting, allotment and listing would be extended accordingly. We will publish any extension of the date of closing of application in a widely circulated English and Bahasa Malaysia newspaper in Malaysia prior to the original closing date of application. **Late applications will not be accepted.**

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” in this Prospectus are to OCK Group Berhad while references to “our Group” are to our Company and our subsidiary companies. References to “we”, “us”, “our” and “ourselves” are to our Company or our Group or any member of our Group, as the context requires. Unless the context otherwise requires, references to “Management” are to our Executive Directors and our key management and key technical personnel as disclosed in this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

Certain abbreviations, acronyms and technical terms used are defined in the “Definitions” section of this Prospectus. Words denoting the singular shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include companies and corporations.

Unless otherwise stated, any reference to dates and times in this Prospectus shall be a reference to dates and times in Malaysia.

Any reference to any enactment in this Prospectus shall be a reference to that enactment as for the time being amended or re-enacted.

This Prospectus includes statistical data provided by our Management and various third parties and cites third party projections regarding growth and performance of the industries in which our Group operates. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus; provided that where no source is stated, it can be assumed that the information originates from us.

In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by Protégé Associates Sdn Bhd, an independent business and market research consulting firm. We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industries in which we operate. However, neither we nor our Adviser and Sponsor have independently verified these data. Neither we nor our Adviser and Sponsor make any representation as to the correctness, accuracy or completeness of such data, hence accordingly, you should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved and you should not place undue reliance on the third party projections cited in this Prospectus.

The information on our website or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

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FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements, which include all statements other than those of historical facts including amongst others, those regarding our Group's financial position, business strategies, plans and objectives of our Management for future operations. Some of these statements can be identified by words that have a bias towards or are forward-looking such as "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond our Group's control that could cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. As such, we cannot assure you that the forward-looking statements in this Prospectus will be realised.

Such forward-looking statements are based on numerous assumptions regarding our Group's present and future business strategies and the environment in which our Group operates. Additional factors that could cause our Group's actual results, performance or achievements to differ materially include, but are not limited to those discussed in Section 4 - Risk Factors and Section 12 - Management Discussion and Analysis of Financial Condition, Results of Operations and Prospects of this Prospectus.

These forward-looking statements are based on information available to us as at the date of this Prospectus. Subject to the provisions of Section 238 of the CMSA, we expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statements contained in this Prospectus to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

You will be deemed to have read and understood the descriptions of the assumptions and uncertainties underlying the forward looking statements that are contained herein.

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DEFINITIONS

Unless otherwise defined or the context otherwise requires, the following definitions shall apply throughout this Prospectus:

ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
Acquisition	:	The acquisition by OCK of the entire equity interest in OCK Setia comprising 2,000,002 ordinary shares of RM1.00 each for a consideration of RM18,399,998 fully satisfied by the issuance of 183,999,980 new OCK Shares at par
Aliran Armada	:	Aliran Armada Sdn Bhd (951885-W)
Alliance or Adviser or Sponsor or Underwriter or Placement Agent	:	Alliance Investment Bank Berhad (21605-D)
All Star	:	All Star Engineering Sdn Bhd (722915-W)
Alcatel-Lucent	:	Alcatel-Lucent Malaysia Sdn Bhd (245643-T)
Application Form(s)	:	The printed application form(s) for the application of our Public Issue Shares accompanying this Prospectus
ATM(s)	:	Automated Teller Machine(s)
Board	:	Board of Directors of OCK
BTMH or Reporting Accountants	:	Baker Tilly Monteiro Heng (AF 0117)
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CAGR	:	Compound Annual Growth Rate
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
CDS Account	:	An account established by Bursa Depository for a depositor for the recording of deposits or withdrawals of securities and for dealings in such securities by the depositor
Celcom	:	Celcom Axiata Berhad (167469-A)
Central Depositories Act	:	The Securities Industry (Central Depositories) Act, 1991, as amended from time to time and any re-enactment thereof
CIDB	:	Construction Industry Development Board
CMSA	:	Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
Delicom	:	Delicom Sdn Bhd (505154-W)

DEFINITIONS (Cont'd)

DiGi	:	DiGi Telecommunications Sdn Bhd (201283-M)
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
EI Power	:	EI Power Technologies Sdn Bhd (913886-A)
EPS	:	Earnings per Share
Ericsson	:	Ericsson (Malaysia) Sdn Bhd (9093-K)
ESA or Electronic Share Application	:	Application for our Public Issue Shares through a Participating Financial Institution's ATM
ETP	:	Economic Transformation Programme
Firatel	:	Firatel Sdn Bhd (749375-D)
Fortress Malaysia	:	Fortress Distribution Sdn Bhd (949821-D)
Fortress Singapore	:	Fortress Pte Ltd (201105499Z)
FYE	:	Financial year ended/ending
GP	:	Gross profit
GTP	:	Government Transformation Programme
HwangDBS Underwriter	or Joint	HwangDBS Investment Bank Berhad (14389-U)
Huawei	:	Huawei Technologies (Malaysia) Sdn Bhd (545949-D)
IMR Report	:	Independent Market Research Report titled 'Strategic Analysis of the Telecommunications Network Services Market, Malaysia'
ISA or Internet Share Application	:	Application for our Public Issue Shares through an Internet Participating Financial Institution
Issue Price	:	The issue price of RM0.36 per Public Issue Share
ISO	:	International Organisation for Standardisation
Issuing House or MIH	:	Malaysian Issuing House Sdn Bhd (258345-X)
KPI	:	Key Performance Indicator
Listing	:	The admission to the Official List of Bursa Securities and the listing of and quotation for OCK's entire enlarged issued and paid-up share capital of RM25,900,000 comprising 259,000,000 OCK Shares on the ACE Market
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, as amended or expanded from time to time
Listing Scheme	:	Acquisition, Public Issue and Listing, collectively
LPD	:	31 May 2012, being the latest practicable date prior to the issuance of this Prospectus

DEFINITIONS (Cont'd)

Market Day	: Any day between Monday and Friday (both days inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
Maxis	: Maxis Broadband Sdn Bhd (234053-D)
MCMC	: Malaysian Communications and Multimedia Commission
NA	: Net assets
NBV	: Net book value
NEC	: NEC Corporation of Malaysia Sdn Bhd (526077-M)
NFP	: Network Facility Provider
NSN	: Nokia Siemens Networks Sdn Bhd (741348-X)
OCK or Company	: OCK Group Berhad (955915-M)
OCK Group or Group	: OCK and its subsidiary companies, collectively
OCK M&E	: OCK M&E Sdn Bhd (598002-K)
OCK Properties	: OCK Setia Properties Sdn Bhd (614365-A)
OCK Setia	: OCK Setia Engineering Sdn Bhd (528998-K)
OCK Share(s) or Share(s)	: Ordinary share(s) of RM0.10 each in OCK
PI	: Packet One Networks (Malaysia) Sdn Bhd (571389-H)
Participating Financial Institution(s)	: The participating financial institution(s) for the ESA as listed in Section 17 of this Prospectus
PAT or Net profit	: Profit after tax
PBT	: Profit before tax
PE Multiple	: Price-earnings multiple
Promoters	: Aliran Armada, Abdul Halim Bin Abdul Hamid, Ooi Chin Khoon, Low Hock Keong, Chang Tan Chin and Chong Wai Yew, collectively
Prospectus	: This prospectus dated 29 June 2012 in relation to our Public Issue
Protégé Associates	: Protégé Associates Sdn Bhd (675767-H)
PT OCK	: PT OCK Telecommunication (02.414.450.3-056.000)
Public	: All persons or members of the public but excluding directors of the Group, its substantial shareholders and persons connected or associated with them (as defined in the Listing Requirements)
Public Issue	: The 75,000,000 new OCK Shares, representing approximately 28.96% of the enlarged issued and paid-up share capital of OCK at the Issue Price
Public Issue Share(s) or Issue Share(s)	: The new OCK Share(s) to be issued pursuant to the Public Issue

DEFINITIONS (Cont'd)

QA	: Quality Assurance
QC	: Quality Control
QMS	: Quality Management System
RM and sen	: Ringgit Malaysia and sen, respectively
SC	: Securities Commission
SGD	: Singapore Dollar
SIAE	: SIAE Microeletronica Sdn Bhd (810790-D)
SIRIM	: Standards and Industrial Research Institute of Malaysia
SIRIM QAS	: SIRIM QAS International Sdn Bhd (410334-X)
SLA	: Service Level Agreement
SME	: Small and Medium Enterprise
SOCSSO	: Social Security Organisation
SOP	: Standard operating procedures
sq. ft.	: Square feet
Steadcom	: Steadcom Sdn Bhd (893120-U)
U Mobile	: U Mobile Sdn Bhd (223969-U)
Underwriting Agreement	: The underwriting agreement dated 21 June 2012 made between the Company, the Underwriter and Joint Underwriter for the underwriting of 7,000,000 Public Issue Shares
YTL	: Syarikat Pembinaan Yeoh Tiong Lay Sdn Bhd (12479-V)
ZTE	: ZTE (Malaysia) Corporation Sdn Bhd (642514-X)

Technical Referencess

3G	: Third Generation; a mobile telecommunications' standards that fulfil International Mobile Telecommunications-2000 specifications defined by International Telecommunication Union. 3G is commonly used by mobile devices to connect to the Internet or other Internet Protocol networks in order to make voice and video calls, to download and upload data and browse Internet content. In comparison with the preceding Second Generation technology, 3G has the following enhancements: <ul style="list-style-type: none"> • Several times higher data speed; • Faster audio and video streaming; and • Internet browsing at higher speeds.
BTS	: Base Transceiver Station; an equipment that facilitates wireless communication between user equipment such as mobile phones and a network

DEFINITIONS (Cont'd)

DEL	: Direct Exchange Line; a telephone line connecting the subscriber's terminal equipment to the PSTN and which has a dedicated port in the telephone exchange equipment or better known as a private line
DWDM	: Dense Wavelength Division Multiplexing; puts together multiple signals and sends them at the same time along a fibre, with transmissions taking place at different wavelengths. This turns a single fibre into the virtual equivalent of a handful of fibres
GHz	: Gigahertz
GSM	: Global System for Mobile
HSBB	: High Speed Broadband; broadband service of speed 10 Megabits per second and above
HSDPA	: High-Speed Download Packet Access; a post-3G technology standard for mobile phone data transmission
IBC	: In-Building Coverage; cellular coverage inside buildings especially in high-rise buildings, basement and elevator area
ICT	: Information and Communication Technology
LTE	: Long Term Evolution; a standard for wireless communication of high-speed data for mobile phones and data terminals
M&E	: Mechanical and electrical engineering
NGBB	: Next Generation Broadband; broadband Internet service that is capable of providing a bandwidth of at least 10 Megabits per second
PSTN	: Public Switched Telephone Network; a network of the global public circuit-switched telephone networks that function the same way as the Internet which is the network of the world's public Internet Protocol-based packet-switched networks
SDH	: Synchronous Digital Hierarchy; a standard multiplexing protocol that transfer multiple digital bit streams over optical fibre using lasers or light-emitting diodes (LEDs)
Telecommunications operators	: Authorised providers of telecommunications services, including telephony, data transfer and related services using various wired or wireless infrastructure
Technology providers	: Manufacturers of telecommunications products and components that are purchased and used by telecommunications operators in the course of their services provided to end users
WiMAX	: Worldwide Interoperability for Microwave Access; a telecommunication protocol that provides fixed and mobile Internet access intended for wireless coverage over wide geographical areas

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Address	Occupation	Nationality
Datuk Zawawi Bin Mahmuddin <i>Independent Non-Executive Chairman</i>	123, Jalan Sepah Puteri 5/18 Sri Utama Kota Damansara 48710 Petaling Jaya Selangor Darul Ehsan	Director	Malaysian
Abdul Halim Bin Abdul Hamid <i>Deputy Chairman</i>	22, Jalan 7A/7 Bandar Tasik Puteri Kundang 48020 Rawang Selangor Darul Ehsan	Director	Malaysian
Ooi Chin Khoon <i>Managing Director</i>	35, Jalan Wawasan 4/4 Pusat Bandar Puchong 47100 Puchong Selangor Darul Ehsan	Director	Malaysian
Low Hock Keong <i>Executive Director</i>	7, Jalan Murai Off Jalan Meru 41050 Klang Selangor Darul Ehsan	Director	Malaysian
Chang Tan Chin <i>Executive Director</i>	93, Jalan Sepah Puteri 5/14 Sri Utama Kota Damansara 47810 Petaling Jaya Selangor Darul Ehsan	Director	Malaysian
Chong Wai Yew <i>Executive Director</i>	57, Jalan Sg Merbau 32/87 Kemuning Greenville Seksyen 32 40460 Shah Alam Selangor Darul Ehsan	Director	Malaysian
Lee Yow Fui <i>Independent Non-Executive Director</i>	28, Jalan Putra Permai 8G Taman Equine 43300 Seri Kembangan Selangor Darul Ehsan	Director	Malaysian
Fu Lit Fung <i>Independent Non-Executive Director</i>	16, Jalan Damai Jasa 8 Alam Damai Cheras 56000 Kuala Lumpur	Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Datuk Zawawi Bin Mahmuddin	Chairman	Independent Non-Executive Chairman
Lee Yow Fui	Member	Independent Non-Executive Director
Fu Lit Fung	Member	Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

NOMINATION COMMITTEE

Name	Designation	Directorship
Datuk Zawawi Bin Mahmuddin	Chairman	Independent Non-Executive Chairman
Lee Yow Fui	Member	Independent Non-Executive Director
Fu Lit Fung	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Datuk Zawawi Bin Mahmuddin	Chairman	Independent Non-Executive Chairman
Lee Yow Fui	Member	Independent Non-Executive Director
Ooi Chin Khoon	Member	Managing Director

COMPANY SECRETARY

: Wong Youn Kim (MAICSA 7018778)
 No. 24-3, Jalan Tun Sambanthan 3
 50470 Kuala Lumpur
 Tel : (603) 2273 5260
 Fax: (603) 2273 5320

REGISTERED OFFICE

: No. 24-3, Jalan Tun Sambanthan 3
 50470 Kuala Lumpur
 Tel : (603) 2273 5260
 Fax: (603) 2273 5320

HEAD OFFICE

: No. 11 & 13, Jalan Puteri 2/6
 Bandar Puteri
 47100 Puchong
 Selangor Darul Ehsan
 Tel : (603) 8065 6868
 Fax: (603) 8065 6800
 Website: www.ock.com.my

AUDITORS AND REPORTING ACCOUNTANTS

: Baker Tilly Monteiro Heng (AF 0117)
 Monteiro & Heng Chambers
 22, Jalan Tun Sambanthan 3
 50470 Kuala Lumpur
 Tel : (603) 2274 8988
 Fax: (603) 2260 1708

SOLICITORS

: Shahrizat Rashid & Lee
 Level 12, Menara Milenium
 8, Jalan Damanlela
 Damansara Heights
 50490 Kuala Lumpur
 Tel : (603) 2710 5555
 Fax: (603) 2710 3104

INDEPENDENT MARKET RESEARCHER

: Protégé Associates Sdn Bhd (675767-H)
 Suite C-06-06 Plaza Mont' Kiara
 2, Jalan Kiara, Mont' Kiara
 50480 Kuala Lumpur
 Tel : (603) 6201 9301
 Fax: (603) 6201 7302

1. CORPORATE DIRECTORY (*Cont'd*)

PRINCIPAL BANKERS	: AmIslamic Bank Berhad (295576-U) Level 18, Menara Dion Jalan Sultan Ismail 50250 Kuala Lumpur Tel : (603) 2026 3939 Fax: (603) 2026 6855 Public Bank Berhad (6463-H) No. 1 & 3, Jalan Puteri 2/3 Bandar Puteri 47100 Puchong Selangor Darul Ehsan Tel : (603) 8062 8899 Fax: (603) 8062 7788
ISSUING HOUSE	: Malaysian Issuing House Sdn Bhd (258345-X) Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Tel : (603) 7841 8000 Fax: (603) 7841 8150
SHARE REGISTRAR	: Equiniti Services Sdn Bhd (11324-H) Level 8, Menara MIDF 82, Jalan Raja Chulan 50200 Kuala Lumpur Tel : (603) 2166 0933 Fax: (603) 2166 0688
VALUER	: Raine & Horne International Zaki + Partners Sdn Bhd (99440-T) Perpetual 99 Jalan Raja Muda Abdul Aziz 50300 Kuala Lumpur Tel : (603) 2698 0911 Fax: (603) 2691 1959
ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT	: Alliance Investment Bank Berhad (21605-D) Level 3, Menara Multi-Purpose Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel : (603) 2692 7788 Fax: (603) 2691 9028
JOINT UNDERWRITER	: HwangDBS Investment Bank Berhad (14389-U) Level 8, Wisma Sri Pinang 60, Green Hall 10200 Penang Tel : (604) 263 6996 Fax: (604) 263 9597
LISTING SOUGHT	: ACE Market of Bursa Securities

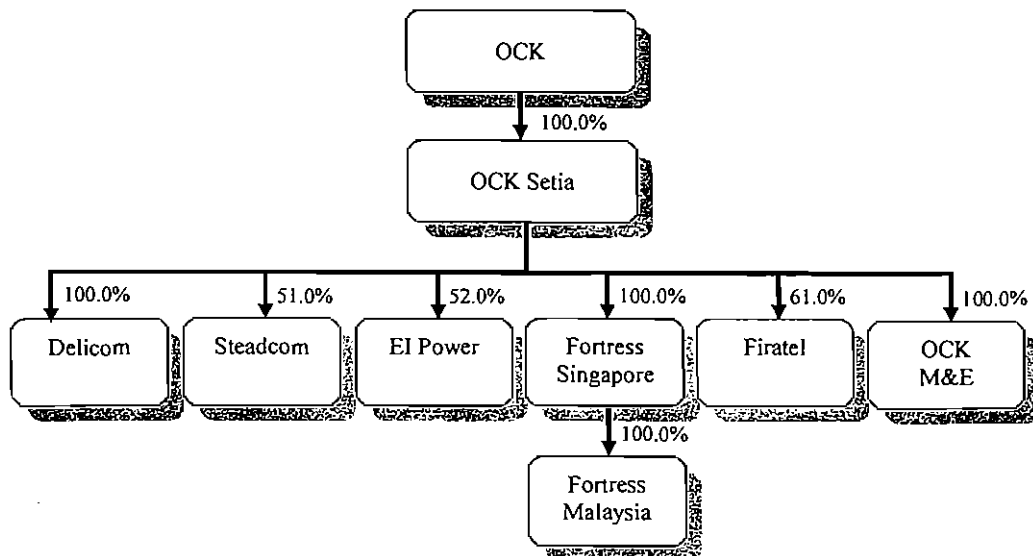
2. SUMMARY INFORMATION

THIS INFORMATION SUMMARY SETS OUT THE SALIENT INFORMATION OF OUR GROUP AS CONTAINED IN THIS PROSPECTUS. YOU SHOULD READ AND UNDERSTAND THIS INFORMATION SUMMARY TOGETHER WITH THE FULL TEXT OF THIS PROSPECTUS BEFORE YOU DECIDE WHETHER TO INVEST IN OUR SHARES.

2.1 OVERVIEW OF OUR HISTORY AND BUSINESS

OCK was incorporated under the Act on 5 August 2011 as a private limited company under the name OCK Group Sdn Bhd. We subsequently converted into a public limited company and assumed our present name on 11 August 2011 to facilitate our listing on the ACE Market.

Our Group structure is as follows:



Our principal activities are as follows:

Company	Principal Activities
OCK	Investment holding
<u>Telecommunications Network Services</u>	
OCK Setia	Provision of turnkey telecommunications network services
Delicom	Provision of telecommunications network services focusing on network deployment services
Steadcom	Provision of telecommunications network services primarily focusing on network planning, design and optimisation
<u>Green Energy and Power Solutions</u>	
EI Power	Provision of green energy and power solutions
<u>Telecommunications and Network Security Products and Materials</u>	
Fortress Singapore	Distribution and installation of network security products and solutions for enterprise customers and provision of technical support
Fortress Malaysia	Distribution and installation of network security products and solutions for enterprise customers and provision of technical support
Firatel	Trading of telecommunications network equipment and materials
<u>M&E Engineering Services</u>	
OCK M&E	Provision of mechanical and electrical engineering services

2. SUMMARY INFORMATION *(Cont'd)*

Established in 2000, we are principally involved in the provision of telecommunications network services. We are able to provide turnkey solutions for our client which includes all six (6) segments of the telecommunications network services market as follows:

- Network planning, design and optimisation;
- Network deployment;
- Network operations and maintenance;
- Infrastructure management;
- Energy management; and
- Professional services.

In 2011, we were awarded the necessary licenses to allow us to be owners and to operate telecommunications facilities. We are currently in the midst of planning for the implementation of our NFP plans. Please refer to Section 6.16.1 (ii) of this Prospectus for further information on our Group's NFP plans.

We are ISO 9001:2008 compliant. We first obtained ISO 9001:2000 compliance in 2008 in the area of 'supply and installation of telecommunications, mechanical and electrical system and provision of related civil engineering works' and subsequently updated to ISO 9001:2008 compliance in 2010*. In recognition of our service quality, we have been conferred with numerous awards, including the Golden Bull Award (100 Outstanding SMEs), Core Best Partner for South Pacific Region by Huawei and the Best Partner Awards by ZTE and Huawei.

Over the years, we have also diversified our business into the trading of telecommunications network equipment and materials, enterprise network security solutions and provision of green energy and power solutions.

Please refer to Section 5 and 6 of this Prospectus for further information on our Group's history and business.

Note:

- * *The update in the ISO standards to ISO 9001:2008 in 2010 involves clarifications to the existing requirements of ISO 9001:2000 which introduces changes intended to improve consistency with the environmental management system standard, ISO 14001:2004.*

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2. SUMMARY INFORMATION (Cont'd)

2.2 FINANCIAL HIGHLIGHTS

2.2.1 Proforma Consolidated Statements of Comprehensive Income

The following table sets out our proforma consolidated statements of comprehensive income for the four (4) FYE 31 December 2008 to 2011, which have been prepared for illustrative purposes only based on the assumption that our current Group structure has been in existence throughout the financial years/period under review.

You should read the summary of our proforma consolidated financial information which has been presented below together with the management's discussion and analysis of financial conditions and results of operations and the Reporting Accountants' Letter on Proforma Consolidated Financial Information as set out in Section 11.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

	←----- Proforma Audited FYE 31 December ----->			
	2008 RM'000	2009 RM'000	2010 RM'000	2011 RM'000
Revenue	45,606	45,920	66,778	88,325
Cost of sales	(39,815)	(39,166)	(54,888)	(65,912)
Gross profit	5,791	6,754	11,890	22,413
Other income	581	752	748	2,299
Administrative expenses	(4,418)	(4,786)	(6,269)	(10,815)
Operating profit	1,954	2,720	6,369	13,897
Finance costs	(1,435)	(1,448)	(1,380)	(1,567)
PBT	519	1,272	4,989	12,330
Taxation	(352)	(471)	(1,473)	(3,130)
Net profit for the financial year	167	801	3,516	9,200
Other comprehensive income, net of tax	-	-	-	3,420
Total comprehensive income for the financial year	167	801	3,516	12,620
Profit attributable to:				
Owners of OCK	166	789	3,378	8,523
Non-controlling interests	1	12	138	677
	167	801	3,516	9,200
PBT	519	1,272	4,989	12,330
Depreciation	790	888	979	1,001
Interest expenses	1,435	1,448	1,380	1,583
Interest income	-	(13)	(43)	(67)
EBITDA	2,744	3,595	7,305	14,847
Number of ordinary shares assumed to be in issue of RM0.10 each ('000)*	184,000	184,000	184,000	184,000
Gross EPS (sen) **	0.28	0.69	2.71	6.70
Net EPS (sen) ***	0.09	0.44	1.91	5.00
GP margin (%)	12.70	14.71	17.81	25.38
PBT margin (%)	1.14	2.77	7.47	13.96
PAT margin (%)	0.37	1.74	5.27	10.42
Effective tax rate (%)	67.82	37.03	29.52	25.39

2. SUMMARY INFORMATION (Cont'd)*Notes:*

- * Based on the number of Shares in issue after the Acquisition but before our Public Issue.
- ** The gross EPS is computed based on the consolidated PBT divided by the number of Shares in issue after the Acquisitions but before our Public Issue.
- *** The net EPS is computed based on the consolidated PAT divided by the number of Shares in issue after the Acquisitions but before our Public Issue.

There was no share of profits and losses of associated companies and joint ventures, exceptional or extraordinary items during the financial years under review. The auditors' reports for our Group for the financial years under review were reported without any audit qualification.

2.2.2 Proforma Consolidated Statements of Financial Position

Our proforma consolidated statements of financial position have been prepared for illustrative purpose only based on our audited statements of financial position as at 31 December 2011 assuming that our Public Issue and utilisation of proceeds had been effected as at that date.

We advise you to read the proforma consolidated statements of financial position presented below together with the notes included in the Reporting Accountants' Letter on Proforma Consolidated Financial Information as set out in Section 11.4 of this Prospectus.

	Proforma Statement of Financial Position as at 31 December 2011 RM'000	Adjusted Consolidated Statement of Financial Position as at 31 December 2011 RM'000	Proforma I After the Public Issue RM'000	Proforma II After Proforma I and the Utilisation of Proceeds RM'000
ASSETS				
Non-current Assets				
Property, plant and equipment	-	14,873	14,873	24,773
Current Assets				
Inventories	-	8,859	8,859	8,859
Amounts due from customers for contract work	-	1,672	1,672	1,672
Trade and other receivables	-	29,486	29,486	29,486
Tax recoverable	-	34	34	34
Fixed deposits placed with licensed banks	-	1,255	1,255	1,255
Cash and bank balances	^	9,749	36,749	24,849
Total current assets	^	51,055	78,055	66,155
Total assets	^	65,928	92,928	90,928

2. SUMMARY INFORMATION (Cont'd)

	Proforma Statement of Financial Position as at 31 December 2011 RM'000	Adjusted Consolidated Statement of Financial Position as at 31 December 2011 RM'000	Proforma I After the Public Issue RM'000	Proforma II After Proforma I and the Utilisation of Proceeds RM'000
EQUITY AND LIABILITIES				
Equity Attributable to Owners of Company				
Share capital	^	18,400	25,900	25,900
Share premium	-	-	19,500	18,885
Revaluation reserve	-	3,419	3,419	3,419
Foreign currency translation reserve	-	(4)	(4)	(4)
Reserve arising from reverse acquisition	-	(17,007)	(17,007)	(17,007)
Retained earnings	(607)	13,971	13,971	12,586
	(607)	18,779	45,779	43,779
Non-controlling interests	-	1,137	1,137	1,137
Total equity	(607)	19,916	46,916	44,916
Non-current Liabilities				
Loans and borrowings	-	6,966	6,966	6,966
Deferred tax liabilities	-	339	339	339
Other payables	603	-	-	-
Total non-current liabilities	603	7,305	7,305	7,305
Current Liabilities				
Amount due to customers for contract works	-	148	148	148
Trade and other payables	4	16,487	16,487	16,487
Loans and borrowings	-	20,515	20,515	20,515
Tax payable	-	1,557	1,557	1,557
Total current liabilities	4	38,707	38,707	38,707
Total liabilities	607	46,012	46,012	46,012
Total equity and liabilities	^	65,928	92,928	90,928

2. SUMMARY INFORMATION (Cont'd)

	Proforma Statement of Financial Position as at 31 December 2011 RM'000	Adjusted Consolidated Statement of Financial Position as at 31 December 2011 RM'000	Proforma I After the Public Issue RM'000	Proforma II After Proforma I and the Utilisation of Proceeds RM'000
Number of ordinary shares assumed to be in issue of RM0.10 each (*000)	#	184,000	259,000	259,000
NA per ordinary share (RM)	(30,356.10)	0.10	0.18	0.17
NTA per ordinary share (RM)	(30,356.10)	0.10	0.18	0.17

Notes:

^ RM2 comprising twenty (20) OCK Shares.

Twenty (20) OCK Shares of RM0.10 each.

2.3 DIVIDEND POLICY

Our Company presently does not have any formal dividend policy. The declaration of interim dividends and the recommendation of any final dividends are subject to the discretion of our Board and any final dividend proposed is subject to our shareholders' approval.

Our ability to pay future dividends to our shareholders is subject to various factors including but not limited to our financial performance, cash flow requirements, availability of distributable reserves and capital expenditure plans.

As our Company is a holding company, our income and therefore, our ability to pay dividends is dependent upon the dividends and other distributions that we receive from our subsidiary companies. The payment of dividends or other distributions by our subsidiary companies will depend on their operation results, financial condition, capital expenditure plans, business expansion plans and other factors that their respective board of directors deem relevant.

2.4 SUMMARY OF OUR PUBLIC ISSUE

Size of our Public Issue : 75,000,000 new OCK Shares, representing approximately 28.96% of our Company's enlarged issued and paid-up share capital which are reserved for the application by the Public, eligible employees of our Group, persons who have contributed to the success of our Group and selected investors, of which at least 50% of the Public Tranche (as defined in Section 3.1.1 (i)) will be to the extent possible allocated to Bumiputera individuals, companies, societies, co-operatives and institutions

Issue Price : RM0.36 per Public Issue Share

2. SUMMARY INFORMATION (Cont'd)

Utilisation of proceeds from the Public Issue : The gross proceeds from the Public Issue amounting to RM27.00 million is intended to be utilised in the following manner:

Purpose	RM'000	%
Capital expenditure	9,900	36.67
Operating expenditure	9,700	35.92
Working capital	5,400	20.00
Estimated listing expenses	2,000	7.41
Total gross proceeds	<u>27,000</u>	<u>100.00%</u>

Total enlarged issued and paid-up share capital after Listing : RM25,900,000 comprising 259,000,000 Shares

Market capitalisation upon Listing : RM93,240,000

Detailed information on our Public Issue and utilisation of proceeds from the Public Issue are set out in Sections 3.1 and 3.6 respectively of this Prospectus.

2.5 RISK FACTORS

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risks and investment considerations as set out in Section 4 of this Prospectus (which may not be exhaustive), and are summarised below:

Risks relating to our business and industries:

- Competitive rivalry;
- Timely supply of products and services;
- Dependency on major customers;
- Frame agreements;
- Dependency on particular segment of the telecommunications industry;
- Fluctuation in prices of supplies;
- Supply of equipment and products;
- Network sharing;
- Loss of executive director, key management and key technical personnel and skilled workforce;
- Adequacy of insurance coverage; and
- Political, economic and regulatory risk.

Risks relating to investment in our Shares:

- Delay or abortion of our Listing;
- No prior market for our Shares and possible volatility of our Share price;
- Control by Promoters; and
- Dividend payments.

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY BEFORE APPLYING FOR OUR PUBLIC ISSUE SHARES.

3.1 OUR PUBLIC ISSUE AND LISTING

3.1.1 Public Issue

Our Public Issue is subject to the terms and conditions of this Prospectus, and upon acceptance, will be allocated the aggregate of 75,000,000 new OCK Shares at the Issue Price in the manner explained below which is subject to clawback and reallocation:

(i) Public ("Public Tranche")

7,000,000 Public Issue Shares, representing approximately 2.70% of our enlarged issued and paid-up share capital, will be available for application by the Public, of which at least 50% shall be set aside for Bumiputera investors including individuals, companies, societies, co-operatives and institutions.

Any Public Issue Shares reserved under the Public Tranche which are not fully subscribed for by the Public will be made available for subscription by our eligible employees and persons who have contributed to the success of our Group under the Pink Form Tranche as described in Section 3.1.1 (ii) below. Any remaining Public Issue Shares will subsequently be made available for subscription by our selected investors under the Placement Tranche as described in Section 3.1.1 (iii) below and if undersubscribed, such Public Issue Shares will be subscribed by our Underwriter and Joint Underwriter based on the terms of the Underwriting Agreement.

(ii) Our Eligible Employees and Persons Who Have Contributed to The Success of Our Group ("Pink Form Tranche")

In recognition of their contributions to the success of our Group, we have reserved 9,500,000 Public Issue Shares, representing approximately 3.67% of our enlarged issued and paid-up share capital, for subscription by our eligible employees and persons who have contributed to the success of our Group.

We will allocate the Public Issue Shares to our eligible employees and persons who have contributed to the success of our Group in the following manner:

Eligibility	No. of Eligible Persons/Corporations	No. of Shares Allocated ('000)
Our eligible employees ⁽¹⁾	253	7,300,000
Eligible persons who have contributed to the success of our Group ⁽²⁾	31	2,200,000
Total	284	9,500,000

Notes:

- (1) As approved by our Board, the criteria for allocation to our eligible employees are based on, amongst others, length of service and job grade in our Group.
- (2) The criteria for allocation to eligible persons who have contributed to the success of our Group are based on, amongst others, volume of transaction and length of relationship with our Group.

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)

The Public Issue Shares reserved under the Pink Form Tranche will not be underwritten as written irrevocable undertakings to subscribe for these Public Issue Shares have been procured from the respective eligible employees and persons who have contributed to the success of our Group.

(iii) Selected Investors via Placement (“Placement Tranche”)

58,500,000 Public Issue Shares, representing approximately 22.59% of our Company’s enlarged issued and paid-up share capital, have been reserved for placement to selected investors.

The Public Issue Shares reserved under the Placement Tranche are not underwritten as written irrevocable undertakings to subscribe for these Public Issue Shares have been procured from the respective selected investors.

The basis of allocation for our Public Issue Shares takes into account the desirability of distributing the Public Issue Shares to a reasonable number of applicants with a view of broadening our shareholders base to meet the public spread requirements as per the Listing Requirements and to establish a liquid and adequate market for our Shares.

There is no over-allotment or ‘greenshoe’ option that will result in an increase in the amount of Public Issue Shares.

The salient terms of the Underwriting Agreement are set out in Section 3.8 of this Prospectus.

3.1.2 Listing on Bursa Securities

Bursa Securities had on 31 May 2012, approved the admission of our Company to its Official List and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM25,900,000 comprising 259,000,000 Shares on the ACE Market. The listing of and quotation for our Shares will commence immediately two (2) market days after Bursa Securities receives the necessary documents specified in their approval letter.

3.2 SHARE CAPITAL

	RM
<i>Authorised share capital</i>	
500,000,000 ordinary shares of RM0.10 each	50,000,000
<i>Issued and fully paid-up share capital as at the date of this Prospectus</i>	
184,000,000 ordinary shares of RM0.10 each	18,400,000
<i>To be issued and credited as fully paid-up pursuant to our Public Issue</i>	
75,000,000 new ordinary shares of RM0.10 each	7,500,000
<i>Enlarged issued and paid-up share capital upon Listing</i>	
259,000,000 ordinary shares of RM0.10 each	25,900,000
Issue Price	0.36
<i>Market capitalisation upon Listing</i>	93,240,000

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)

We have only one (1) class of shares in our Company, namely ordinary shares of RM0.10 each. The Public Issue Shares will upon allotment rank *pari passu* in all respects with one another and all other existing issued and paid-up share capital in our Company, including voting rights and the rights to all dividends and other distributions that may be declared subsequent to the date of allotment of the Public Issue Shares.

Subject to any special rights attached to any Shares which we may issue in the future, our shareholders shall, in proportion to the capital paid-up on the Shares held by them, be entitled to share in the whole of the profits paid out by us as dividends and other distributions, and in the event of our liquidation, our shareholders shall be entitled to any surplus in proportion to the capital paid-up at the commencement of the liquidation, in accordance with our Articles of Association and the provisions of the Act.

Each shareholder is entitled to vote at our general meetings in person or by proxy or by attorney and on a show of hands, every person present who is a shareholder or authorised representative or proxy or attorney of a shareholder shall have one (1) vote, and on a poll, every shareholder present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each Share held. A proxy may but need not be a member of our Company, or qualified legal practitioner, or an approved company auditor, or a person approved by CCM and the provisions of Section 149(1)(b) of the Act shall not apply to our Company.

3.3 PURPOSE OF OUR PUBLIC ISSUE AND LISTING

The purpose of our Public Issue and Listing is:

- (i) to enable us to gain access to the capital market to raise funds for our future expansion and growth when the need arises in the future, through other forms of capital raising avenues;
- (ii) to provide an opportunity for investors and institutions to participate in the continuing growth of our Group; and
- (iii) to enhance our stature and heighten our public profile as well as increase market awareness of our services so as to assist us in expanding our customer base.

3.4 PRICING OF OUR PUBLIC ISSUE SHARES

The Public Issue Price was determined and agreed upon by our Board, Promoters and Alliance, after taking into account the prevailing market conditions and the following factors:

- (i) A net PE multiple of 7.20 times based on our Group's proforma net EPS of RM0.05, computed based on our Group's proforma PAT of RM9.20 million for the FYE 31 December 2011 and our issued and paid-up share capital before our Public Issue of 184,000,000 Shares;
- (ii) Our proforma consolidated NA per Share of RM0.10, computed based on our Group's proforma NA of RM18.78 million as at 31 December 2011 and our issued and paid-up share capital before our Public Issue of 184,000,000 Shares;
- (iii) Our competitive strengths in terms of:
 - Established market reputation;
 - One-stop solution provider for telecommunications network services
 - Good working relationships with technology providers; and
 - Experienced human capital.

Further details of our competitive strengths are described in Section 6.5 of this Prospectus.

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)

You should note that the market price of our Shares upon and subsequent to our Listing is subject to the vagaries of market forces and other uncertainties, which may affect the price of our Shares being traded. You should bear in mind the risk factors as set out in Section 4 of this Prospectus and form your own views on the valuation of our Public Issue Shares before deciding on whether to invest in our Shares.

3.5 DILUTION

Dilution is the amount by which the Issue Price to be paid by applicants for our Public Issue Shares exceeds our NA per Share after the Public Issue as follows:

	RM
Issue Price	0.36
Proforma consolidated NA per Share as at 31 December 2011 before our Public Issue	0.10
Increase in proforma consolidated NA per Share contributed by new investors	0.07
Proforma consolidated NA per Share after our Public Issue (after adjusting the effect of the utilisation of proceeds)	0.17
Dilution in the proforma consolidated NA per Share to new investors	0.19
Dilution in the proforma consolidated NA per Share as a percentage of the Public Issue Price	52.78%

The following table summarises the total number of Shares received by our Directors, substantial shareholders, key management and key technical personnel or persons connected to them during the past three (3) years prior to the date of this Prospectus and the average cost per Share to them and to the new investors who subscribe for our Public Issue Shares pursuant to the Public Issue:

Directors, Substantial Shareholders, Key Management and Key Technical Personnel or Persons Connected to Them	No. of Shares Before the Public Issue	No. of Shares From the Public Issue	Total Consideration RM	Average Cost Per Share RM
Aliran Armada	165,600,000	-	16,560,000	0.10
Datuk Zawawi Bin Mahmuddin	-	-	-	-
Abdul Halim Bin Abdul Hamid	165,600,000 ⁽¹⁾	-	-	-
Ooi Chin Khoon	165,600,000 ⁽¹⁾	-	-	-
Low Hock Keong	7,360,000	-	736,000	0.10
Chang Tan Chin	5,520,000	-	552,000	0.10
Chong Wai Yew	5,520,000	-	552,000	0.10
Lee Yow Fui	-	-	-	-
Fu Lit Fung	-	-	-	-
Cheng Tee Han	-	258,100 [^]	92,916	0.36
Wong Shau Yang	-	258,100 [^]	92,916	0.36
Foo See Liang	-	258,100 [^]	92,916	0.36
Hussin Bin Abu Bakar	-	220,000 [^]	79,200	0.36
Quek Meu San	-	1,400,000 [^]	504,000	0.36
Sharon Mak May Cheng	-	258,100 [^]	92,916	0.36

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)

Directors, Substantial Shareholders, Key Management and Key Technical Personnel or Persons Connected to Them	No. of Shares Before the Public Issue	No. of Shares From the Public Issue	Total Consideration RM	Average Cost Per Share RM
Other investors New investors from Public Issue	-	72,347,600	26,045,136	0.36

Note:

- (1) Held through Aliran Armada.
^ Assuming full subscription of Pink Form Shares allocations.

3.6 USE OF PROCEEDS

Based on the Issue Price, a total gross proceeds of RM27.00 million will be raised from our Public Issue. The proceeds shall accrue entirely to our Company who will bear all expenses relating to the Listing and are intended to be utilised in the following manner:

Purposes	RM'000	%	Estimated Time Frame for Use (from the listing date)
(i) Capital expenditure	9,900	36.67	Within 2 years
(ii) Operating expenditure	9,700	35.92	Within 1 year
(iii) Working capital	5,400	20.00	Within 2 years
(iv) Estimated listing expenses	2,000	7.41	Upon Listing
Total gross proceeds	<u>27,000</u>	<u>100.00</u>	

Notes:

- (i) *Capital expenditure*

In order to diversify our business activities, we have planned to be a NFP by building our own telecommunications towers to be rented to telecommunications operators. We have obtained the necessary licenses from MCMC on 29 November 2011 for this purpose and are currently planning for the implementation of our NFP plans. In anticipation, we would be required to invest approximately RM9.90 million for this purpose which will be entirely funded by the Public Issue proceeds.

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3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)

Details of the expenditure for this purpose are as follows:

Category	Purpose	Estimated Commitment RM'000	Expected Utilisation Date
Raw materials	For the construction of telecommunication towers	8,600	Within 2 years
Labour cost	For the construction of the telecommunication towers	800	Within 2 years
Project management	To acquire necessary approvals, licenses and tenancy agreements for the erection of the telecommunication towers	500	Within 2 years
Total expenditures		9,900	

With such expenditure being made, we will be able to add a new source of revenue to our business as a form of diversification to our current income stream. Please refer to Section 6.16 for further details of this future plan.

(ii) Operating expenditure

As a service provider, we plan and allocate manpower for our turnkey telecommunications network projects. In anticipation of expanding construction and outsourcing of services of telecommunications tower sites by telecommunication operators, we would require additional headcount to hire engineers, technicians and other technical personnel to be able to cater for this purpose. We anticipate that we will utilise RM9.70 million which will be entirely funded by the Public Issue proceeds, for this purpose.

The operating expenditure will include:

Category	Purpose	Estimated Commitment RM	Expected Utilisation Date
Direct labour cost	For the expansion of turnkey telecommunications network projects	7,000	Within 1 year
Mobilisation cost	Travelling, accommodation and other allowances for the implementation of turnkey telecommunications network projects	2,700	Within 1 year
Total expenditures		9,700	

(iii) Working capital

Our requirement for working capital will increase in tandem with our future plans. Therefore, we expect to utilise approximately RM5.40 million of the proceeds raised from our Public Issue as additional working capital to finance our day-to-day operations, including inter-alia, financing our marketing and business development activities (including setting up of site offices), purchase of inventories (including test equipment), increasing headcount (in the Group's supporting functions such as the finance, marketing, human resources, procurement and warehousing departments) and defrayment of administration expenses.

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)**(iv) Estimated listing expenses**

Our Company will bear all the listing expenses and fees incidental to the Listing of RM2.00 million as follows:

	RM'000
Professional advisory fees	1,170
Fees to the authorities and Issuing House	150
Underwriting and placement commission and brokerage fees	315
Printing and advertising cost	150
Other incidental charges	215
Total	2,000

Should the needs as disclosed in items (i) and (ii) above require additional funds, we will solicit these additional funds through bank borrowings and/or internally generated funds for such purposes. Should the allocation for any of the utilisation above exceed its intended use, the excess of the proceeds shall be used for working capital requirements.

Pending the eventual utilisation of the proceeds from our Public Issue for the above purposes, the proceeds will be placed in short-term deposits with licensed financial institutions or short-term money market instruments.

3.7 BROKERAGE, UNDERWRITING COMMISSION AND PLACEMENT FEE**Brokerage**

Brokerage relating to our Public Issue Shares made available for application by the Public is payable by us at the rate of one percent (1%) of the Public Issue Price, in respect of successful applications bearing the stamp of Alliance, a participating organisation of Bursa Securities, a member of the Association of Banks in Malaysia, a member of the Malaysian Investment Banking Association or the Issuing House.

Underwriting Commission

Alliance and HwangDBS, as our Underwriter and Joint Underwriter, have agreed to underwrite 1,000,000 and 6,000,000 Issue Shares, respectively, which is reserved for application under the Public Tranche as set out in Section 3.1.1 (i) of this Prospectus. Underwriting commission is payable by us to our Underwriter and Joint Underwriter at the rate of between 2.0% to 2.5% of the total value of the underwritten Shares at the Issue Price.

Placement Fee

Alliance has arranged for the placement of 58,500,000 Issue Shares at a rate of between 0.5% and 2.0% of the value of the Public Issue Shares based on the Issue Price.

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3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING *(Cont'd)*

3.8 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into an underwriting agreement with Alliance and HwangDBS on 21 June 2012 (“Underwriting Agreement”) to underwrite 1,000,000 and 6,000,000 Issue Shares, respectively, as set out in Section 3.1.1 (i) of this Prospectus.

The following salient terms are reproduced from the Underwriting Agreement:

Subject to the terms and conditions contained in the Underwriting Agreement, the Underwriter and Joint Underwriter agreed to underwrite the 7,000,000 Public Issue Shares at the issue price of RM0.36 per Public Issue Share. For its services, the Underwriter and Joint Underwriter will receive an aggregate underwriting commission of RM61,200 which will be borne by OCK.

Conditions Precedent

The obligation of the Underwriter and Joint Underwriter to underwrite the Public Issue Shares under the Underwriting Agreement is conditional on various conditions, including, among others, the following:

- (i) there having been on or prior to the date of the closing of the Public Issue (“Closing Date”), in the opinion of the Underwriter and Joint Underwriter, neither any material adverse change nor any development reasonably likely to result in any material adverse change, in the condition (financial or otherwise) of OCK Group, which is material in the context of the Public Issue from that set forth in this Prospectus, nor the occurrence of any event or the discovery of any fact which is inaccurate, untrue or incorrect to any extent which is or will be material in the opinion of the Underwriter and Joint Underwriter, which makes any of the representations and warranties contained in the Underwriting Agreement untrue and incorrect in any respect as though they had been given and made on such date with reference to the facts and circumstances then subsisting, nor the occurrence of any breach of the undertakings contained therein;
- (ii) the delivery to the Underwriter and Joint Underwriter:
 - a) prior to the date of the registration of this Prospectus, a copy certified as a true copy by an authorised officer of OCK of all the resolutions of the Board and the shareholders in general meeting approving the Underwriting Agreement, this Prospectus, the Public Issue and authorising the execution of the Underwriting Agreement and the issuance of this Prospectus; and
 - b) a certificate dated the date of this Prospectus signed by a duly authorised officer of OCK stating that, to the best of their knowledge and belief, having made all reasonable enquiries, there has been no such change, development or occurrence as is referred to in item (i) above.
- (iii) the delivery to the Underwriter and Joint Underwriter on the Closing Date of such reports and confirmations dated the Closing Date from the Board as the Underwriter and Joint Underwriter may reasonably require to ascertain that there is no material change subsequent to the date of the Underwriting Agreement that will adversely affect the performance or financial position of OCK Group;
- (iv) the Underwriter and Joint Underwriter having been satisfied that arrangements have been made by OCK to ensure payment of the costs and expenses incidental to the Listing;
- (v) the Public Issue not being prohibited or impeded by any statute, order, rule, regulation, directive or guideline (whether or not having the force of law) promulgated or issued by any legislative, executive or regulatory body or authority in Malaysia, including but not limited to Bursa Securities and the SC;

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING (Cont'd)

- (vi) OCK having complied with and that the Public Issue is in compliance with the CMSA, policies, guidelines and requirements of Bursa Securities and/or the SC and all revisions, amendments and/or supplements thereto;
- (vii) the acceptance for registration by the SC of this Prospectus and such other documents as may be required in accordance with the CMSA in relation to the Public Issue and the lodgement of this Prospectus with the CCM on or before their release under the Public Issue;
- (viii) the receipt by OCK by the Closing Date of all monies payable in relation to the Public Issue Shares which are not underwritten;
- (ix) the Underwriting Agreement having been duly executed by OCK, the Underwriter and Joint Underwriter and stamped;
- (x) this Prospectus being in form and substance satisfactory to the Underwriter and Joint Underwriter and the issue of this Prospectus being not later than one (1) month from the date of the Underwriting Agreement or such later date as the Underwriter and Joint Underwriter may from time to time agree in writing; and
- (xi) the approval of Bursa Securities for the admission of OCK to the Official List of Bursa Securities and the listing of and quotation for its entire enlarged issued and paid-up share capital being obtained on terms acceptable to the Underwriter and Joint Underwriter and remaining in full force and effect and that all conditions precedent to the approval have been complied with to the satisfaction of the Underwriter and Joint Underwriter and such approval has not been withdrawn.

If any of the conditions precedent described above, to the extent not waived, are not satisfied by the Closing Date, the Underwriter and Joint Underwriter shall be entitled to jointly terminate the Underwriting Agreement.

Termination

Notwithstanding anything contained in the Underwriting Agreement, the Underwriter and Joint Underwriter may terminate, cancel and withdraw the Underwriter and Joint Underwriter respective underwriting commitment upon the occurrence of any of the following:

- (i) there is any breach by OCK of any of the representations, warranties or undertakings contained in the Underwriting Agreement, which is not capable of remedy or, if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to OCK to the satisfaction of the Underwriter and Joint Underwriter, or by the Closing Date, whichever is earlier; or
- (ii) there is withholding of information which is required to be disclosed to the Underwriter and Joint Underwriter pursuant to the Underwriting Agreement, and if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to OCK, which, in the opinion of the Underwriter and Joint Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Group, the success of the Public Issue, or the distribution or sale of the Public Issue Shares; or
- (iii) there shall have occurred, happened or come into effect any of the following circumstances:
 - (a) any material change, or any development involving a prospective change, in national or international monetary, financial, economic or political conditions or the occurrence of any combination of any of the foregoing;

3. PARTICULARS OF OUR PUBLIC ISSUE AND LISTING *(Cont'd)*

- (b) any new law, regulation, directive, policy or ruling or any material change in law, regulation, directive, policy or ruling in any jurisdiction or any change in the interpretation or application thereof by any court or other competent authority which would prohibit or impede the obligations of the Underwriter and Joint Underwriter or any event or series of events beyond the reasonable control of the Underwriter and Joint Underwriter;
- (c) any material and adverse change to the business or financial condition of OCK or the Group;
- (d) approval for the Public Issue is withdrawn, modified and/or subject to terms and conditions not acceptable to the Underwriter and Joint Underwriter;

which would have or can reasonably be expected to have, a material adverse effect on the success of the Public Issue, or the distribution or sale of the Public Issue Shares, or which has or is likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms; or

- (iv) there is failure on the part of the Company to perform any of its obligations herein contained; or
- (v) if the Closing Date is more than two (2) calendar months from the date of the Underwriting Agreement or any later date as OCK, the Underwriter and Joint Underwriter may mutually agree upon, the Underwriting Agreement will automatically lapse without the requirement for any notice in writing to be given to such effect and the Underwriter and Joint Underwriter will be released and discharged from its obligations.

Upon the issuance of the termination notice being received by OCK, the Underwriter and Joint Underwriter shall be released and discharged of their obligations without prejudice to their respective rights under the Underwriting Agreement, and the Underwriting Agreement shall be of no further force and effect and no party hereto shall be liable under any liability to any other parties hereto in respect of the Underwriting Agreement, except for the following:

- (i) the costs and expenses already incurred up to the date of termination and
- (ii) antecedent breaches pursuant to the terms of the Underwriting Agreement.

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4. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS (WHICH MAY NOT BE EXHAUSTIVE) THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS BEFORE INVESTING IN OUR SHARES.

If you are in any doubt as to the information contained in this section, you should consult your stockbroker, bank manager, solicitors, accountants or other professional adviser.

4.1 RISKS RELATING TO OUR BUSINESS AND INDUSTRIES

(i) Competitive Rivalry

There is an estimate of 200 participants in the telecommunications network services market in Malaysia. According to Protégé Associates, Tier-1 market participants with more than RM25.0 million in revenue include players such as OCK Group, Instacom Engineering Sdn Bhd and R&A Telecommunication Sdn Bhd and their respective subsidiary and associate companies.

We face competition amongst the existing market players in Malaysia and potential network services providers beyond Malaysia. Our proven track record over the past 12 years, through our capability of delivering successfully implemented network services, has enabled us to bid for projects with telecommunication operators directly and have been included as their approved service providers.

We have also maintained good working relationships with our technology providers such as Huawei, Alcatel-Lucent, ZTE and Ericsson. Changes in the telecommunications market is rapid and having symbiosis partnerships whereby we utilise their technology whilst they focus on constant upgrading of these technology provides an advantage to allow each of us to excel in the areas which we are involved in.

Nevertheless, there is also a potential risk of these technology providers entering the network services market directly. Whilst their focus is not in the implementation of such turnkey projects, they could be potential bidders in tender projects from telecommunications operators. However, technology providers would need to put in additional effort to secure the confidence of telecommunications operators in that they will be able to implement such technology besides being able to develop them. In addition, these technology providers in its new scope or role as network services providers would have to have the track record in delivering such services in a timely manner and quick response time towards any ratification work required. Whilst these have not been a forte for these technology providers, should they succeed, we may become service providers to these companies for the implementation of turnkey and/or deployment projects.

We take considerable effort to ensure that our services meet the expectations of our clients. Incidences such as delays in deliverables, pilferages and/or vandalism during the performance of our services will be reported to the client as well as the relevant authorities immediately. Whilst that is so, there is no assurance that there may be potential negligence which may affect our reputation with our clients. We will take all necessary precautions including attaining necessary safety and equipment knowledge to ensure that such risks will be minimised to ensure that we remain competitive in the industry. Our track record in the industry and quality of work is pertinent to our continued growth into the future.

Please refer to Section 6.5 of this Prospectus for further information on our competitive strengths.

4. RISK FACTORS (Cont'd)

(ii) Timely Supply of Products and Services

Our revenue is mainly derived from our provision of telecommunications network services. Our ability to continuously procure successful tenders and contracts is attributable to our ability to fulfil client's requirements based on specific quality, quantity and on a timely basis. Any failure or delays on our part may result in deferment or loss of revenue to our clients and ourselves.

Occasionally, we may face downtime due to weather, sub-contractor's manpower shortage and delay in delivery of supplies and equipments due to shipment or production delays which are not within our control. However, we keep supply of some of these pertinent equipment and supplies in order for us to continue delivering our services to our clients. We also ensure that we have adequate suppliers of materials and sub-contractors who will be able to provide us with the necessary supplies and perform tasks as required by us from time to time.

Further thereto, each of our projects is assigned with project managers or personnel to monitor and ensure that the above incidences are minimised. We also ensure that our progress is communicated on a timely basis to our clients to enable any ratification of timelines to minimise any disruptions at their end as our services affects telecommunication operators' critical functions i.e. uninterrupted connectivity.

As at the LPD, we have not experienced any negative feedback due to our services nor have we been involved with any legal actions due to failure of delivering our services caused by such incidences.

(iii) Dependency on Major Customers

We derive a significant portion of our income from our major customers, namely DiGi and Ericsson, who contributed more than 10% respectively to our Group's total revenue in FYE 31 December 2011. For the FYE 31 December 2011, DiGi and Ericsson contributed an aggregate of approximately 29.54% of our total revenue.

We operate on frame agreements with our customers and our customers are not committed to purchase a minimum amount from us at any specific interval during the frame agreement period (further details are as explained in Section 4.1 (iv) below). An adverse change in our relationship and/or a negative perspective of our services may result in a reduction or cessation of their purchases from us. If we are unable to obtain other frame agreement in substitution, our business, results of operations and financial condition may be adversely affected. Despite the uncertainty in the frame agreements, we have developed long term business relationships with our major customers with an average of eight (8) years of working relationship. These long term relationships have enabled us to develop a good understanding of our customers' requirements and expectations, ensuring continuity of business with our existing customers.

Further thereto, to mitigate this risk, we have taken the effort to expand our customer base, year upon year, to minimise our dependency on any one of our major customers. Our customer base increased from 33 customers in FYE 31 December 2008 to 97 in FYE 31 December 2011. Our customers comprise of technology providers as well as telecommunications operators. The number of telecommunications operators is being managed by the Malaysian Government ("Government") whereby limited licenses are issued. Nevertheless, there are many international technology providers which may have the technology to support any of the Group's future telecommunications needs such as 4G, WiMax, LTE, etc. The evolution of telecommunications will result in new vendors supplying to the existing telecommunications operators and future licensed operators. With our history and track record in managing telecommunications network turnkey projects and provision of deployment services, we envisage that we would be in the forefront of the tendering of such telecommunications network services to be provided in the future.

4. RISK FACTORS (*Cont'd*)

As stated above, limited telecommunications operator licenses are issued by the Government. Currently, the Group's customer base covers most major players in the industry to include amongst others Celcom, P1, DiGi and U-Mobile. By securing projects from other telecommunications operators (either by increasing it from existing customers who are not major customers or from new customers) will reduce the dependency on them. However, this effort has its limitations as the numbers of telecommunications operators are controlled by the said governmental controls through license issuance.

Although we have been taking steps to diversify our customer base, the loss of one or more of our major customers or cancellation of or reduction in orders from any of our major customers will have a material adverse impact on our business, financial condition or operating results.

Although we seek to limit the dependence on our major customers through the efforts mentioned above, no assurance can be given that any loss of our major customers will not have a material adverse effect on our Group's future performance.

Please refer to Section 4.1 (iv) below for further information on the risk related to frame agreements.

(iv) Frame Agreements

The norm in the telecommunications network service provider industry is to enter into frame agreements with telecommunications operators. These agreements provide the timeframe and the service levels required by our clients. It may include design, building, maintenance and operations of network infrastructure. However, there is no specified value in these agreements other than unit rates for services and materials. We receive purchase orders or bill of quantity for the required work, service and materials during the duration of the agreement in no specific intervals. Nevertheless, we would be ensured that with the frame agreements, we are the selected provider of such services rendered.

Considering that any such implementation of network infrastructure by a telecommunications operator would involve substantially their entire network, we are able to quantify the estimated value of such contracts internally. However, these revenue may not be billed as planned although in practice such a roll out of network service is typically for a certain number of infrastructure. Whilst that is said, any changes in the telecommunications industry such as technology i.e. from GSM to 3G or 3G to 4G, halfway through the implementation of our projects may result in our clients' opting to begin upgrading their infrastructure to those latest technology. Hence, whilst the existing contract is subsisting, the absence of value and the nature that purchase orders or bill of quantity is required for any services or materials may render them obsolete.

Whilst there is a risk of such events materialising, we provide our commitment in terms of quality and timeliness in our work. This will enable us to win the confidence of our clients to enable them to award us with their next projects. We have not experienced any contracts which have been discontinued mid-way or due to any change in technology being adopted since the beginning of our operations.

(v) Dependency on Particular Segment of The Telecommunications Industry

Our revenue is mainly derived from the provision of telecommunications network services which contributed to 87.24% of our Group's revenue in FYE 31 December 2011. We plan to increase the contributions from our other business segments such as becoming a telecommunications network infrastructure owner and provision of green energy and power solutions.

Telecommunications operators are constantly investing to expand and upgrade their network quality, coverage, capacity and capabilities to enable them to grow their subscriber base. One of their larger investments is in the ownership, maintenance and operations of network infrastructure such as base stations. Due to its high cost of ownership and duplications of base stations between these operators, they are beginning to favour infrastructure sharing and other means of reducing such infrastructure investments.

4. RISK FACTORS *(Cont'd)*

This allows us to capitalise on our experience in designing and building such infrastructure to invest in our own infrastructure to be leased to our clients and expand our network operations and maintenance services. We have obtained NFP license from MCMC on 29 November 2011 which will permit us to build and own telecommunications towers.

Please refer to Section 6.16 of this Prospectus for further information on our future plans.

(vi) Fluctuation in Prices of Supplies

Major materials used by us in the provision of our services are related to steel and other metal related products such as electrical power generation systems, antennas, connectors and cables which accounts for approximately 39.02% of the total material that we purchased and sub-contractor services rendered in the FYE 31 December 2011. The price of steel is dependent on the demand and supply condition of steel in the global market. The increase or decrease in the price of raw materials are affected by many factors beyond our control, which amongst others, include the general state of the global economy, the level of industrial development worldwide, competition, industrial productivity levels, imposition of import duties/levies and foreign currency fluctuations. Any increase in the price of raw materials will increase our cost of sales.

Our Group has established long term relationships with our suppliers. Based on these relationships, we are able to source materials required for our projects at competitive prices. We also have a stable supplier base of approximately 150 suppliers as at FYE 31 December 2011 which provides us with necessary materials should there be a shortage being experienced by a particular supplier. Notwithstanding this, there can be no assurance that prices of our materials would not increase and that such increase will not have a material effect on our financial performance.

If at any time we are unable to absorb the bulk increase of the cost in material, we would discuss an appropriate variation in the frame agreements with our clients to negate such negative impact on our profit margins. Additionally, we also ensure that there is no sudden unanticipated price increases by keeping ourselves abreast of material pricing by being in contact with our suppliers periodically and to monitor factors stated above.

We have not encountered any major cost overruns in dealing with materials and were able to absorb most cost increases to the extent possible without major impact on our profits. However, there is no assurance that our operating results will not be affected by major fluctuations in prices in the future.

Please refer to Section 6.11.1 of this Prospectus for further information on the types and value of purchases by and sub-contractor services rendered to our Group for the FYE 31 December 2011.

(vii) Supply of Equipment and Products

An uninterrupted and continuous supply of equipment and products to our business cycle is crucial to our Group's success. Any disruption to the supply chain will adversely affect our business operations. For the FYE 31 December 2011, we have been dependent on Guangdong Westinpower Co. Ltd for the supply of products and materials for the running of our business. Guangdong Westinpower Co. Ltd contributed 38.82% of our total purchases for the FYE 31 December 2011.

To mitigate the risk of dependence on any suppliers, our Group has sourced our supplies from approximately 150 suppliers as at 31 December 2011. In addition, we have established good business relationships with our suppliers for whom we have been dealing with for approximately two (2) to ten (10) years.

Whilst there is no guarantee that our suppliers will continue to supply us with equipment and products at the required quantity, quality and at the expected prices, we do not foresee any adverse disruptions in our supply chain in the near future. As at to date, we have not encountered any major problems when dealing with our suppliers. Nonetheless, no assurance can be given that our Group's business activities will not be affected in the event that there is a major disruption in our supply chain.

4. RISK FACTORS (Cont'd)

(viii) Network Sharing

The Government is encouraging shared facilities between telecommunications operators to reduce any effect on the environment due to the erection of multiple towers in one site for different telecommunications operators. The indirect long term benefit for the end-users is that shared facilities brings down costs and will in turn possibly benefit the end-users through reduced rates. With the Government promoting the consolidation of facilities, approvals for new sites will be reduced within urban areas. Further, telecommunications operators face the risk of not obtaining the required approvals from local authorities to install base stations or infrastructure which are suitable and required for their operations. Further thereto, with the Government's call for infrastructure sharing, telecommunications operators have begun to collaborate to share network base stations to reduce costs whilst maintaining network coverage.

As a result of such Government initiatives, DiGi and Celcom have implemented an integration project for infrastructure collaboration. Such initiatives require fresh infrastructure planning, development and maintenance works as well as dismantling works with regards to legacy infrastructure. The implementation of these works provides opportunities to our Group. Notwithstanding this is an advantage to us in terms of our plans to become telecommunications tower owners as well as the potential projects involving relocation of current existing structures to a location which would optimise connectivity between the sharing parties, it will eventually reduce the overall network deployment projects that will be implemented.

Nevertheless, with the roll out of new telecommunications technologies and the increase in data usage amongst users as data and call rates are competitively reduced, telecommunications operators see a need to also increase their network coverage. For example, from a base station, 3G coverage is relatively narrower which require more nodes or connecting points than say GSM coverage. The increase in use of 3G services and data contents would require additional infrastructure for such advancement or increase in use. Hence, whilst there is consolidation of existing network infrastructure, new infrastructure will still be required due to heavier usage and newer telecommunications technology.

(ix) Loss of Executive Directors, Key Management and Key Technical Personnel and Skilled Workforce

We attribute our success to the leadership and contributions of our Executive Directors and key management team. Our continued success is therefore dependent to a large extent on our ability to retain these personnel, who are responsible for formulating and implementing strategies to enable growth in our business. The loss of any of our Executive Director, key management and key technical personnel and skilled workforce, without suitable replacements will have material adverse effect on our business operations and hence, our revenue and profits.

We have taken the appropriate measures such as providing adequate compensation (which includes salaries, bonus, emoluments and other in-kind benefits), incentives, training and development programmes, as well as rewarding our employees for their contribution to our success. We also provide a healthy working environment, practise good workplace culture and uphold good work ethics to create a sense of belonging amongst our employees. However, there is no assurance that any loss of Executive Directors, key management team and key technical personnel and/or skilled workforce will not have an adverse effect on the performance of our Group.

Further, our success depends to a certain extent on our ability to continue to attract and retain qualified personnel. The competition for qualified employees within the industry is significant and loss of the services of such personnel or to retain existing personnel could have an adverse impact on our business. As at the LPD, we have 294 engineers and 50 technicians and installers which are currently adequate for the current projects in hand. With the current pool of human resources in hand, we will also be able to reassign any personnel to particular projects which are short-handed or in the event there's a need to complete them within a shorter timeframe as required by the telecommunications operators. Nevertheless, there can be no assurance that our Group's operation would not be materially impacted should there be an inadequate supply of such qualified personnel.

4. RISK FACTORS *(Cont'd)*

(x) **Adequacy of Insurance Coverage**

We believe our facilities, offices, equipment and inventories are adequately insured against any unforeseen events such as fire and burglary. We are aware of the consequences arising from inadequate insurance coverage that could have an adverse material impact on our business. To mitigate such risk, our Group conducts regular reviews on our insurance coverage including assessing the adequacy of our insurance coverage.

Further thereto, we are also aware of the risk involved in the implementation of our services which involves operating at heights, open fields and adverse weather conditions which could result in injury and any untowardly incidences to our personnel. We have adequate personnel insurance coverage and our personnel are trained to assess the safety measures to be undertaken to avoid any incidences due to human errors. We are also adequately insured with liability insurance against any damages and losses during the tenure of our frame agreements with our clients.

Although we believe that all necessary precautions have been taken, there can be no assurance that our operations would not be affected as a result of the risk of having inadequate insurance coverage.

(xi) **Political, Economic and Regulatory Risk**

The supply and demand for telecommunications infrastructure needs are very much dependent on the ongoing economic climate. Any slowdown in the global or local economy may have an adverse impact on the supply and demand for growth in these infrastructure. These include risks of war, global economic downturn, expropriation, nationalisation, unfavourable changes in Government policy and regulations such as telecommunications laws and controls. There can be no assurance that any change to these factors will not have a material adverse effect on our business.

Whilst our business operations is currently not subject to any laws and regulations of the jurisdiction where we operate save in respect of major licences disclosed in Section 6.12, there is no assurance that future changes to the said laws, regulations, rulings, directions, policies and guidelines will not affect the operation and performance of our Group.

4.2 RISKS RELATING TO INVESTMENT IN OUR SHARES

(i) **Delay or Abortion of our Listing**

Our Listing may be potentially delayed or aborted in the event of the following:

- (a) our Underwriter and Joint Underwriter exercising its rights pursuant to the Underwriting Agreement to discharge itself from its obligations; or
- (b) we are unable to meet the public spread requirement of at least 25% of our enlarged issued and paid-up share capital to be held by a minimum of 200 public shareholders holding not less than 100 Shares each, at the time of Listing.

We expect to meet the public shareholding requirement at the point of Listing by allocating the Public Issue Shares to the required number of public shareholders during the balloting/private placement processes. However, upon the occurrence of events stipulated in (a) and/or (b) above, monies paid in respect of any application accepted will be returned to you without interest within fourteen (14) days after we become liable to repay it. Further thereto, should the monies not be returned within fourteen (14) days after we are liable for it, our Directors shall be jointly and severally liable to repay such monies with interest at the rate of ten (10) per centum per annum (or such other rate as may be prescribed by the SC) from the expiration of that period as set out at Section 243(2) of the CMSA.

4. RISK FACTORS (Cont'd)

(ii) No Prior Market for Our Shares and Possible Volatility of Our Share price

There is no prior market for our Shares. Accordingly, there can be no assurance that an active market for our Shares will develop upon our Listing or if developed, that such market will be sustained. In addition, our Shares could trade at prices that may be lower than the Issue Price depending on many factors, some of which are not within our control and may be unrelated or disproportionate to our operating results. These include, amongst others, prevailing economic and financial conditions in Malaysia, the depth and liquidity of the market for our Shares and investors' individual perceptions of our Group.

(iii) Control by Promoters

Upon Listing, our Promoters will collectively hold approximately 71.04% of our enlarged issued and paid-up share capital. Depending on how they choose to vote and because of their shareholdings, our Promoters will generally be expected to have significant influence on the outcome of certain matters requiring the vote of our shareholders, unless they are required to abstain from voting by law and/or as required by the relevant authorities.

Nevertheless, as a step towards good corporate governance, we have appointed three (3) Independent Non-Executive Directors and set up an Audit Committee to ensure that, *inter-alia*, any future transactions involving related parties are entered into on an arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to our minority shareholders.

(iv) Dividend Payments

Our Company, being an investment holding company derives income mainly from dividends received from our subsidiary companies. Hence, our ability to pay future dividends and our ability to sustain our dividend policy in the future are largely dependent on the performance of our subsidiary companies. In determining the size of any dividend recommendation, we will also take into consideration a number of factors, including but not limited to our financial performance, cash flow requirements, debt servicing and financing commitments, future expansion plans, loan covenants and compliance with regulatory requirements.

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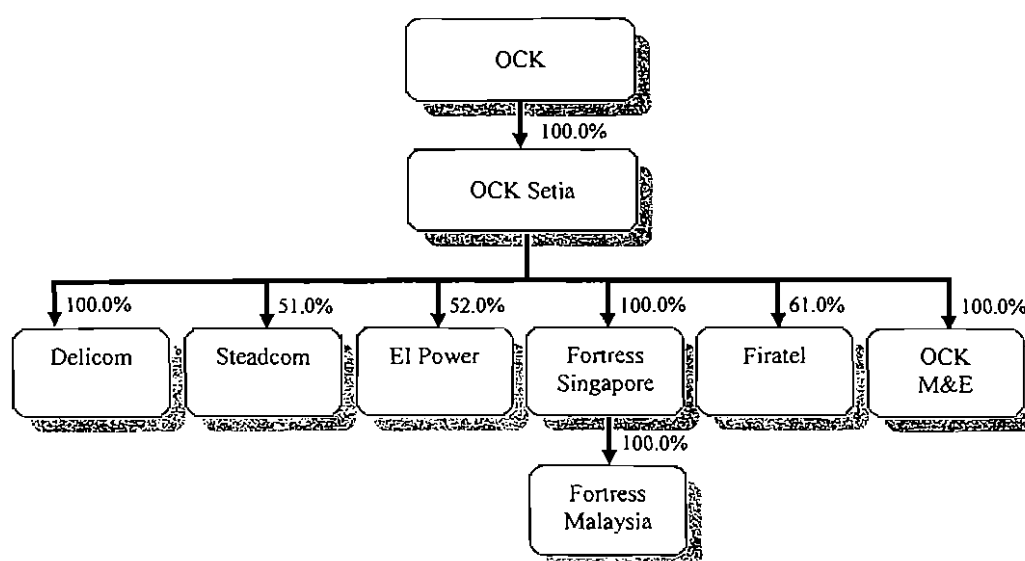
5. INFORMATION ON OUR GROUP

5.1 OUR GROUP

Overview

OCK was incorporated under the Act on 5 August 2011 as a private limited company under the name OCK Group Sdn Bhd. We subsequently converted into a public limited company and assumed our present name on 11 August 2011 to facilitate our listing on the ACE Market.

Our Group structure is as follows:



Our principal activities are as follows:

Company	Principal Activities
OCK	Investment holding
<u>Telecommunications Network Services</u>	
OCK Setia	Provision of turnkey telecommunications network services
Delicom	Provision of telecommunications network services focusing on network deployment services
Steadcom	Provision of telecommunications network services primarily focusing on network planning, design and optimisation
<u>Green Energy and Power Solutions</u>	
EI Power	Provision of green energy and power solutions
<u>Telecommunications and Network Security Products and Materials</u>	
Fortress Singapore	Distribution and installation of network security products and solutions for enterprise customers and provision of technical support
Fortress Malaysia	Distribution and installation of network security products and solutions for enterprise customers and provision of technical support
Firatel	Trading of telecommunications network equipment and materials
<u>M&E Engineering Services</u>	
OCK M&E	Provision of mechanical and electrical engineering services

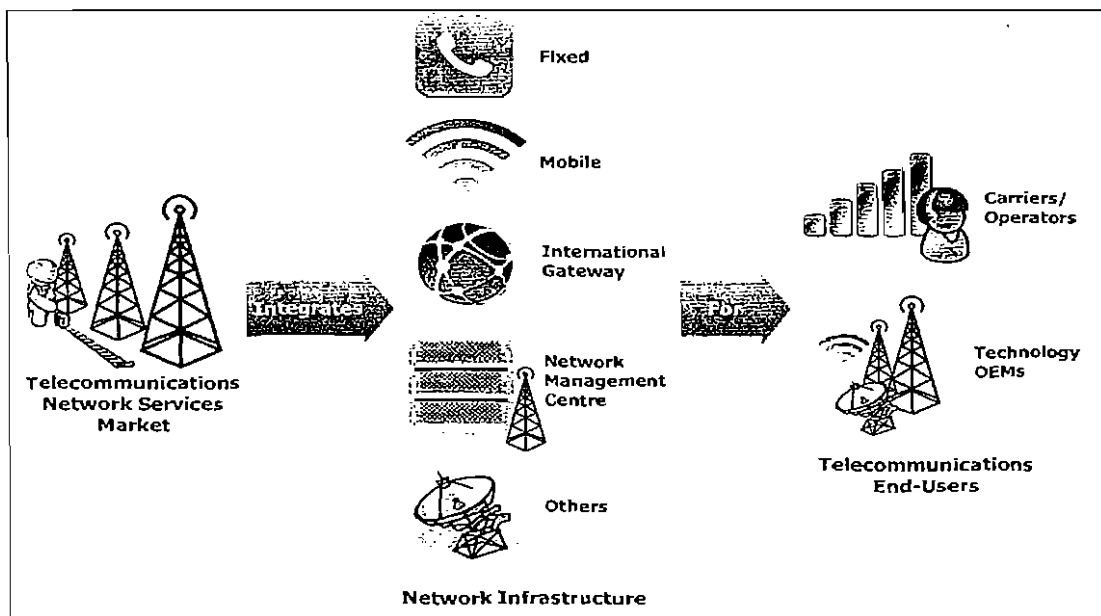
5. INFORMATION ON OUR GROUP (Cont'd)

Established in 2000, OCK Group is principally involved in the provision of telecommunications network services.

Under the context of the information, communications and technology (ICT) industry, telecommunications network services can be referred as activities of designing, planning, building, supporting and maintaining as well as enhancing interconnected telecommunications systems.

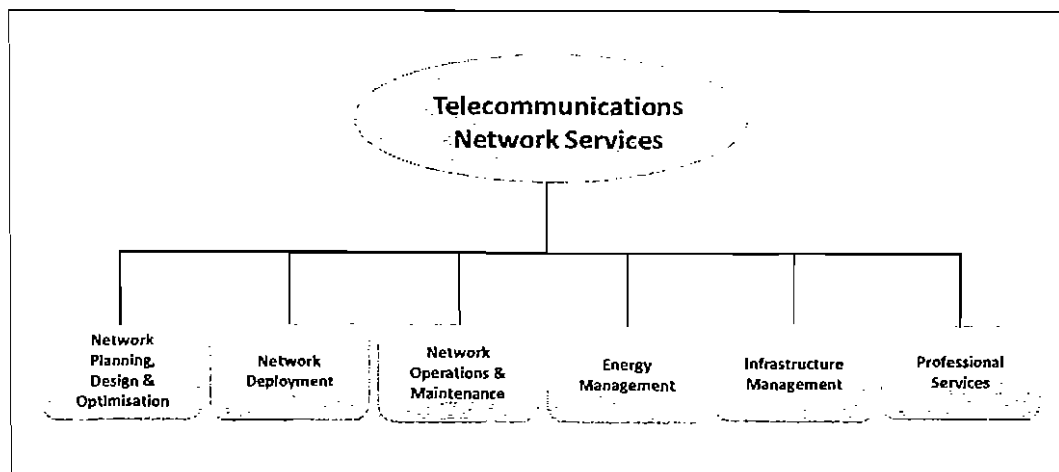
Market participants of the telecommunications network services market provide various services including network planning, design and optimisation, network deployment, network operations and maintenance, infrastructure management, energy management and other professional services. The key end-users for telecommunications network services market mainly comprise ICT companies that include telecommunications carriers or operators as well as telecommunications technology original equipment manufacturers ("OEMs").

The End-users of the Telecommunications Network Services Market



A telecommunications network services market is essentially divided into six (6) main segments as depicted below:

The Main Segments of Telecommunications Network Services



(Source: IMR Report)

5. INFORMATION ON OUR GROUP (Cont'd)

We are able to provide turnkey solutions for our telecommunications clientele. Our product/service offering covers services from the six (6) segments of the telecommunications network services market as described below:

1) *Network planning, design and optimisation*

This segment primarily revolves around the provision of telecommunications network planning, design and optimisation services particularly on fixed and core network engineering design in the wired and wireless domain for customers. Under this segment, all the available options for a potential network involving areas such as network technologies, network migration and capacity expansion are explored and incorporated into the planning document. Hence, this segment is considered an important precursor to a desired economical telecommunications network with optimal quality of service that can help to fulfil all the requirements in terms of meeting current and future services, capacity and technology.

2) *Network deployment*

This segment primarily revolves around the roll-out of the earlier planned telecommunications network which can include civil, mechanical and electrical infrastructure (passive) as well as telecommunications network equipment (active) for wired and wireless domains. A successful network deployment enables customers to roll-out their telecommunications networks at a shorter period of time to market.

3) *Network operations and maintenance*

The provision of network operations and maintenance services starts once the planned network is successfully deployed in order to ensure its continuity and keep the operational expenses under control.

4) *Energy management*

This segment primarily revolves around efforts to improve the level of energy efficiency and optimise energy usage in order to reduce energy costs without or with minimal capital-intensive investment.

5) *Infrastructure management*

This segment primarily revolves around efforts to optimise the active and passive network infrastructure for better utilisation of capacities. Examples of activities performed under the infrastructure management segment are amongst others disaster recovery management (policies and procedures to recover critical infrastructure to a functioning state following natural/manmade disasters), documentation management and project management.

6) *Professional services*

This segment revolves primarily on the project planning and management services, the provision of skilled personnel from across all the related disciplines to provide specific or end-to-end expertise to the customers, and the provision of other logistics services for project purposes. The duration for these professional services can be over a short, medium or long term basis depending on customers' requirements.

(Source: IMR Report)

Our History

OCK's history began with the incorporation of OCK Setia Engineering Services, a sole proprietorship by our Group's Managing Director, Ooi Chin Koon, as a provider of mechanical and electrical engineering services in 1999. Recognising the need to expand the business, Mr. Ooi incorporated Delicom on 10 February 2000 to be principally involved in providing telecommunications network

5. INFORMATION ON OUR GROUP (Cont'd)

services. As there has been a rise in mobile telecommunications and internet services, the demand for network infrastructure and telecommunications network services increased correspondingly. Looking to seize the growing opportunities within the telecommunications industry, we established OCK Setia to increase our business in providing telecommunications network services. In 2007, Abdul Halim Bin Abdul Hamid acquired his interests in OCK Setia and Delicom.

Over the years, we gradually began expanding our offering to include a range of telecommunications network services, including network operation and maintenance, network planning, design and optimisation, energy and infrastructure management. As our range of telecommunications network service capabilities increased, our clientele base increased hand in hand.

In 2004, we were registered as approved service providers (“ASPs”) with two telecommunications technology providers, Ericsson and Alcatel-Lucent, as they only invite ASP holders for tender participations in their projects. We were engaged in providing network deployment services for local mobile telecommunications operators together with these partners. In 2005, we were directly awarded a network deployment project by DiGi.

Since then, we have continued to thrive in the telecommunications network services market. We have been, directly as well as through our partnership with technology providers, awarded various telecommunications network service projects for major telecommunications operators in Malaysia. In 2006, we were awarded a network deployment contract by U Mobile for the central, northern and southern regions. We also began trading telecommunications network equipment and materials as a synergistic activity to our principal telecommunications network services business.

In 2007, we were awarded several contracts by Celcom and Maxis. These include network deployment and deployment of IBC networks. Since then, we have continued to receive various telecommunications network services projects with technology providers such as Huawei and ZTE in addition to Alcatel-Lucent and Ericsson.

Our capabilities also extend across various telecommunications technologies, including newer ones such as WiMAX. In 2008, we were awarded a contract by P1 to provide network deployment, operation and maintenance services pertaining to its wireless broadband network. We also received our first radio microwave and equipment deployment project via ZTE in 2009. In 2010, YTL contracted us to provide them with WiMAX network deployment services for their YES 4G WiMAX service. Huawei also awarded us a network deployment project for Maxis’ NGBB project in 2010.

In 2010, we also ventured into the provision of green energy and power solutions through El Power which have since seen us implementing several pilot solar generation systems for commercial and residential use. The application of green energy into the telecommunications industry is pertinent for the industry to manage and/or reduced operating cost in the future. Solar energy will be an alternative source to be applied to aircraft warning lighting in tower premises and power supply for base telecommunications stations.

In 2011, we were awarded the necessary licenses to allow us to be owners and to operate telecommunications facilities. We are currently in the midst of planning for the implementation of our NFP plans. Please refer to Section 6.16.1 (ii) of this Prospectus for further information on our Group’s NFP plans.

We are ISO 9001:2008 compliant. We first obtained ISO 9001:2000 compliance in 2008 in the area of ‘supply and installation of telecommunications, mechanical and electrical system and provision of related civil engineering works’ and subsequently updated to ISO 9001:2008 compliance in 2010*. In recognition of our service quality, we have been conferred numerous awards, including the Golden Bull Award, Core Best Partner for South Pacific Region by Huawei and the Best Partner Awards by ZTE and Huawei.

Over the years, we have also diversified our business into the trading of telecommunications network equipment and materials, enterprise network security solutions and provision of green energy and power solutions.

5. INFORMATION ON OUR GROUP (Cont'd)

Note:

- * The update in the ISO standards to ISO 9001:2008 in 2010 involves clarifications to the existing requirements of ISO 9001:2000 which introduces changes intended to improve consistency with the environmental management system standard, ISO 14001:2004.

5.2 SHARE CAPITAL

The present authorised share capital of our Company is RM50,000,000 comprising 500,000,000 ordinary shares of RM0.10 each, of which RM18,400,000 comprising 184,000,000 Shares are issued and credited as fully paid-up. Upon completion of our Public Issue, our issued and paid-up share capital will be increased to RM25,900,000 comprising 259,000,000 Shares. The changes in our issued and paid-up share capital since our incorporation are as follows:

Date of Allotment	No. of Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
05.08.2011	20	0.10	Subscribers' shares	2
08.06.2012	183,999,980	0.10	Shares issued as consideration for the Acquisition	18,400,000

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in our Company. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

5.3 SUBSIDIARY COMPANIES

5.3.1 OCK Setia

(i) History and Business

OCK Setia was incorporated on 14 October 2000 in Malaysia as a private limited company under the Act and began its operations in the same year. It is principally involved in provision of turnkey telecommunications network services.

(ii) Share Capital

OCK Setia's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which RM2,000,002 comprising 2,000,002 ordinary shares of RM1.00 each are issued and credited as fully paid-up. The changes in the issued and paid-up share capital of OCK Setia since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
14.10.2000	2	1	Subscribers' shares	2
25.05.2001	299,998	1	Cash	300,000
15.04.2003	400,000	1	Cash	700,000
16.04.2004	300,000	1	Cash	1,000,000

5. INFORMATION ON OUR GROUP (Cont'd)

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
14.12.2007	1,000,000	1	Cash	2,000,000
31.05.2011	2	1	Cash	2,000,002

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in OCK Setia. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, OCK Setia is a wholly-owned subsidiary company of OCK and its Directors are Ooi Chin Khoon, Abdul Halim Bin Abdul Hamid, Lee Jack Son and Tan Ah Bee @ Tan Ah Hai.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, OCK Setia has seven (7) subsidiary companies, namely Delicom, El Power, Steadcom, Fortress Singapore, Fortress Malaysia, Firatel and OCK M&E.

5.3.2 Delicom

(i) History and Business

Delicom was incorporated on 10 February 2000 in Malaysia as a private limited company under the Act and began its operations in the same year. Delicom is principally involved in provision of telecommunications network services focusing on network deployment services.

(ii) Share Capital

Delicom's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM300,000 comprising 300,000 ordinary shares of RM1.00 each are issued and credited as fully paid-up. The changes in the issued and paid-up share capital of Delicom since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
10.02.2000	2	1	Subscribers' shares	2
02.01.2001	8	1	Cash	10
17.09.2001	299,990	1	Cash	300,000

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in Delicom. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, Delicom is a wholly-owned subsidiary company of OCK Setia and its Directors are Abdul Halim Bin Abdul Hamid and Ooi Chin Khoon.

5. INFORMATION ON OUR GROUP (Cont'd)**(iv) Subsidiary and Associated Companies**

As at the date of this Prospectus, Delicom does not have any subsidiary or associated company.

5.3.3 EI Power**(i) History and Business**

EI Power was incorporated on 3 September 2010 in Malaysia as a private limited company under the Act and began its operations in the same year. It is principally involved in the provision of green energy and power solutions.

(ii) Share Capital

EI Power's present authorised share capital is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM400,000 comprising 400,000 ordinary shares of RM1.00 each are issued and credited as fully paid-up. The changes in the issued and paid-up share capital of EI Power since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
03.09.2010	100	1	Subscribers' shares	100
28.10.2010	199,900	1	Cash	200,000
02.12.2010	200,000	1	Cash	400,000

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in EI Power. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, EI Power is a 52.00%-owned subsidiary company of OCK Setia and the remaining 48.00% of the equity interest in EI Power is held by Ho Chun Fay and Chang Wan Siong. The Directors of EI Power are Chang Wan Siong, Ho Chun Fay and Ooi Chin Khoon.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, EI Power does not have any subsidiary or associated company.

5.3.4 Steadcom**(i) History and Business**

Steadcom was incorporated on 12 March 2010 in Malaysia as a private limited company under the Act and began its operations in the same year. It is principally involved in provision of telecommunications network services primarily focusing on network planning, design and optimisation.

5. INFORMATION ON OUR GROUP (Cont'd)**(ii) Share Capital**

Steadcom's present authorised share capital is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM200,000 comprising 200,000 ordinary shares of RM1.00 each are issued and credited as fully paid-up.

The changes in the issued and paid-up share capital of Steadcom since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
12.03.2010	2	1	Subscribers' shares	2
10.11.2010	199,998	1	Cash	200,000

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in Steadcom. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, Steadcom is a 51.00%-owned subsidiary company of OCK Setia and the remaining 49.00% of the equity interest in Steadcom is held by Teh Teong Poh and Ang Bee Gim. The Directors of Steadcom are Ang Bee Gim, Low Hock Keong, Ooi Chin Khoon and Teh Teong Poh.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, Steadcom does not have any subsidiary or associated company.

5.3.5 Fortress Singapore**(i) History and Business**

Fortress Singapore was incorporated and domiciled on 7 March 2011 in Singapore as a private limited company under the Singapore's Company Act, Chapter 50 and began its operations in the same year. It is principally involved in the distribution and installation of network security products and solutions for enterprise customers and provision of technical support.

(ii) Share Capital

As at the date of this Prospectus, the issued and paid-up share capital of Fortress Singapore is SGD2 comprising 10 ordinary shares. The changes in the issued and paid-up share capital of Fortress Singapore since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value SGD	Consideration	Cumulative Total SGD
07.03.2011	10	*	Cash	2

5. INFORMATION ON OUR GROUP (Cont'd)*Note:*

- * *Not applicable. The concept of par value and authorised capital was abolished in Singapore since 31 January 2006.*

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in Fortress Singapore. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, Fortress Singapore is a wholly-owned subsidiary company of OCK Setia and its Directors are Ooi Chin Khoon and Ma Yee Choong.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, Fortress Singapore has one (1) wholly-owned subsidiary company namely Fortress Malaysia.

5.3.6 Fortress Malaysia

(i) History and Business

Fortress Malaysia was incorporated on 23 June 2011 in Malaysia as a private limited company under the Act. It is principally involved in the distribution and installation of network security products and solutions for enterprise customers and provision of technical support.

(ii) Share Capital

Fortress Malaysia's present authorised share capital is RM100,000 comprising 100,000 ordinary shares of RM1.00 each, of which RM2 comprising 2 ordinary shares of RM1.00 each are issued and credited as fully paid-up. The changes in the issued and paid-up share capital of Fortress Malaysia since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
23.06.2011	2	1	Subscribers' shares	2

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in Fortress Malaysia. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, Fortress Malaysia is a wholly-owned subsidiary company of Fortress Singapore and its Directors are Ooi Chin Khoon and Low Hock Keong.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, Fortress Malaysia does not have any subsidiary or associated company.

5. INFORMATION ON OUR GROUP (Cont'd)

5.3.7 Firatel

(i) History and Business

Firatel was incorporated on 4 October 2006 in Malaysia as private limited company under the Act and began its operations in the same year. It is principally involved in the trading of telecommunications network equipment and materials.

(ii) Share Capital

Firatel's present authorised share capital is RM100,000 comprising 100,000 ordinary shares of RM1.00 each and are issued and credited as fully paid-up.

The changes in the issued and paid-up share capital of Firatel since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
04.10.2006	2	1	Subscribers' shares	2
16.01.2008	99,998	1	Cash	100,000

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in Firatel. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, Firatel is a 61.00%-owned subsidiary company of OCK Setia and the remaining 39.00% of the equity interest in Firatel is held by Lee Kong Jin. The Directors of Firatel are Lee Kong Jin, Low Hock Keong and Ooi Chin Khoon.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, Firatel does not have any subsidiary or associated company.

5.3.8 OCK M&E

(i) History and Business

OCK M&E was incorporated in Malaysia on 6 November 2002 in Malaysia as a private limited company under the Act and began its operations in the same year. It is principally involved in the provision of mechanical and electrical engineering services.

(ii) Share Capital

OCK M&E's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM600,000 comprising 600,000 ordinary shares of RM1.00 each are issued and credited as fully paid-up. The changes in the issued and paid-up share capital of OCK M&E since its incorporation are as follows:

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
06.11.2002	100	1	Cash	100

5. INFORMATION ON OUR GROUP (Cont'd)

Date of Allotment	No. of Ordinary Shares Allotted	Par Value RM	Consideration	Cumulative Total RM
09.06.2003	99,900	1	Cash	100,000
28.10.2011	500,000	1.00	Otherwise than in cash	600,000

As at the date of this Prospectus, there are no outstanding warrants, options, convertible securities or uncalled capital in OCK M&E. In addition, there are no discounts, special terms or instalment payment terms applicable to the payment of the consideration for the allotment.

(iii) Shareholders and Directors

As at the date of this Prospectus, OCK M&E is a wholly-owned subsidiary company of OCK Setia and its Directors are Ooi Chin Khoon and Chong Wai Yew.

(iv) Subsidiary and Associated Companies

As at the date of this Prospectus, OCK M&E does not have any subsidiary or associated company.

5.4 LISTING SCHEME

In conjunction with and as an integral part of our Listing, we proposed the Listing Scheme which was approved by Bursa Securities on 31 May 2012. The Listing Scheme involves the following:

5.4.1 Acquisition

OCK acquired the entire equity interest in OCK Setia of RM2,000,002 comprising 2,000,002 ordinary shares of RM1.00 each for a total purchase consideration of RM18,399,998 satisfied entirely by the issuance of 183,999,980 OCK Shares at par.

Pursuant to the conditional share sale agreement dated 31 October 2011, OCK acquired the entire equity interest in OCK Setia from the existing shareholders of OCK Setia as follows:

Shareholders	Number of ordinary shares acquired	% of Issued and Paid-Up Share Capital	Purchase Consideration RM'000	No. of ordinary shares of RM0.10 each in OCK Issued
Aliran Armada	1,800	90.00	16,559	165,599
Low Hock Keong	80	4.00	736	7,360
Chang Tan Chin	60	3.00	552	5,520
Chong Wai Yew	60	3.00	552	5,520
	2,000	100.00	18,399	183,999

The purchase consideration of RM18,399,998 was arrived at on a willing buyer-willing seller basis based on the estimated NA as at 31 December 2011 of RM18.40* million. The proforma audited NA of OCK Setia as at 30 June 2011 is RM15.13 million. The purchase consideration represents a premium of 21.61% over the proforma audited NA of OCK Setia as at 30 June 2011. The Acquisition was completed on 8 June 2012.

5. INFORMATION ON OUR GROUP (Cont'd)

Note:

- * After taking into account of the revaluation surplus of properties amounting to RM3.42 million (after deducting the deferred taxation of 5%) compared to the NBV of those properties as at 31 October 2011, details of which is set out in the valuation certificates in Section 14 of this Prospectus.

The new Shares issued pursuant to the Acquisition shall rank *pari passu* in all respects with the existing issued Shares including voting rights and rights to all dividends and distributions, the entitlement date of which are subsequent thereof.

5.4.2 Public Issue

In conjunction with our Listing, we will undertake a public issue of 75,000,000 new OCK Shares at an issue price of RM0.36 per Share, representing approximately 28.96% of our enlarged issued and paid-up share capital, which shall be allocated in the following manner:

(i) Public Tranche

7,000,000 Issue Shares, representing approximately 2.70% of our enlarged issued and paid-up share capital, have been reserved for application by the Public, of which at least 50% shall be set aside for Bumiputera investors including individuals, companies, societies, cooperatives and institutions;

(ii) Pink Form Tranche

9,500,000 Issue Shares, representing approximately 3.67% of our enlarged issued and paid-up share capital, have been reserved for application by our eligible employees and persons who have contributed to the success of our Group;

(iii) Placement Tranche

58,500,000 Issue Shares, representing approximately 22.59% of our enlarged issued and paid-up share capital, have been reserved for placement to selected investors.

5.4.3 Listing on Bursa Securities

Bursa Securities had on 31 May 2012, approved the admission of our Company to its Official List and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM25,900,000 comprising 259,000,000 Shares on the ACE Market. The listing of and quotation for our Shares will commence immediately two (2) market days after Bursa Securities receives the necessary documents specified in their approval letter.

5. INFORMATION ON OUR GROUP (Cont'd)

5.5 CAPITAL EXPENDITURE AND DIVESTITURES

Save as disclosed below, our Company has not incurred any other material capital expenditures and divestitures (including interests in other companies), since the beginning of our Group's last four (4) FYE 31 December 2008 to 2011 and up to the LPD:

Material Capital Expenditures

	FYE 31 December				Up to the LPD
	2008	2009	2010	2011	
	RM'000	RM'000	RM'000	RM'000	RM'000
Leasehold land and building	5,270 ⁽¹⁾	-	-	1,545	-
Furniture and fittings ⁽³⁾	28	66	44	31	5
Computers and software ⁽³⁾	538	88	263	250	58
Office equipment ⁽³⁾	70	213	241	23	25
Motor vehicles ⁽³⁾	783	-	782	460	-
Renovation ⁽³⁾	6	-	56	-	3
Test equipment ⁽³⁾	80	28	268	1,096	173
Factory equipment ⁽³⁾	-	-	16	160	1
Tools and equipment ⁽³⁾	-	-	3	-	-
Capital work-in-progress	-	-	1,545 ⁽²⁾	(1,545)	-
Total expenditures	6,775	395	3,218	2,020	265

Divestitures

	FYE 31 December				Up to the LPD
	2008	2009	2010	2011	
	RM'000	RM'000	RM'000	RM'000	RM'000
Leasehold land and building	-	-	-	(398)	-
Furniture and fittings	-	-	(6)	-	-
Computers and software	(5)	-	-	-	-
Office equipment	-	-	(17)	-	-
Motor vehicles	-	-	-	(2)	-
Renovation	-	-	(3)	-	-
Test equipment	-	-	-	(89)	-
Factory equipment	-	-	-	-	-
Tools and equipment	-	-	-	-	-
Capital work-in-progress	-	-	-	-	-
In subsidiary companies:					
Firatel	-	(29)	-	-	-
OCK Properties	-	-	-	(350)	-
Total expenditures	(5)	(29)	(26)	(839)	-

Notes:

- (1) Capital expenditure was incurred for an acquisition of a single (1) storey detached warehouse annexed with a three (3) storey office building with a built up of 35,454 sq. ft. located at Shah Alam by OCK Setia which is currently rented out to a third party.
- (2) Capital work in progress was incurred for an acquisition of one and a half storey (1 ½) semi-detached factory with a built up of 4,043 sq ft located at Puchong by OCK Setia which was pending completion of acquisition as at 31 December 2010. This acquisition was completed on 10 June 2011.
- (3) Capital expenditure required for our daily operations.

There are no divestitures currently in progress, within or outside Malaysia. For information relating to material capital commitments, please refer to Section 12.3.4 of this Prospectus.

5. INFORMATION ON OUR GROUP (Cont'd)

5.6 KEY ACHIEVEMENTS AND MILESTONES

5.6.1 Key Milestones

Our key milestones since inception are as follows:

Year	Key achievements and milestones
2004	<ul style="list-style-type: none"> Registered as ASPs with Ericsson and Alcatel-Lucent
2005	<ul style="list-style-type: none"> Awarded a network deployment contract by DiGi
2006	<ul style="list-style-type: none"> Awarded a turnkey network deployment contract by U Mobile
2007	<ul style="list-style-type: none"> Awarded an IBC contract by Maxis Awarded a field maintenance contract by NSN and Alcatel-Lucent to maintain Celcom's 3G radio base station and radio microwave equipment Awarded a managed service contract by Ericsson to maintain U Mobile's civil, M&E infrastructure, 3G radio base station and radio microwave equipment Awarded Celcom's 3G swap contract by Alcatel-Lucent involving the replacement of old generation equipment with new 3G equipment
2008	<ul style="list-style-type: none"> Awarded a WiMAX network deployment contract by Alcatel-Lucent Awarded a radio and microwave equipment installation, testing and commissioning contract by ZTE Awarded a installation, testing and commissioning of radio microwave equipment and project management contract by NEC for DiGi
2009	<ul style="list-style-type: none"> Awarded a turnkey network deployment contract by Huawei, Ericsson and Alcatel-Lucent Awarded a contract for installation, testing and commissioning for optical SDH and DWDM equipment by Alcatel-Lucent Awarded a contract for installation, testing and commissioning of WiMAX equipment by ZTE
2010	<ul style="list-style-type: none"> Awarded a WiMAX network deployment contract by YTL Awarded an implementation contract by Huawei for Maxis's NGBB Awarded a radio network optimisation contract by Alcatel-Lucent to optimise Celcom's 3G network.
2011	<ul style="list-style-type: none"> Awarded a turnkey WiMAX network deployment contract by Millercom Sdn Bhd, a wholly own subsidiary of P1 Awarded a radio network optimisation contract by Huawei to optimise DiGi's network Awarded a radio network optimisation contract by Huawei to optimise Celcom and U Mobile's network Awarded a radio equipment modernisation contract by Huawei to modernise Celcom's 3G network Awarded a radio equipment swap contract by ZTE to upgrade DiGi's old equipment Awarded a microwave links and related equipment installation services contract by SIAE. Awarded a design, construction, implementation and consolidation of sites contract by DiGi and Celcom. Awarded necessary licenses from MCMC to be a NFP

5. INFORMATION ON OUR GROUP (Cont'd)**5.6.2 List of Accreditations/Awards**

In addition, our Group has also achieved/obtained the following accreditations/awards:

Year	Accreditation/Award	Awarded/Organised by
2007	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd
2008	ISO 9001:2000	SIRIM QAS
2009	The Core Best Partner for South Pacific Region	Huawei
2009	The Best Partner Award	ZTE
2009	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd
2010	The Best Partner Award	ZTE
2010	The Best Partner Award	Huawei
2010	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd
2010	ISO 9001:2008	SIRIM QAS
2011	Golden Bull Award (100 Outstanding SMEs)	Nanyang Siang Pau Sdn Bhd

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