

**NOTICE OF PROVISIONAL ALLOTMENT**

Terms defined in the Abridged Prospectus dated 23 November 2015 (“**Abridged Prospectus**”) shall have the same meanings when used in this Notice of Provisional Allotment (“**NPA**”) unless stated otherwise. The provisionally allotted Rights Shares with Warrants as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 as amended from time to time (“**SICDA**”). Therefore, the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”) shall apply in respect of all dealings in the Provisional Rights Shares with Warrants (as defined herein).



**OCK GROUP BERHAD**

(Company No. 955915-M)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF UP TO 290,488,499 NEW ORDINARY SHARES OF RM0.10 EACH IN OCK GROUP BERHAD (“OCK”) (“OCK SHARE(S)” OR “SHARE(S)” (“RIGHTS SHARE(S)”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING OCK SHARES HELD TOGETHER WITH UP TO 290,488,499 FREE DETACHABLE WARRANTS (“WARRANT(S)”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR, AS AT 5.00 P.M. ON MONDAY, 23 NOVEMBER 2015 AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE (“RIGHTS ISSUE WITH WARRANTS”)**

*Principal Adviser and Joint Underwriter*



**RHB Investment Bank Berhad**

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

*Joint Underwriter*



**Affin Hwang Investment Bank Berhad**

(Company No. 14389-U)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: The Shareholders of OCK Group Berhad**

**Dear Sir/Madam,**

Our Board of Directors (“**Board**”) has provisionally allotted to you, the number of Rights Shares with Warrants (“**Provisional Rights Shares with Warrants**”) as indicated below, in accordance with the approval of Bursa Malaysia Securities Berhad (635998-W) (“**Bursa Securities**”) vide its letter dated 2 September 2015 and the ordinary resolution passed by our shareholders at the extraordinary general meeting convened on 5 October 2015.

We wish to advise that the following number of Provisional Rights Shares with Warrants allotted to you in respect of the Rights Issue with Warrants have been confirmed by Bursa Depository and will be credited into your Central Depository System (“**CDS**”) account(s), subject to the terms and conditions as stated in the Abridged Prospectus and the attached Rights Subscription Form (“**RSF**”) issued by our Company. The entitlements for the Rights Shares and the Warrants are renounceable in full or in part. However, the Right Shares and the Warrants cannot be renounced separately. The Warrants will be detached from the Rights Shares immediately upon issuance.

Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights Shares with Warrants are prescribed securities and as such, all dealings in the Provisional Rights Shares with Warrants will be by way of book entries through the CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL RIGHTS SHARES AND WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES AND WARRANTS INTO THE CDS ACCOUNTS OF OUR SHAREHOLDER(S) WHOSE NAMES APPEAR IN OUR RECORD OF DEPOSITORS (“ENTITLED SHAREHOLDERS”) AS AT 5.00 P.M. ON 23 NOVEMBER 2015 (“ENTITLEMENT DATE”) AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED BUT NOTICES OF ALLOTMENT SHALL BE DESPATCHED.**

Our Board reserves the right to allot any excess Rights Shares with Warrants applied for under Part I(b) of the RSF on a fair and equitable basis and in such manner as our Board deem fit or expedient and in the best interest of our Company. As such, it is the intention of our Board to allot the excess Rights Shares with Warrants in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares with Warrants applied for; and
- (iv) finally, for allocation to the renounee(s) who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares with Warrants applied for.

Nevertheless, Our Board reserves the right to allot any Excess Rights Shares with Warrants applied for under Part I(b) of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in (i), (ii), (iii) and (iv) above are achieved.

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER**

--

NUMBER OF OCK SHARES HELD AT 5.00 P.M. ON 23 NOVEMBER 2015	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS ATTACHED TO RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE (AT RM0.50 PER RIGHTS SHARE)

**IMPORTANT RELEVANT DATES AND TIME:-**

Entitlement Date.....: Monday, 23 November 2015 at 5.00 p.m.  
**Last date and time for**  
 Sale of provisional allotment of rights.....: Monday, 30 November 2015 at 5.00 p.m.  
 Transfer of provisional allotment of rights.....: Thursday, 3 December 2015 at 4.00 p.m.  
 Acceptance and payment.....: Tuesday, 8 December 2015 at 5.00 p.m.\*  
 Excess Rights Shares application and payment.....: Tuesday, 8 December 2015 at 5.00 p.m.\*

\* or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) market days before the stipulated date and time.

By order of the Board  
**WONG YOUN KIM (MAICSA 7018778)**  
 Company Secretary

Share Registrar  
**Tricor Investor & Issuing House Services Sdn Bhd (11324-H)**  
 Unit 32-01, Level 32, Tower A  
 Vertical Business Suite  
 Avenue 3, Bangsar South  
 No. 8, Jalan Kerinchi, 59200 Kuala Lumpur  
 Tel: 603-2783 9299  
 Fax: 603-2783 9222

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 23 NOVEMBER 2015**  
**WARNING: DO NOT DETACH ANY PART OF THIS DOCUMENT AND PLEASE SEND THIS DOCUMENT IN ITS ENTIRETY TO THE SHARE REGISTRAR**



**THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT.**

**IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.** All enquiries concerning the procedures for acceptance, sale/transfer, excess application and payment for the Rights Issue with Warrants should be addressed to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (Tel.: 603-2783 9299). **INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING AND SIGNING THIS RSF. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 23 NOVEMBER 2015.**

This RSF, the Abridged Prospectus and the Notice of Provisional Allotment (“**NPA**”) (collectively the “**Documents**”) have not been (and will not be) made to comply with the laws of any foreign jurisdiction, and have not been (and will not be) lodged, registered or approved pursuant to or under any legislation (or with or by any regulatory authorities or other relevant bodies) of any jurisdiction other than Malaysia. The Documents are not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue with Warrants will not be made or offered or deemed to be made or offered, in any countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Issue with Warrants and the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue with Warrants to which the Documents relates, is only available to persons receiving these Documents within Malaysia. Accordingly, these documents will not be despatched to entitled shareholders who do not have a registered address in Malaysia as stated in the Record of Depositors of the Company on the entitlement date. Any entitled shareholders and/or renouncee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and/or other professional advisers as to whether the acceptance and/or renunciation of all or any part of their entitlements to the Rights Shares with Warrants would result in the contravention of any laws of such countries or jurisdictions. Such entitled shareholders and/or their renouncee(s) (if applicable) should note the additional terms and restrictions as set out in Section 10.10 of the Abridged Prospectus. Neither the Company, RHB Investment Bank Berhad (“**RHBIB**”) nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renunciation of the entitlement to the Rights Shares with Warrants made by the entitled shareholders and/or their renouncee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions in which the entitled shareholders and/or their renouncee(s) are residents.

A copy of the Documents has been registered with the Securities Commission Malaysia (“**SC**”). A copy of the Documents has also been lodged with the Companies Commission of Malaysia who takes no responsibility for the contents of these documents.

Approval for the Rights Issue with Warrants has been obtained from our shareholders at the Extraordinary General Meeting held on 5 October 2015. The approval has been obtained from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) via its letter dated 2 September 2015 for the admission of the Warrants on the official list of Bursa Securities and for the listing of the Rights Shares, Warrants and the new OCK Shares to be issued upon the exercise of Warrants on the Main Market of Bursa Securities. The admission of the Warrants to the official list of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants shall commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of the entitled shareholders and/or their renouncee(s) (if applicable) have been duly credited and notices of allotment have been despatched to the successful applicants.

Neither the SC nor Bursa Securities takes any responsibility for the correctness and accuracy of any statements made or opinions expressed herein. Admission of the Warrants to the official list and the listing of and quotation for the Warrants, Rights Shares and the new OCK Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue with Warrants.

Our Board of Directors have seen and approved the Documents and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts which if omitted would make the statements in these documents false or misleading.

The provisional Rights Shares with Warrants are prescribed securities under Section 14(5) of the Security Industry (Central Depositories) Act, 1991 and therefore, all dealings in the provisional Rights Shares with Warrants will be governed by the Securities Industry (Central Depository) Act, 1991, the Securities Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of the Bursa Depository.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (“**RM**”) and sen.

**INSTRUCTIONS:-****(I) LAST DATE AND TIME FOR ACCEPTANCE, APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS AND PAYMENT**

This RSF is valid for acceptance and/or application until **5.00 p.m. on Tuesday, 8 December 2015**, or such later date and time as our Board of Directors may determine and announce, after consultation with the Joint Underwriters, not less than two (2) market days before the stipulated date and time.

If acceptance and payment for the provisional Rights Shares with Warrants (either in full or in part, as the case may be) are not received by our Share Registrar for the Rights Issue with Warrants by **5.00 p.m. on Tuesday, 8 December 2015** (or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters), the provisional entitlement to you or remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such Rights Shares with Warrants not taken up to applicants applying for excess Rights Shares with Warrants in the manner as set out in item (III) below.

**(II) FULL OR PART ACCEPTANCE AND PAYMENT**

The Rights with Warrants Issue is renounceable in full or in part. If you and/or your renouncee(s) wish to accept all or any part of the provisional Rights Shares with Warrants, please complete Parts I(a) and II of this RSF, together with the appropriate remittance in RM for the full amount in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to “**OCK RIGHTS ISSUE ACCOUNT**”, crossed “**ACCOUNT PAYEE ONLY**”, and endorsed on the reverse side with your name, contact number and address in block letters and CDS account number to be received by our Share Registrar not later than 5.00 p.m. on Tuesday, 8 December 2015 (or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) market days before the stipulated date and time).

The payment must be made in the exact amount. Any excess or insufficient payment may be rejected at the absolute discretion of our Board. Cheques or other mode(s) of payment are not acceptable. No acknowledgement will be issued for the receipt of this RSF or application monies in respect of the Rights Shares with Warrants. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post at the address shown in the Record of Depositors of Bursa Depository at your own risk within eight (8) market days from the last date for acceptance and payment for the Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

**(III) APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS**

**Entitled shareholders and their renouncee(s) are eligible to apply for excess Rights Shares with Warrants.**

If you and/or your renouncee(s) (if applicable) wish to apply for the Rights Shares with Warrants in addition to those provisionally allotted to you, please complete Part I(b) of this RSF (in addition to Part I(a) and Part II) and forward this completed and signed RSF with a **separate remittance made in RM** in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to “**OCK EXCESS RIGHTS ISSUE ACCOUNT**”, crossed “**ACCOUNT PAYEE ONLY**”, and endorsed on the reverse side with your name, contact number and address in block letters and CDS account number to be received by our Share Registrar not later than 5.00 p.m. on Tuesday, 8 December 2015 (or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) market days before the stipulated date and time).

No acknowledgement will be issued for the receipt of this RSF or application monies in respect of the excess Rights Shares with Warrants. However, if your application is successful, a notice of allotment will be despatched to you by ordinary post at the address shown in the Record of Depositors of Bursa Depository at your own risk within eight (8) market days from the last date for application and payment for the excess Rights Shares with Warrants or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially accepted applications, the full amount or the surplus application monies, as the case may be, will be refunded without interest by ordinary post to the address shown in the Record of Depositors of Bursa Depository, at your own risk, within fifteen (15) market days from the last date for application and payment for the excess Rights Shares with Warrants.

Our Board reserves the right to allot any excess Rights Shares with Warrants applied for under Part I(b) of this RSF on a fair and equitable basis and in such manner as our Board deem fit or expedient and in the best interest of our Company. As such, it is the intention of our Board to allot the excess Rights Shares with Warrants in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares with Warrants applied for; and
- (iv) finally, for allocation to the renouncee(s) who have applied for the Excess Rights Shares with Warrants, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares with Warrants applied for.

Nevertheless, Our Board reserves the right to allot any Excess Rights Shares with Warrants applied for under Part I(b) of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in (i), (ii), (iii) and (iv) above are achieved.

**(IV) SALE OR TRANSFER OF PROVISIONAL ALLOTMENT**

Should you wish to sell or transfer all or part of your entitlement to the provisional Rights Shares with Warrants to one (1) or more person(s), you may do so through your stockbroker(s) for the period up to the last day and time for sale or transfer of the provisional Rights Shares with Warrants (in accordance with the Rules of Bursa Depository) without first having to request our Company for a split of the provisional Rights Shares with Warrants standing to the credit of your CDS accounts. To sell or transfer all or part of your entitlement to the provisional Rights Shares with Warrants, you may sell such entitlement on the open market or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository for the period up to the last day and time for sale or transfer of the provisional Rights Shares with Warrants (in accordance with the Rules of Bursa Depository).

In selling or transferring all or part of your provisional Rights Shares with Warrants, you need not deliver any document to your stockbroker. You are however advised to ensure that you have sufficient number of provisional Rights Shares with Warrants standing to the credit of your CDS accounts before selling or transferring.

If you have sold or transferred only part of your provisional Rights Shares with Warrants, you may still accept the balance of the provisional Rights Shares with Warrants by completing Parts I(a) and II of this RSF.

Renouncee(s) or transferee(s) may obtain a copy of this RSF from Bursa Securities' website (<http://www.bursamalaysia.com>), or from our Share Registrar for the Rights Issue with Warrants.

**(V) GENERAL INSTRUCTIONS**

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seal.
- (b) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.
- (c) The Rights Shares with Warrants accepted by you and/or your renouncee(s)/transferee(s) (if applicable) will be credited to your and/or your renouncee(s)/transferee(s)' respective CDS accounts as stated in this RSF or the exact account(s) appearing on Bursa Depository's Record of Depositors.
- (d) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you.
- (e) The contract arising from the acceptance of the provisional Rights Shares with Warrants and the excess Rights Shares with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising from this RSF.
- (f) Our Company reserves the right to accept or reject any acceptance and/or application if the instructions stated above are not strictly adhered to or which are illegal.
- (g) You and/or your renouncee(s)/transferee(s) (if applicable) should note that all RSF and remittances lodged with our Share Registrar shall be irrevocable and cannot be subsequently withdrawn.