



## OCK GROUP BERHAD

(Company No: 955915-M)  
(Incorporated in Malaysia under the Companies Act 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of OCK Group Berhad ("OCK" or the "Company") will be held at Perdana 3, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 28 May 2014 at 11.00 a.m., or immediately following the conclusion or adjournment of the Third Annual General Meeting of the Company scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

#### ORDINARY RESOLUTION 1

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF OCK, AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

**"THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of OCK ("Board") to allot and issue up to 20% of the issued and paid-up share capital of OCK as at the date of implementation, or up to 59,025,454 ordinary shares of RM0.10 each in OCK ("Placement Share(s)") to be allocated as follows:-

- (a) The Placement Shares representing up to 10% of the issued and paid-up share capital of OCK, will be placed out to third party investor(s) to be identified at a later stage; and
- (b) The balance of the Placement Shares representing up to 10% of the issued and paid-up share capital of OCK shall be offered to a major shareholder of OCK, namely Lembaga Tabung Angkatan Tentera ("LTAT") (subject to the passing of Ordinary Resolution 2). In the event that LTAT subscribes less than 10% of the issued and paid-up share capital of OCK which is offered, the balance of the Placement Shares shall be clawed back and OCK shall allocate such balance to other third (3rd) party investors to be identified later under (a) above.

The Placement Shares shall be issued at an issue price to be determined later, after taking into consideration the prevailing market conditions and the five (5)-day weighted average market price ("WAMP") of OCK Shares immediately preceding the price-fixing date. The discount for the issue price of the Placement Shares, if any, shall not be more than 10.0% to the five (5)-day WAMP of OCK Shares immediately preceding the price-fixing date and such issue price shall not be lower than the par value of OCK Shares of RM0.10 each.

**THAT** the proceeds of the Proposed Private Placement be utilised for the purposes as set out in the circular to shareholders of the Company dated 12 May 2014 ("Circular"), and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required;

**THAT** such Placement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing OCK Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said Placement Shares.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

#### ORDINARY RESOLUTION 2

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF OCK, TO LEMBAGA TABUNG ANGKATAN TENTERA AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT TO LTAT")**

**"THAT**, subject to the passing of the Ordinary Resolution 1 above and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board, that in the event that LTAT accepts the offer to subscribe, to allot and issue up to 10% of the issued and paid-up share capital of OCK to LTAT at an issue price to be determined later, after taking into consideration the prevailing market conditions and the five (5)-day WAMP of OCK Shares immediately preceding the price-fixing date. The discount for the issue price of the Placement Shares, if any, shall not be more than 10.0% to the five (5)-day WAMP of OCK Shares immediately preceding the price-fixing date and such issue price shall not be lower than the par value of OCK Shares of RM0.10 each.

**THAT** such Placement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing OCK Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said Placement Shares.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement to LTAT with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement to LTAT."

#### By Order of the Board

**Wong Youn Kim (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

12 May 2014

#### Notes:-

1. A member of the Company entitled to attend, speak and vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and Section 149 (1) (b) of the Companies Act, 1965 Act shall not apply to the Company.
2. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/ her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 May 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.