

**OCK GROUP BERHAD**  
**GENERAL ANNOUNCEMENT**

**ACQUISITION OF 51% EQUITY INTEREST IN SMARTBEAN SYSTEMS SDN BHD BY ITS WHOLLY-OWNED SUBSIDIARY, OCK SETIA ENGINEERING SDN BHD**

**1. Introduction**

OCK Group Berhad (“OCK” or the “Company”) wishes to announce that its wholly-owned subsidiary, OCK Setia Engineering Sdn Bhd (“OCK Setia”) had on 23 October 2012 acquired 127,500 ordinary shares of RM1.00 each representing 51% equity interest in the share capital of Smartbean Systems Sdn Bhd (“Smartbean Systems”) from Mr Song Chin Yew for a total cash consideration of RM127,500.00 (the “Acquisition”).

Following the Acquisition, Smartbean Systems has become a 51% owned subsidiary of the Company.

**2. Information on Smartbean Systems**

Smartbean Systems was incorporated in Malaysia on 26 April 2012 under the Companies Act, 1965. The authorised share capital of Smartbean Systems is RM500,000.00 divided into 500,000 ordinary shares of RM1.00 each, of which RM250,000.00 comprising 250,000 ordinary shares of RM1.00 each have been issued and fully paid-up.

Smartbean System has commenced operations on 21 May 2012. The principal business of Smartbean Systems is the trading of test and verification equipments for telecommunications providers.

**3. Basis of arriving at the Purchase Consideration**

The purchase consideration of RM127,500.00 was arrived at on a willing buyer willing seller basis at the date of acquisition after taking into consideration the issued and paid-up share capital of Smartbean Systems.

There were no liabilities being assumed by OCK pursuant to the Acquisition. The shares being acquired pursuant to the Acquisition are free from all encumbrances and with all rights attaching thereto.

**4. Source of Funding**

The Purchase Consideration for the Acquisition was satisfied by cash raised through its internally generated funds.

**5. Rationale of the Acquisition**

OCK Group constantly identifies potential areas of businesses to complement its current range of activities. Amongst the activities identified is the growing need for test and verification equipment as telecommunication companies continue to enlarge its network coverage and upgrade their equipment and services.

Smartbean Systems is a distributor of various renowned brands of test and verification equipments and OCK believes that this investment will complement the Group’s intention to expand its services to include telecommunication network verification products and services to complement its existing range of products and services.

**6. Financial Effects**

The Acquisition is not expected to have any effect on the share capital and substantial shareholdings of OCK and it does not have a material effect on the net assets, earnings per share and gearing of OCK and its subsidiary companies for the financial year ending 31 December 2012.

**7. Directors' and Substantial Shareholders Interest**

None of the Directors or substantial shareholders of OCK or person connected to them is interested, directly or indirectly in the said Acquisition.

**8. Approval Required**

The Acquisition is not subject to shareholders' approval or regulatory authorities' approval.

**9. Statement of the Directors**

The Board of Directors of OCK, after having considered all aspects of the Acquisition, is of the opinion that the Acquisition is in the best interest of OCK.

This announcement is dated 23 October 2012.