



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

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of **OCK GROUP BERHAD** Registration No.: 201101027780 (955915-M) will be conducted at the Zamrud Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS 40150 Shah Alam, Selangor, Malaysia on Tuesday, 2 December 2025 at 10.00 a.m. for the following purposes: -

ORDINARY BUSINESS:-

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| 1. To receive the Audited Financial Statements for the financial period ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. | <i>Please refer to Note 1</i> |
| 2. To approve the payment of Directors' fees and benefits amounting to RM430,100 for the financial period ended 30 June 2025. | <i>Resolution 1</i> |
| 3. To approve the payment of Directors' fees and benefits of up to RM500,000 for the period from 1 July 2025 until the conclusion of the next Annual General Meeting. | <i>Resolution 2</i> |
| 4. To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution: -
a) YBhg. Datuk Low Hock Keong
b) Ms. Ong Yee Ling @ Sharon
c) En. Mahathir Bin Mahzan | <i>Resolution 3
Resolution 4
Resolution 5</i> |
| 5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | <i>Resolution 6</i> |

SPECIAL BUSINESS:-

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolutions:-

ORDINARY RESOLUTION

- **Authority for Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016**

The ordinary resolution set out below shall be proposed to the Members for approval: -

"**THAT** pursuant to Section 75 & 76 of the Companies Act, 2016 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

ORDINARY RESOLUTION

- **Continuing in office as Independent Non-Executive Director**

"**THAT** subject to the passing of Ordinary Resolution 5, approval be and is hereby given to En. Mahathir Bin Mahzan who has served as an Independent Non-Executive Director of the company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."

ORDINARY RESOLUTION

- **Proposed Renewal of Shareholders' Mandate for Share Buy-Back of OCK Group Berhad**

(i) "**THAT** subject to the Companies Act 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Securities ("MMLR") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/ or hold up to ten percent (10%) of the total number of issued shares of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

- the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to the conditions; or
- the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting

whichever occur first but not so as to prejudice to the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

ANY OTHER BUSINESS: -

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

WONG YOUN KIM
SSM PC No.: 201908000410
(MAICSA 7018778)
Company Secretary

Kuala Lumpur
Date: 31 October 2025

Notes:-

- This Agenda item is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.*
- A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.*
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Company's Registered Office at Unit No. Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.*
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.*
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 24 November 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*
- Explanatory Notes on Special Business**

6.1 Resolution 7 - Authority for Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016

The proposed Resolution 7 under item 6 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

This general mandate is a renewal of the mandate that was approved by the Shareholders at the Thirteenth Annual General Meeting held on 5 June 2024. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/ or acquisitions. As at the date of this notice of meeting, no shares have been issued pursuant to the general mandate granted at the Thirteenth AGM of the Company.

6.2 Resolution 8 - Continuing in Office as Independent Non-Executive Director

The Nomination Committee and the Board had assessed the independence of En. Mahathir Bin Mahzan, who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and thus, the Board recommended him to continue in office as Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;*
- he is familiar with the Company's business operations and are able to advise the Board diligently on business legacy matters before the change in controlling interest;*
- he was not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;*
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and*
- he has exercised their due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and the shareholders.*

6.3 Resolution 9 – Proposed Renewal of Shareholders' Mandate for Share Buy-Back of OCK Group Berhad

The proposed Resolution 9 under item 8 above is to seek the authority for the Company to purchase its own shares up to 10% of the total number of issued shares of the Company on Bursa Securities. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Part A of Circular to Shareholders dated 31 October 2025.