

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

**MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE  
COMPANY HELD AT TOPAS ROOM, SAUJANA GOLF & COUNTRY CLUB OF  
JALAN SUBANG, U 2, 40150 SHAH ALAM, SELANGOR, ON WEDNESDAY, 28  
JUNE 2023 AT 10.00 A.M.**

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**PRESENT :**            **Members of the Board**  
YBhg Dato' Indera Syed Norulzaman Bin Syed  
Kamarulzaman (*Chairman*)  
Encik Abdul Halim Bin Abdul Hamid  
Mr. Ooi Chin Khoon  
Mr. Low Hock Keong  
Mr. Chang Tan Chin  
Encik Mahathir Bin Mahzan  
Dato' Mohd Som Bin Ibrahim  
Ms. Low Ngai Yuen  
Ms. Ong Yee Ling @ Sharon

**Shareholders and Proxy** - As per Attendance List attached

**IN ATTENDANCE :**        Ms Wong Youn Kim (Company Secretary)

**BY INVITATION :**        As per Attendance List

**1. CHAIRMAN**

YBhg Dato' Indera Syed Norulzaman Bin Syed Kamarulzaman presided at the Meeting ("Dato' Indera Chairman") and extended a warm welcome to everyone present at the Twelfth Annual General Meeting of the Company.

Before proceeding with the meeting proper, Dato' Indera Chairman introduced the members of the Board, Group Chief Financial Officer, Company Secretary, and the Auditors to the shareholders.

**2. BRIEFING ON HOUSEKEEPING PROCEDURES**

The Company Secretary, upon the request of the Dato' Indera Chairman, briefed the members on the housekeeping procedures to be adhered to pertaining to the Meeting.

**3. QUORUM**

Dato' Indera Chairman called the Meeting to order at 10.00 a.m. upon the confirmation of the presence of a quorum by the Company Secretary.

**4. NOTICE OF MEETING**

Dato' Indera Chairman informed that the notice of the Meeting has been properly circulated to all the shareholders of the Company in accordance with the Company's Constitution.

**5. BRIEFING ON THE PROCEEDINGS OF THE AGM**

Before proceeding with the Agenda of the AGM, the Company Secretary was called upon to explain the proceedings of the Meeting to the shareholders.

The Company Secretary informed the shareholders that the businesses to be transacted in the AGM involve the moving and passing of Ten (10) proposed Ordinary Resolutions which require the approval of a simple majority of the members or their proxies present and voting.

Each motion would require a Proposer and Secunder from the floor to move and second it accordingly. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, any resolutions set out in the notice of any general meeting or notice of resolutions shall be voted by poll.

The Company Secretary also informed that Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll process and Strategic Capital Advisory Sdn Bhd as Independent Scrutineer to supervise polling process and verify the poll results. The poll would be taken at the end of the meeting.

**6. WRITTEN RESPONSES TO THE QUESTIONS BY MINORITY SHAREHOLDERS WATCH GROUP**

Dato' Indera Chairman invited the Company Secretary and Mr. Low Hock Keong ("Mr. David") to reply the questions raised by Minority Shareholder Watch Group ("MSWG") via the letter dated 12 June 2023 prior to the AGM. The presentation slide of MSWG Question and Answer is enclosed as Appendix A, for reference.

**7. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Dato' Indera Chairman referred to the first item on the agenda which was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.

Upon the invitation of Dato' Indera Chairman, Mr. Anthony Thong, the Group Chief Financial Officer of OCK Group Berhad, presented a video snapshot of the business and financial overview of the company to the shareholders.

Dato' Indera Chairman then invited questions from the shareholders to the motion.

After a lively discussion from the floor, Dato' Indera Chairman then declared that the Audited Financial Statements of the Company for the year ended 31 December 2022 together with the Reports of the Directors' and Auditors' thereon be and are hereby received.

**8. ORDINARY RESOLUTION 1**

**• APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Dato' Indera Chairman proceeded to Item No. 2 on the agenda which was to approve the payment of Directors' fees and benefits amounting to RM236,100.00 for the financial year ended 31 December 2022.

Upon Ordinary Resolution 1 being duly proposed by Encik Mohammed Amin Bin Mahmud and seconded by Mr. Tan Yew Ting, the motion to approve the payment of Directors' Fees of RM236,100.00 for the financial year ended 31 December 2022 would be voted by way of poll.

**9. ORDINARY RESOLUTION 2**

**• APPROVAL OF THE PAYMENT OF DIRECTORS' FEES FOR THE PERIOD FROM 1 JANUARY 2023 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**

Dato' Indera Chairman proceeded to Item No. 3 on the agenda which was to approve the payment of Directors' fees of up to RM300,000.00 for the period from 1 January 2023 until the conclusion of the next Annual General Meeting.

Upon Ordinary Resolution 2 being duly proposed by Ms. Quek Meu San and seconded by Mr. Wong Shau Yang, the motion to approve the payment of Directors' Fees of up to RM300,000.00 for the period from 1 January 2023 until the conclusion of the next Annual General Meeting would be voted by way of poll.

**10. ORDINARY RESOLUTION 3**

**• RE-ELECTION OF ENCIK ABDUL HALIM BIN ABDUL HAMID AS DIRECTOR**

Dato' Indera Chairman proceeded to the next motion which was to re-elect Encik Abdul Halim Bin Abdul Hamid as director.

Upon Ordinary Resolution 3 being duly proposed by Encik Mohammed Amin Bin Mahmud and seconded by Ms. Quek Meu San, the motion to re-elect Encik Abdul Halim Bin Abdul Hamid who retired pursuant to Clause 97 of the Company's Constitution would be voted by way of poll.

**11. ORDINARY RESOLUTION 4**

**• RE-ELECTION OF MR. CHANG TAN CHIN AS DIRECTOR**

Dato' Indera Chairman proceeded to the next motion which was to re-elect Mr. Chang Tan Chin as director.

Upon Ordinary Resolution 4 being duly proposed by Ms. Quek Meu San and seconded by Mr. Foo See Liang, the motion to re-elect Mr. Chang Tan Chin who retired pursuant to Clause 97 of the Company's Constitution would be voted by way of poll.

**12. ORDINARY RESOLUTION 5**

**• RE-ELECTION OF MR. CHONG WAI YEW AS DIRECTOR**

Dato' Indera Chairman informed the shareholders that, since Mr. Chong Wai Yew had resigned as the director of the Company effective from 31 May 2023, Ordinary Resolution 5 which pertains to his re-election as director shall be withdrawn, and shareholders would not be required to vote on it.

**13. ORDINARY RESOLUTION 6**

**• RE-ELECTION OF MS. ONG YEE LING @ SHARON AS DIRECTOR**

Dato' Indera Chairman proceeded to Item No. 5 on the agenda which was to re-elect Ms. Ong Yee Ling @ Sharon as Director.

Upon Ordinary Resolution 6 being duly proposed by Encik Mohammed Amin Bin Mahmud and seconded by Ms. Quek Meu San, the motion to re-elect Ms. Ong Yee Ling @ Sharon who is retiring by casual vacancy in accordance with Clause 104 of the Company's Constitution would be voted by way of poll.

**14. ORDINARY RESOLUTION 7**

**• RE-APPOINTMENT OF AUDITORS**

Dato' Indera Chairman proceeded to Item No. 6 on the agenda which was to reappoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.

Upon Ordinary Resolution 7 being duly proposed by Ms. Quek Meu San and seconded by Encik Mohammed Amin Bin Mahmud, the motion to re-appoint Messrs. Baker Tilly Monteiro Heng PLT who have indicated their willingness to continue in office as Auditors of the Company for the financial year ending 31 December 2023 at a remuneration to be fixed by the Directors would be voted by way of poll.

**15. ORDINARY RESOLUTION 8**

- **AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 & SECTION 76 OF THE COMPANIES ACT, 2016, AND WAIVER OF PRE-EMPTIVE RIGHTS**

Dato' Indera Chairman then proceeded to Item No. 7 on the agenda which was to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**Ordinary Resolution**

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

“**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 issued and paid-up share capital 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.

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.”

Upon Ordinary Resolution 8 being duly proposed by Encik Mohammed Amin Bin Mahmud and seconded by Mr. Ong Soo Cheng, the motion to authorize the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016 as set out in the notice of meeting would be voted by way of poll.

**16. ORDINARY RESOLUTION 9**

- **PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF OCK GROUP BERHAD**

Dato' Indera Chairman then proceeded to Item No. 8 on the agenda which was to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**Ordinary Resolution**

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

**“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:-

- (a) 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
- (b) the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- (c) 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.”

Upon Ordinary Resolution 9 being duly proposed by Ms. Quek Meu San and seconded by Encik Mohammed Amin Bin Mahmud, the motion in relation to the proposed renewal of the shareholders’ mandate for the Share Buy-Back of OCK Group Berhad as set out in the notice of meeting would be voted by way of poll.

**17. ORDINARY RESOLUTION 10**

**• PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Dato' Indera Chairman then proceeded to Item No. 9 on the agenda which was to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**Ordinary Resolution**

**• Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

**“THAT** the Company and its subsidiaries shall be mandated to enter into the category of recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations as set out in the Circular to Shareholders dated 28 April 2023 subject to the following :

- (a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders; and
- (b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year including amongst others, the following information :
  - (i) the type of recurrent related party transaction and;
  - (ii) the names of the related parties involved in each recurrent party transaction entered into and their relationship with the Company;

**AND THAT** such approval shall continue to be in force until :

- (a) the conclusion of the next AGM of the Company; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by ordinary resolution passed by the shareholders at a General Meeting;

whichever is the earlier,

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

Upon Ordinary Resolution 10 being duly proposed by Encik Mohammed Amin Bin Mahmud and seconded by Ms. Quek Meu San, the motion in relation to the proposed renewal of the shareholders’ mandate for recurrent related party transactions of a revenue or trading nature as set out in the notice of meeting would be voted by way of poll.

**18. ANY OTHER BUSINESS**

Upon the confirmation by the Company Secretary, Dato’ Indera Chairman informed that the Company has not received notice to transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

**19. BRIEFING BY COMPANY SECRETARY ON POLLING**

The Company Secretary informed the shareholders that the Share Registrars, Tricor Investor & Issuing House Services Sdn Bhd, would facilitate the poll and Strategic Capital Advisory Sdn Bhd has been appointed the Scrutineer.

She then briefed all present at the meeting on the voting procedures which was conducted manually and said polling would commence immediately after the briefing.

**20. ADJOURNED OF MEETING FOR POLL VOTING**

The Meeting was adjourned at 11.40 am for the poll voting to commence immediately.

**21. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS**

The Meeting re-convened at 12.18 pm for the announcement of the results of the poll voting by the Chairman as follows: -

Based on the voting results, Dato’ Indera Chairman declared that Ordinary Resolutions 1, 2, 3, 4, 6, 7, 8, 9, and 10, were approved by the shareholders as follows:



### **Resolution 1**

It was **RESOLVED THAT** the payment of Directors' fees and benefits amounting to RM236,100 for the financial year ended 31 December 2022 be and is hereby approved.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 1	506,041,214	100.0000	0	0.0000	506,041,214	100

### **Resolution 2**

It was **RESOLVED THAT** the payment of Directors' fees and benefits of up to RM300,000 for the period from 1 January 2023 until the conclusion of the next Annual General Meeting be and is hereby approved.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 2	506,041,214	100.0000	0	0.0000	506,041,214	100

### **Resolution 3**

It was **RESOLVED THAT** Encik Abdul Halim Bin Abdul Hamid who retired pursuant to Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 3	505,963,614	99.9975	12,600	0.0025	505,976,214	100

### **Resolution 4**

It was **RESOLVED THAT** Mr. Chang Tan Chin who retired pursuant to Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 4	505,963,614	99.9975	12,600	0.0025	505,976,214	100

### **Resolution 5 - Withdrawn**

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 5	-	-	-	-	-	-

### **Resolution 6**

It was **RESOLVED THAT** Ms. Ong Yee Ling @ Sharon who retired pursuant to Clause 104 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 6	505,976,214	100.0000	0	0.0000	505,976,214	100

### **Resolution 7**

It was **RESOLVED THAT** Messrs Baker Tilly Monteiro Heng PLT be and is hereby appointed as Auditors of the Company for the financial year ending 31 December 2023 at a remuneration to be fixed by the Directors.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 7	505,766,914	99.9458	274,300	0.0542	506,041,214	100

### **Resolution 8**

It was **RESOLVED 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 issued and paid-up share capital 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.

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 8	498,861,084	98.5811	7,180,130	1.4189	506,041,214	100

**Resolution 9**

It was **RESOLVED 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:-

- (a) 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
- (b) the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- (c) 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.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 9	502,926,314	99.3845	3,114,900	0.6155	506,041,214	100

**Resolution 10**

It was **RESOLVED THAT** the Company and its subsidiaries shall be mandated to enter into the category of recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations as set out in the Circular to Shareholders dated 28 April 2023 subject to the following :

- (a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders; and
- (b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year including amongst others, the following information :
  - (i) the type of recurrent related party transaction and;
  - (ii) the names of the related parties involved in each recurrent party transaction entered into and their relationship with the Company;

**AND THAT** such approval shall continue to be in force until :

- (a) the conclusion of the next AGM of the Company; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by ordinary resolution passed by the shareholders at a General Meeting;

whichever is the earlier,

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the transactions contemplated and/or authorised by this ordinary resolution.

Ordinary Resolution	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolution 10	125,266,450	100.0000	0	0.0000	125,266,450	100

**22. TERMINATION**

There being no other business to be transacted, Dato' Indera Chairman declared the meeting closed at 12.30 pm.

**CONFIRMED AS THE CORRECT RECORD  
OF THE PROCEEDINGS THEREAT**

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**CHAIRMAN**

Date: 28 June 2023