

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

This Circular has been reviewed and approved by RHB Investment Bank Berhad as the Sponsor of OCK Group Berhad ("OCK" or "the Company") for the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions and Provision of Financial Assistance.

Bursa Malaysia Securities Berhad has not perused this Circular before its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**OCK GROUP BERHAD**

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

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR  
RECURRENT RELATED PARTY TRANSACTIONS AND PROVISION OF FINANCIAL  
ASSISTANCE**

The Notice convening the Third Annual General Meeting ("AGM") for the purpose of considering the abovementioned proposal of OCK to be held at Perdana 3, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 28 May 2014 at 10.00 a.m. is set out in the Company's Annual Report 2013, which is despatched together with this Circular.

If you are unable to attend and vote at the Third AGM in person, the Form of Proxy should be completed and returned in accordance with the instructions therein and must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than 48 hours before the time set for the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Date of Record of Depositors for purpose of determining member's entitlement to attend, vote and speak at the AGM	:	Wednesday, 21 May 2014
The last date and time for lodging of the Form of Proxy	:	Monday, 26 May 2014 at 10.00 a.m.
The date and time of the Third AGM	:	Wednesday, 28 May 2014 at 10.00 a.m.

**This Circular is dated 6 May 2014**

## DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

- “Act” : The Companies Act, 1965 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “Board” : Board of Directors of OCK
- “Bursa Securities” : Bursa Malaysia Securities Berhad (635998-W)
- “Director(s)” : Director shall have the meaning given in Section 4 of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or Chief Executive Officer of the listed issuer (or any other company which is its subsidiary or holding company or a subsidiary of its holding company)
- “EGM” : Extraordinary General Meeting
- “Listing Requirements” : ACE Market Listing Requirements of Bursa Securities as amended from time to time and any re-enactment thereof
- “LPD” : The latest practicable date prior to the issuance of this circular, being 14 April 2014
- “Major Shareholder(s)” : Means a person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a person who has an interest or interests in one or more voting shares in the company (or any other company which is its subsidiary or holding company or a subsidiary of its holding company) and the nominal amount of that share, or the aggregate of the nominal amounts of those shares is:
- (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or
  - (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where the person is the largest shareholder of the Company.
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Act
- “OCK” or “the Company” : OCK Group Berhad
- “OCK Group” or “the Group” : OCK and its subsidiaries
- “Person Connected” : In relation to a director or a major shareholder, means such person who falls under any one of the following:
- (a) a family member of the Director or Major Shareholder;
  - (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;
  - (c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major shareholder;
  - (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
  - (e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;

## DEFINITIONS *(Cont'd)*

- “Person Connected” *(Cont'd)* :
- (f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major shareholder;
  - (g) a body corporate or its directions whose directions, instructions or wishes the Director or Major shareholder is accustomed or under an obligation, whether formal or informal, to act;
  - (h) a body corporate in which the Director, Major Shareholder and/or Persons Connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
  - (i) a body corporate which is a related corporation

Family in relation to a person means such person who falls within any one of the following categories:

- (a) spouse;
- (b) parent;
- (c) child including an adopted child and step-child;
- (d) brother or sister; and
- (e) spouse of the person referred to in item (c) and (d) above.

Partner in relation to a Director, Major Shareholder or Person Connected with a Director or Major Shareholder means any such person who falls within any one of the following categories:

- (a) a person with whom the Director, Major Shareholder or Person Connected with a Director or Major Shareholder is in or proposes to enter into partnership with. “Partnership” for this purpose has the meaning given in Section 3 of the Partnership Act 1961; and
- (b) a person with whom the Director, Major Shareholder or Person Connected to a Director or Major Shareholder has entered or proposes to enter into a joint venture, whether incorporated or not

“Proposed Renewal of and New Shareholders’ Mandate” or “the Proposal” :

Proposed Renewal of and New Shareholders’ Mandate for the Group to enter into RRPTs with Related Parties and provision of financial assistance within the Group

“Recurrent Transactions” or “RRPTs” :

Related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day to day operations and are in the ordinary course of business of the Group

“Related Party(ies)” :

Related Party means a director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, “director” and “major shareholder” shall have the meanings as defined above

“Related Party Transactions” :

Related Party Transaction means a transaction entered into by the listed issuer or its subsidiaries which involves the interest, direct or indirect, of a related party

“RM” and “sen” :

Ringgit Malaysia and sen respectively

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be reference to Malaysian time, unless otherwise stated.

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**OCK GROUP BERHAD**  
(Company No. 955915-M)  
(Incorporated in Malaysia under the Act)

**Registered Office:**

Level 2, Tower 1, Avenue 5  
Bangsar South City  
59200 Kuala Lumpur

6 May 2014

**Board of Directors:**

YBhg Dato' Syed Norulzaman Bin Syed Kamarulzaman (*Senior Independent Non-Executive Chairman*)  
Abdul Halim Bin Abdul Hamid (*Deputy Executive Chairman*)  
Ooi Chin Khoon (*Managing Director*)  
Low Hock Keong (*Executive Director*)  
Chang Tan Chin (*Executive Director*)  
Chong Wai Yew (*Executive Director*)  
Lee Yow Fui (*Independent Non-Executive Director*)  
Fu Lit Fung (*Independent Non-Executive Director*)  
Rear Admiral Dato' Mohd Som Ibrahim (Retired) (*Non Independent and Non-Executive*)

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

Dear Sir/Madam,

**PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS AND PROVISION OF FINANCIAL ASSISTANCE**

**(COLLECTIVELY REFERRED TO AS "THE PROPOSAL")**

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**1. INTRODUCTION**

At the Company's EGM held on 27 May 2013, the Company had obtained a mandate from its shareholders to enter into RRPTs and provision of financial assistance pursuant to Rule 8.25 and 10.09 of Chapter 10 and Guidance Note 8 of the Listing Requirements.

The said shareholders' mandate obtained at the EGM shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

In connection thereto, the Company had on 5 May 2014 announced that it proposes to seek shareholders' approval for a renewal of and new shareholder' mandate for the Group's existing RRPTs and existing provision of financial assistance at the forthcoming AGM and seek shareholders' mandate for new RRPT.

The purpose of this Circular is to set out the details of the Proposal, to set out the Board's recommendations and to obtain your approval for the resolutions to be tabled at the forthcoming AGM.

**SHAREHOLDERS OF OCK GROUP BERHAD ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY TOGETHER WITH THE APPENDIX I CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING AGM.**

**2.1 Rule 8.25 and 10.09 of Chapter 10 and Guidance Note 8 of the Listing Requirements**

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of related party transactions which involve Recurrent Transactions subject to the following:

- a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - (i) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more; or
  - (ii) the percentage ratio of such RRPT(s) is one percent (1%) or more;whichever is the lower;
- c) a circular to shareholder is issued by the Company for shareholders' mandate and shall include all information as may be prescribed by Bursa Securities;
- d) in a meeting to obtain shareholders' mandate, the interested Directors, interested Major Shareholder or interested persons connected with a Director or Major Shareholder, and where it involves the interest of an interested Person Connected with a Director or a Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions;
- e) the Company immediately announces to Bursa Securities when the actual value of a Recurrent Transaction entered into by the Company exceeds the estimated value of the Recurrent Transactions disclosed in the Circular by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Rule 3.4 of Guidance Note 8 stipulates that notwithstanding Rule 8.25 of the Listing Requirements and subject to Rule 10.09 of the Listing Requirements and other provisions of this Guidance Note, a listed company may obtain a mandate from its shareholders in respect of the following RRPTs:

- (a) the pooling of funds within the listed company's group of companies via a centralised treasury management function or such similar arrangements which entails the provision of financial assistance by the listed company and/or its unlisted subsidiaries on a short or medium term basis provided that:
  - (i) the listed company in seeking such mandate in accordance with Rule 8.25 and 10.09 of the Listing Requirements, must include in its circular, in addition to such other information as prescribed under the Listing Requirements, the estimated amounts or value of financial assistance (hereinafter referred to as "the Estimate"); and
  - (ii) if the actual amount of financial assistance provided or rendered exceeds the Estimate, the listed company must immediately announce the same to Bursa Securities. If the percentage ratio of the amount of financial assistance provided or rendered in excess of the Estimate is five percent (5%) or more, the listed company must comply with Rule 10.08 of the Listing Requirements.

For purpose of this Paragraph:

- (aa) "short or medium term basis" shall mean for a duration not exceeding three (3) years; and
- (bb) "group of companies" means the subsidiaries, associated companies of the listed company and the listed company's immediate holding company which is listed.

- (b) provision of guarantee, indemnity or such other collateral to or in favour of another person which is necessary in order to procure a contract or secure work from the other person or to enable the other person to commence and/or complete a contract or work for the listed company or its subsidiaries.
- (c) provision of financial assistance in respect of the business of:
  - (i) leasing, factoring or hire purchase carried out by the listed company or its unlisted subsidiaries; or
  - (ii) share financing or share margin financing carried out by a listed company or its unlisted subsidiaries which is a participating organisation; or
  - (iii) such other similar business that may be determined by Bursa Securities.

Pursuant to Rule 8.25 of the Listing Requirements, a listed corporation may lend or advance any money or guarantee, indemnify or provide collateral for a debt, to or in favour of the following:

- (i) directors or employees of the listed company or its subsidiaries;
- (ii) persons to whom the provision of financial assistance –
  - (aa) is necessary to facilitate the ordinary course of business of the listed company or its subsidiaries; or
  - (bb) pursuant to the ordinary course of business of the listed company or its subsidiaries,
    - such as the provision of advances to its sub-contractors or advances made to clients in the ordinary course of its moneylending business; or
- (iii) the subsidiaries or associated companies of the listed company, the listed company (in the case of the subsidiaries providing the financial assistance) or its immediate holding company which is listed;

the board of directors of the listed company must ensure that the provision of financial assistance referred to above is fair and reasonable to the listed company and is not to the detriment of the listed company and its shareholders. The said provision of financial assistance shall be implemented on short term basis, of which the period should be no more than three (3) years. The above provisions under Rule 8.25 of the Listing Requirements, however, do not apply to the provision of financial assistance provided to or in favour of the listed corporation or wholly-owned subsidiaries of the listed corporation.

In compliance with Rule 10.09(2) of the Listing Requirements, Guidance Note 8, and in view of the frequent nature of such transactions, OCK hereby proposes to seek shareholders' approval for the Proposed Renewal of and New Shareholders' Mandate for the RRPTs. The Proposed Renewal of and New Shareholders' Mandate, if approved by the shareholders at the forthcoming AGM, will be subject to annual renewal. In this respect, any authority conferred by the Proposed Renewal of and New Shareholders' Mandate, shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

Approval from the shareholders will thereafter be sought for renewal of the shareholders' mandate at each subsequent AGM subject to satisfactory review by the Audit Committee of the Company of its continued application to related party transaction.



Disclosure will be made in the Annual Report of the Company of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and in the Annual Report for the subsequent financial year during which the shareholders' mandate remain in force containing the following information:

- (a) the type of recurrent transaction made; and
- (b) the names of the Related Parties involved in each type of recurrent transactions made and their relationships with the listed company.

## 2.2 The Classes of Related Party and Nature of Transactions

The principal activity of OCK is investment holding. It holds equity interest in subsidiaries and associated companies that are engaged in, *inter-alia* the provision of turnkey telecommunication network services.

The principal activities of its subsidiaries which are involved in the Proposals are set out below:

Subsidiaries	Effective Interests (%)	Principal Activities
OCK Setia Engineering Sdn Bhd ("OCK Setia")	100	Provision of turnkey telecommunications network services.
Delicom Sdn Bhd ("Delicom")	100	Provision of telecommunications network services focusing on network deployment services.
Firatel Sdn Bhd ("Firatel")	61	Trading of telecommunications network equipment and materials.
EI Power Technologies Sdn Bhd ("EI Power")	52	Provision of green energy and power solutions.
Steadcom Sdn Bhd ("Steadcom")	51	Provision of telecommunications network services primarily focusing on network planning, design and optimisation.
Smartbean Systems Sdn Bhd ("Smartbean") #	51	Trading of test and verification equipment for telecommunications providers.
Dynasynergy Services Sdn Bhd ("Dynasynergy Services")	51	Provision of operations, engineering and maintenance services in telecommunications sector and other sectors

# *Smartbean has ceased to be a subsidiary of OCK on 14 March 2014.*

It is anticipated that the Group would, in the normal course of business, enter into transactions, with classes or related parties as set out in Section 2.2.1 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time and from time to time.

### 2.2.1 Classes of Related Parties

The Proposal will apply to transactions with Related Parties as described below:

#### (i) Major Shareholder

Name of Major Shareholder	Relationship	Principal Activities
Aliran Armada Sdn Bhd ("Aliran Armada")	<ul style="list-style-type: none"> <li>• Major Shareholder in OCK with effective control of 49.22% of the equity of OCK.</li> </ul>	Investment holding

(ii) **Directors**

<b>Name of Directors</b>	<b>Relationship</b>	<b>Principal Activities</b>
Ooi Chin Khoon	<ul style="list-style-type: none"><li>• Director and substantial shareholder of Aliran Armada.</li><li>• Managing Director and substantial shareholder of OCK with effective control of 51.01% of the equity of OCK.</li><li>• Director of Firatel, EI Power, Steadcom and Dynasynergy Services, the non-wholly-owned subsidiaries of OCK Setia.</li></ul>	N/A
Abdul Halim Bin Abdul Hamid (“Abdul Halim”)	<ul style="list-style-type: none"><li>• Director and substantial shareholder of Aliran Armada.</li><li>• Deputy Executive Chairman of OCK and substantial shareholder of OCK with effective control of 49.22% of the equity of OCK.</li></ul>	N/A
Low Hock Keong	<ul style="list-style-type: none"><li>• Director of Aliran Armada.</li><li>• Executive Director and shareholder of OCK.</li><li>• Director of Firatel, Steadcom and Dynasynergy Services, the non-wholly-owned subsidiaries of OCK Setia.</li></ul>	N/A
Lee Kong Jin	<ul style="list-style-type: none"><li>• Director and substantial shareholder in Firatel. Firatel is a 61% owned subsidiary of OCK Setia.</li></ul>	N/A
Mohamed Zulfikar Bin Ahmad (“Mohamed Zulfikar”)	<ul style="list-style-type: none"><li>• Director and shareholder in Dynasynergy Services Sdn Bhd. Dynasynergy Services is a 51% owned subsidiary of OCK Setia.</li></ul>	N/A

(iii) **Persons Connected to Major Shareholder and Directors**

<b>Name</b>	<b>Relationship</b>	<b>Principal Activities</b>
Modern Net Sdn Bhd (“Modern Net”)	<ul style="list-style-type: none"><li>• Lee Kong Jin is a director and substantial shareholder of Modern Net.</li></ul>	Provision of rental, services and maintenance and trading of telecommunication equipment
Dynasynergy Sdn Bhd (“Dynasynergy”)	<ul style="list-style-type: none"><li>• Mohamed Zulfikar Bin Ahmad is a director and substantial shareholder of Dynasynergy.</li></ul>	Provision of operations, engineering and maintenance services in telecommunication sectors and other sectors

## 2.2.2 Nature of Transactions

The nature of the RRPTs and the provision of financial assistance within the Group which are to be covered by the Proposal are detailed below:

### Proposed Renewal of Shareholders' Mandate

Related Parties	Nature of Transaction	Company in the OCK Group Involved	Interested Directors / Major Shareholders / Persons Connected to Directors or Major Shareholders	Value of Transaction (RM'000)		
				Estimated Value as disclose in the preceding year's circular to shareholder dated 3 May 2013	Actual value transacted from 27 May 2013 (last EGM date) until the LPD	Estimated Value of transaction from the forthcoming AGM on 28 May 2014 to the date of next AGM
<b>Nature of RRPTs</b>						
Modern Net	Rental of testing equipment by Modern Net	OCK Setia	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	120	0	0
Modern Net	Purchase of telecommunication equipment by OCK Setia	OCK Setia	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	20	15	0
Modern Net	Rental of telecommunication testing equipment by OCK Setia	OCK Setia	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	15	0	0
Modern Net	Rental of warehouse to Firatel*	Firatel	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	20	3	20
	Purchase of telecommunication equipment from Firatel			10	2	10

## 2.2.2 Nature of Transactions (Cont'd)

Related Parties	Nature of Transaction	Company in the OCK Group Involved	Interested Directors / Major Shareholders / Persons Connected to Directors or Major Shareholders	Value of Transaction (RM'000)		
				Estimated Value as disclose in the preceding year's circular to shareholder dated 3 May 2013	Actual value transacted from 27 May 2013 (last EGM date) until 14 April 2014	Estimated Value of transaction from the forthcoming AGM on 28 May 2014 to the date of next AGM
<b>Nature of RRPTs</b>						
Modern Net	Purchase of telecommunication equipment from Delicom	Delicom	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	100	0	0
Ooi Chin Khoon	Rental of headquarters to OCK Setia**	OCK Setia	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong	263	242	286
Modern Net	Purchase of telecommunication equipment from Modern Net	Smartbean #	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	150	0	0
Modern Net	Purchase of telecommunication equipment from Smartbean	Smartbean #	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	150	255	0
Modern Net	Rental of telecommunication equipment from Smartbean	Smartbean #	Aliran Armada Ooi Chin Khoon Abdul Halim Low Hock Keong Lee Kong Jin	100	3	0
<b>Total</b>				<b>948</b>	<b>520</b>	<b>316</b>

**Notes:**

- \* Rental payable by Modern Net for renting of warehouse space measuring at No.32, Jalan TPP 1/12, Taman Industri Puchong, Batu 12, Jalan Puchong, 47160 Puchong, Selangor from Firatel
- \*\* Rental payable by OCK Setia for renting of office measuring 8,000 s.f. at No. 11 & 13, Jalan Puteri 2/6, Bandar Puteri, 47100 Puchong, Selangor from Ooi Chin Koon for a monthly rental of RM21,964.
- # Smartbean has ceased to be a subsidiary for OCK on 14 March 2014.

## 2.2.2 Nature of Transactions (Cont'd)

### Proposed New Shareholders' Mandate

Related Parties	Nature of Transaction	Company in the OCK Group Involved	Interested Directors / Major Shareholders / Persons Connected to Directors or Major Shareholders	Value of Transaction (RM'000)
				Estimated Value of transaction from the forthcoming AGM on 28 May 2014 to the date of next AGM
<b>Nature of RRPTs</b>				
Dynasynergy	Provision of operations, engineering and maintenance services in telecommunications sector and other sectors	Dynasynergy Services	Mohamed Zulfikar Ooi Chin Khoon Low Hock Keong	10,000
<b>Total</b>				<b>10,000</b>

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## 2.2.2 Nature of Transactions (Cont'd)

### Proposed Renewal of Shareholders' Mandate

Related Parties	Nature of Transaction	Company in the OCK Group Involved	Interested Directors / Major Shareholders / Persons Connected to Directors or Major Shareholders	Value of Transaction (RM'000)		
				Estimated Value as disclose in the preceding year's circular to shareholder dated 3 May 2013	Actual value transacted from 27 May 2013 (last EGM date) until 14 April 2014	Estimated Value of transaction from the forthcoming AGM on 28 May 2014 to the date of next AGM
<b>Provision of Financial Assistance</b>						
• Firatel	• Pooling of funds within OCK Group via centralised treasury management function on a short or medium term basis, for a period of no more than three (3) years, commencing from the date of listing on 17 July 2012.	OCK Setia	Aliran Armada Abdul Halim Ooi Chin Khoon Low Hock Keong Lee Kong Jin	1,000	0	1,000
• EI Power	• Provision of guarantee, indemnity or such other collaterals to or in favour of another person which is necessary in order to procure a contract or secure work from the other person or to enable the other person to commence and/or complete a contract for Firatel, EI Power and Steadcom respectively.	OCK Setia	Aliran Armada Abdul Halim Ooi Chin Khoon	20,000	20,243	22,000
• Steadcom		OCK Setia	Aliran Armada Abdul Halim Ooi Chin Khoon Low Hock Keong	1,000	397	1,000
<b>Total</b>				<b>22,000</b>	<b>20,640</b>	<b>24,000</b>

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## 2.2.2 Nature of Transactions (Cont'd)

### Proposed New Shareholders' Mandate

Related Parties	Nature of Transaction	Company in the OCK Group Involved	Interested Directors / Major Shareholders / Persons Connected to Directors or Major Shareholders	Value of Transaction (RM'000)
				Estimated Value of transaction from the forthcoming AGM on 28 May 2014 to the date of next AGM
<b>Provision of Financial Assistance</b>				
<ul style="list-style-type: none"> <li>Dynasynergy</li> </ul>	<ul style="list-style-type: none"> <li>Provision of guarantee, indemnity or such other collaterals to or in favour of another person which is necessary in order to procure a contract or secure work from the other person or to enable the other person to commence and/or complete a contract for Firatel, EI Power and Steadcom respectively.</li> </ul>	OCK Group	Aliran Armada Abdul Halim Ooi Chin Khoon Low Hock Keong	1,000
<b>Total</b>				<b>1,000</b>

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### **2.3 Procedures engaged to determine transaction prices**

To ensure that the RRPTs are conducted on terms not more favourable to the Related Parties than those generally available to the public at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be detrimental to minority shareholders, the management will ensure that the transactions with the Related Parties will only be entered into after taking into account the pricing, expertise required and other related factors.

The procedures and principles established by the Company are as follows:

- (i) The rental of properties shall be at the prevailing market rates for the same or substantially similar properties and shall be in line with industry norms;
- (ii) The negotiation of and entrance into agreements and other material contracts in relation to the rental of testing equipment will be undertaken on contractual terms and conditions in line with industry norms and practices; and
- (iii) The purchase of goods shall be based on normal commercial terms and transacted at the prevailing market prices.

At least two (2) other contemporaneous transactions with unrelated parties for similar products/services and/or quantities will be used as comparison, where possible to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparable pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms of transactions with third parties, business practices and policies and on terms which are generally in line with industry norms in order to ensure that the RRPTs are not detrimental to OCK and OCK Group.

### **2.4 Threshold of Authority**

There are no specific thresholds for approval of RRPTs within the OCK Group. However, all RRPTs are subject to the approval of the Board. Where any Director has interests (direct or indirect) in any RRPTs, such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stated in Section 2.5 of this Circular, are inadequate and to ensure that:

- (i) RRPTs will be conducted at arm's length and on normal commercial terms which are more favourable to the Related Parties than those generally available to the public; and
- (ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders,

the Company will obtain a fresh shareholders' mandate.

### **2.5 Review Procedures and Practices in relation to RRPTs**

To monitor the RRPTs, the following review procedures will be implemented:

- (i) The interested Directors and Major Shareholders are required to declare and disclose to the Board in a timely manner on transactions in which they are deemed interested.
- (ii) Records will be maintained by the Management to capture all RRPTs which are entered into pursuant to the Proposed Renewal of and New Shareholders' Mandate.
- (iii) Records pertaining to the RRPTs will be kept and monitored by the Management. The status of these RRPTs (including debt settlement/collection, interest charges/late payment charges) will be monitored by the Management.
- (iv) Where applicable, the terms of the pricing of the RRPTs will be consistent with the Group's usual business practices and policies and will take into consideration the terms and conditions, level of service and expertise required, reliability and consistency of products and services as compared to the prevailing market rate of prices, and general practices by other service providers of similar capacity and capability.



(v) In accordance with the Listing Requirements, disclosure in relation to the breakdown of the aggregate value of the RRPTs entered into during the financial year based on amongst others, the following information:

(a) the type of RRPTs; and

(b) the names of the Related Parties involved in each type of RRPTs made and their relationship with the Company

will be made in the Company's annual reports for the financial years during which the shareholders' mandate are in force.

(vi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Proposed Renewal of and New Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to.

(vii) All RRPTs will be reviewed by the Audit Committee on a quarterly basis. The Audit Committee undertakes to ensure that the RRPTs entered into are conducted:

(a) at arm's length;

(b) on normal commercial terms;

(c) on terms not more favourable to the Related Parties than those generally available to the public;

(d) in the Company's opinion, are not detrimental to the minority shareholders; and

(e) in the best interest of OCK Group.

In their periodic review of such transactions, the Audit Committee may, as it deems fit, request for additional information from independent sources.

(viii) Where any Director has an interest (direct or indirect) in any RRPTs, such Director shall abstain from deliberation and voting at the board meetings on the matter. Where any member of the Audit Committee is interested in any transactions, that member shall abstain from voting on any matter relating to any decisions to be taken by the Audit Committee with respect to such transactions.

An interested Director or interested Major Shareholder must ensure that persons connected with him will abstain from voting on the resolution approving the transactions.

## **2.6 Statement by the Audit Committee**

The Audit Committee has reviewed the procedures mentioned in Section 2.5 of this Circular and is of the view that:

(i) the said review procedures are sufficient to ensure that transactions are made at arm's length and on normal commercial terms not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders; and

(ii) OCK and its subsidiaries have in place adequate procedure to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

## **2.7 Amounts due and owing by Related Parties**

As at end of financial year ended 31 December 2013, none of sums due and owing by the Related Parties, have exceeded the credit terms.

## **3. CONDITION FOR THE PROPOSALS**

The Proposals are conditional upon approval being obtained from the shareholders of the Company at the forthcoming AGM. The Proposals are not conditional upon any other proposal and are not inter-conditional.

#### **4. RATIONALE FOR THE PROPOSALS**

The rationale for and benefits of the Proposed Renewal of and New Shareholders' Mandate to the OCK Group are as follows:

- (i) Most of these RRPTs are existing arrangements which have been in place prior to the listing of OCK and are revenue in nature and are necessary for OCK Group's day-to-day operations. In order to minimize unnecessary expenditure and time to convene a general meeting for this purpose alone, the Board is seeking shareholders' mandate in respect of the RRPTs and provision of financial assistance.

The Board is also seeking a mandate pursuant to Rule 10.09 of the Listing Requirements for the RRPTs described in Section 2.2.2 of this Circular with the class of related parties specified in Section 2.2.1 above to allow OCK and its subsidiaries to enter into such RRPTs made on arm's length basis and on normal commercial terms and which are not prejudicial to the interests of the minority shareholders.

The obtaining of the proposed mandate on an annual basis would eliminate the need to convene separate meetings from time to time to seek shareholders' approval as and when potential RRPTs arise; thereby reducing substantially administrative time and expenses associated with convening of such meetings, without compromising the corporate objectives of OCK or adversely affecting the business opportunities available to the Group.

- (ii) The OCK Group has established relationships with the Related Parties, and share complementary activities in one or more of its principal business activities with the Related Parties. It is therefore in the interests of the OCK Group to transact with such Related Parties (in addition to their transactions with third parties in the ordinary course of business) so that the Group can enjoy synergistic benefits, where applicable. Therefore, the Recurrent Transactions entered into with the Related Parties represent business decisions, which are undertaken for legitimate and bona fide business purposes, after a thorough assessment of the merits and increased efficiency of these transactions, pursuant to the review procedures as outlined in Section 2.5 above.

In particular, the benefits to be derived from the Recurrent Transactions are as follows:

- (a) For several years, OCK Setia, has been renting office premises belonging to Ooi Chin Khoon, a related party as corporate offices to house its management teams and to conduct its business. The rentals of premises from the related parties have provided continuity in terms of tenancy and thus, minimize any disruption in business operations.
  - (b) The rental of office space to the related parties is to fully utilize the available office space and to generate income. The provision of financial assistance and management services will ensure efficient utilization of the financial and human resources of the Group.
  - (c) Modern Net has proven to be reliable in its delivery of services and products as well as fulfilling the quality expectations of the OCK Group. Due to previous business dealings with the Related Party, the Related Party is familiar with the Group's operations and is able to meet the group's business requirements.
- (iii) The procurement of the proposed general mandate for the provision of financial assistance within the Group would facilitate the pooling of funds within the OCK Group via a centralized treasury management function or such similar arrangement function or such similar arrangements in a short or medium term basis of not exceeding three (3) years.

In addition, the general mandate would also allow the OCK Group to bridge, on a temporary basis, as and when required, the working capital requirement which is necessary for the continuing operations of business. The repayment of financial assistance will be met by the cash flow arising from the business.

#### **5. FINANCIAL EFFECTS OF THE PROPOSAL**

The Proposed Renewal of and New Shareholders' Mandate will not have any effect on the share capital or the shareholdings of OCK. The Proposed Renewal of and New Shareholders' Mandate will also not have any material effect on the net assets, earnings, gearing and dividend policy of the OCK Group save for cost efficiencies arising from the general mandate received.

## 6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

The interested parties, Ooi Chin Khoon, Abdul Halim and Low Hock Keong are Directors and shareholders of OCK.

Ooi Chin Khoon, Abdul Halim and Low Hock Keong are interested in the Proposed Renewal of and New Shareholders' Mandate and accordingly, they have abstained and will continue to abstain from deliberation and voting at the Board Meetings of OCK in respect of the Proposed Renewal of and New Shareholders' Mandate in which they are interested.

In addition, Ooi Chin Khoon, Abdul Halim and Low Hock Keong will abstain from voting in respect of their direct and indirect interests on the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate in which they are interested to be tabled at the forthcoming AGM.

The aforementioned interested Major Shareholder and/or Directors of OCK have also undertaken to ensure that the persons connected to them will also abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposed Renewal of and New Shareholders' Mandate at the forthcoming AGM.

The direct and indirect shareholdings of the interested Directors, interested Major Shareholder and persons connected to them in OCK as per the Register of Directors' Shareholdings as at the LPD are as follows:

Interested Directors	No. of ordinary shares of RM0.10 each			
	Direct	%	Indirect	%
Ooi Chin Khoon	3,500,000	1.23	150,795,000 <sup>(a)</sup>	52.93
Low Hock Keong	7,360,000	2.58	1,578,000 <sup>(b)</sup>	0.55
Lee Kong Jin	258,000	0.09	-	-
<b>Interested Major Shareholder</b>				
Aliran Armada	148,765,000	52.22	-	-
<b>Interested Person Connected to Directors / Major Shareholders</b>				
Abdul Halim	-	-	148,765,000 <sup>(c)</sup>	52.22
Ooi Cheng Wah	830,000	0.29	-	-
Ooi Chin Lee	1,200,000	0.42	-	-
Hoh Moh Ying	1,578,000	0.55	-	-

**Notes:**

- (a) Deemed interested by virtue of his shareholding in Aliran Armada under Section 6A(4) of the Act and in his brothers, Ooi Cheng Wah's and Ooi Chin Lee's direct shareholdings in OCK.
- (b) Deemed interested in his Mother, Hoh Moh Ying's direct shareholding in OCK.
- (c) Deemed interested by virtue of his shareholding in Aliran Armada under Section 6A(4) of the Act.

Save as disclosed above, none of the other Directors, Major Shareholders or persons connected to the Directors or Major Shareholders of OCK have any interest, directly or indirectly, in the Proposed Renewal of and New Shareholders' Mandate.

## 7. DIRECTORS' RECOMMENDATION

The Directors (save for Ooi Chin Khoon, Abdul Halim and Low Hock Keong are of the opinion that the Proposed Renewal of and New Shareholders' Mandate is in the best interests of the Company and they accordingly with the exception of Ooi Chin Khoon, Abdul Halim and Low Hock Keong who have abstained from making a recommendation on the Proposed Renewal of and New Shareholders' Mandate in which they are interested) recommend that you vote in favour of the ordinary resolutions pertaining to the above to be tabled at the forthcoming AGM.

## **8. ANNUAL GENERAL MEETING**

The forthcoming AGM of the Company, notice of which is enclosed in the Annual Report 2013 and which is sent to you together with this Circular, 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 10.00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions pertaining to the Proposed Renewal of and New Shareholders Mandate.

You will also find enclosed herewith a copy of the Form of Proxy in this Circular. If you are unable to attend and vote in person at the AGM, you may complete and return the Form of Proxy in accordance with the instructions printed therein as soon as possible and in any event so as to arrive at the registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting in person should you subsequently decide to do so.

## **9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board  
**OCK GROUP BERHAD**

**YBhg Dato' Syed Norulzaman Bin Syed Kamarulzaman**  
**Senior Independent Non-Executive Chairman**

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**FURTHER INFORMATION****1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of OCK and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

**2. MATERIAL LITIGATION**

Neither OCK nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff, defendant or as third party, which has a material effect on the financial position of OCK or its subsidiaries, and the Directors of OCK are not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of OCK or its subsidiaries.

**3. MATERIAL CONTRACTS**

Save as disclosed below, neither OCK nor its subsidiaries have entered into any contracts which are or may be material, not being contracts entered into in the ordinary course of business, within the past two (2) years up to the date of this Circular:

- (i) On 22 June 2012, OCK entered into an underwriting agreement with Alliance Investment Bank Berhad ("Alliance") and HwangDBS Investment Bank Berhad for the underwriting of 7,000,000 of the new shares to be issued pursuant to the initial public offering of OCK for an underwriting commission of 2.5% of the total value of the underwritten shares of OCK at the issue price. The underwriting agreement has since ceased with the listing of OCK on the Official list of the ACE Market of Bursa Securities on 17 July 2012;
- (ii) On 22 June 2012, OCK entered into a Sponsorship Agreement with Alliance for the appointment of Alliance as the sponsor to OCK for the period of one (1) full year from the date on which OCK is admitted on the official list of the ACE Market of Bursa Securities or such further period as may be agreed upon by the parties. In consideration of the services rendered by Alliance to OCK, OCK shall pay to Alliance a fee of RM225,00.00 for the period from July 2012 to December 2013 together with a service tax of RM5,625.00. However, on 5 August 2013, the Board of Directors of OCK had been informed by Alliance that Alliance is no longer eligible to act as a sponsor under the ACE Market Listing Requirements. The Company had also been informed by Alliance that, Bursa Securities had, on 30 August 2013, approved Alliance's application to continue to act as a Sponsor for OCK up to 31 October 2013. Pursuant to the above, the Board of Directors of OCK and Alliance have mutually agreed to discontinue Alliance's role as the Sponsor of OCK with effect from 1 November 2013. RHB Investment Bank Berhad has been appointed as the new Sponsor of the Company with effect from 1 November 2013 to 31 October 2014; and
- (iii) On 24 September 2012 and 9 November 2012, OCK Setia entered into sale and purchase agreement and supplemental agreement respectively with Gainvest Corporation (M) Sdn Bhd (collectively the "SPA") for the acquisition by OCK Setia of a freehold land together with a three (3)-storey factory building bearing the address of No. 18, Jalan Jurunilai U1/20, Hicom Glenmarie Industrial Park, Section U1, 40150 Shah Alam, Selangor Darul Ehsan for a total cash consideration of RM14,300,000.00 upon the terms and conditions of the SPA. The transaction was completed on 24 December 2012.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of OCK at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur during normal business hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the AGM:

- (i) Memorandum and Articles of Association of OCK;
- (ii) The material contracts referred to in paragraph 3 above; and
- (iii) Audited financial statements of OCK for the past two (2) financial years ended 31 December 2012 and 31 December 2013 respectively.