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

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OCK GROUP BERHAD

(Company No.: 955915-M)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- I. **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 290,488,499 NEW ORDINARY SHARES OF RM0.10 EACH IN OCK GROUP BERHAD ("OCK") ("OCK SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING OCK SHARES HELD TOGETHER WITH UP TO 290,488,499 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR, BASED ON AN ENTITLEMENT DATE AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS");**
- II. **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF OCK FROM RM100,000,000 COMPRISING 1,000,000,000 OCK SHARES TO RM200,000,000 COMPRISING 2,000,000,000 OCK SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL"); AND**
- III. **PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF OCK ("PROPOSED AMENDMENT")**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



RHB Investment Bank Berhad

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("EGM") of OCK Group Berhad ("Company"), which will be held at Garuda Room, Glenmarie Golf & Country Club, 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 5 October 2015 at 10.00 a.m., together with the Form of Proxy are enclosed herein.

You are entitled to attend, speak and vote at the EGM or appoint a proxy or proxies to attend, speak and vote for and on your behalf. In such event, you are requested to complete, sign and return the enclosed Form of Proxy in accordance to the instructions printed thereon 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 date and time fixed for holding the EGM as indicated below. The lodging of the Form of Proxy shall not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Saturday, 3 October 2015 at 10.00 a.m.

Date and time of the EGM : Monday, 5 October 2015 at 10.00 a.m.

This Circular is dated 11 September 2015

DEFINITIONS

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

"Act"	: The Companies Act, 1965
"ASEAN"	: Association of Southeast Asian Nations
"Board"	: The Board of Directors of OCK
"Bursa Depository" or "Depository"	: Bursa Malaysia Depository Sdn Bhd
"Bursa Securities"	: Bursa Malaysia Securities Berhad
"Circular"	: This circular dated 11 September 2015 in relation to the Proposals
"Code"	: Malaysian Code on Take-Overs and Mergers, 2010
"Deed Poll"	: The deed poll constituting the Warrants to be executed by the Company as supplemented from time to time
"Director(s)"	: The director(s) of OCK and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
"EGM"	: Extraordinary General Meeting
"Entitled Shareholders"	: The shareholders of OCK whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date
"Entitlement Date"	: The date as at the close of business (to be determined and announced later by the Board) on which shareholders of OCK's names appear in the Record of Depositors of the Company in order to participate in the Proposed Rights Issue with Warrants
"EPS"	: Earnings per Share
"ESOS"	: OCK's employees' share options scheme of up to 10% of the issued and paid-up share capital of OCK (excluding treasury shares, if any) at any point in time during the existence of the said scheme, which is effective from 1 December 2014 up to a period of five (5) years, or any extended period as may be determined by the Board at its absolute discretion up to a maximum of 10 years from the effective date of implementation. Each ESOS Option entitles the option holder to exercise into one (1) new OCK Share
"ESOS Options"	: Employees' share options under OCK's ESOS. Based on the issued and paid-up share capital as at the LPD, there are up to 52,816,090 ESOS Options which have yet to be granted. As at the LPD, there are no ESOS Options granted
"FPE"	: Financial period ended
"FYE"	: Financial year ended/ ending

DEFINITIONS (CONT'D)

"OCK" or the "Company"	:	OCK Group Berhad
"OCK Group" or the "Group"	:	OCK and its subsidiary companies, collectively
"OCK Share(s)"	:	Ordinary share(s) of RM0.10 each in OCK
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"LPD"	:	27 August 2015, being the latest practicable date prior to the printing and despatch of this Circular
"LTAT"	:	Lembaga Tabung Angkatan Tentera, being a major shareholder of OCK
"Market Day(s)"	:	Any day from Monday to Friday (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for the trading of securities
"Maximum Scenario"	:	Assuming all the 52,816,090 ESOS Options are granted and exercised prior to the Entitlement Date for the Proposed Rights Issue with Warrants
"Minimum Scenario"	:	Assuming none of the 52,816,090 ESOS Options are granted and exercised prior to the Entitlement Date for the Proposed Rights Issue with Warrants
"Maximum Subscription Level"	:	A maximum level of subscription of up to 290,488,499 Rights Shares together with up to 290,488,499 free Warrants pursuant to the Proposed Rights Issue with Warrants as determined by the Board
"NA"	:	Net assets
"PAT"	:	Profit after taxation
"Proposals"	:	The Proposed Rights Issue with Warrants, the Proposed Increase in Authorised Share Capital and the Proposed Amendment, collectively
"Proposed Amendment"	:	The proposed amendment to the Memorandum of Association of OCK
"Proposed Increase in Authorised Share Capital"	:	The proposed increase in the authorised share capital of OCK from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares
"Proposed Rights Issue with Warrants"	:	The proposed renounceable rights issue of up to 290,488,499 Rights Shares on the basis of one (1) Rights Share for every two (2) existing OCK Shares held, together with up to 290,488,499 Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, based on the Entitlement Date at an issue price to be determined later
"Record of Depositors"	:	A record of depositors established by Bursa Depository under the Rules of Depository
"RHBIB" or the "Adviser"	:	RHB Investment Bank Berhad

DEFINITIONS (CONT'D)

"Rights Share(s)"	:	Up to 290,488,499 new OCK Shares to be issued pursuant to the Proposed Rights Issue with Warrants
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"SC"	:	Securities Commission Malaysia
"Undertakings"	:	Irrevocable undertakings from Aliran Armada Sdn Bhd and Ooi Chin Khoon, being the substantial shareholders of OCK, to fully subscribe for their respective entitlements under the Proposed Rights Issue with Warrants based on their respective shareholdings
"Undertaking Shareholders"	:	Certain substantial shareholders of OCK, namely Aliran Armada Sdn Bhd and Ooi Chin Khoon, who have given the Undertakings
"WAMP"	:	Weighted average market price
"Warrant(s)"	:	Up to 290,488,499 free detachable warrants in OCK to be issued pursuant to the Proposed Rights Issue with Warrants

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

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 a reference to Malaysian time, unless otherwise specified.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Group's plans and objectives will be achieved.

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OCK GROUP BERHAD

(Company No.: 955915-M)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office

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

11 September 2015

Board of Directors

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

To: The Shareholders of OCK Group Berhad

Dear Sir/ Madam,

- I. PROPOSED RIGHTS ISSUE WITH WARRANTS;
- II. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND
- III. PROPOSED AMENDMENT

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

1. INTRODUCTION

On 14 July 2015, RHBIB had, on behalf of the Board, announced that the Company proposed to undertake the following:-

- i. A renounceable rights issue of up to 290,488,499 Rights Shares on the basis of one (1) Rights Share for every two (2) existing OCK Shares held together with up to 290,488,499 Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, based on the Entitlement Date;
- ii. An increase in authorised share capital of OCK from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares; and
- iii. Amendment to the Memorandum of Association of OCK.

On 2 September 2015, RHBIB had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 2 September 2015, resolved to approve the following:-

- i. Admission to the official list of Bursa Securities and the listing of up to 290,488,499 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants;
- ii. Listing of up to 290,488,499 Rights Shares to be issued pursuant to the Proposed Rights Issue with Warrants; and
- iii. Listing of up to 290,488,499 new OCK Shares to be issued arising from the exercise of the Warrants,

on the Main Market of Bursa Securities, subject to the conditions as disclosed in Section 7 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF OCK WITH THE RELEVANT INFORMATION ON THE PROPOSALS, AS WELL AS TO SEEK THE APPROVAL FROM THE SHAREHOLDERS OF OCK FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF THE FORTHCOMING EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

SHAREHOLDERS OF OCK ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 Proposed Rights Issue with Warrants

2.1.1 Details of the Proposed Rights Issue with Warrants

The Proposed Rights Issue with Warrants entails an issuance of up to 290,488,499 Rights Shares on a renounceable basis of one (1) Rights Share for every two (2) existing OCK Shares held, together with up to 290,488,499 Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, by the Entitled Shareholders on the Entitlement Date.

The issued and paid-up share capital of OCK as at the LPD is RM52,816,091 comprising 528,160,908 OCK Shares. In addition, based on the issued and paid-up share capital of OCK as at the LPD, there are up to 52,816,090 ESOS Options which have yet to be granted. Each ESOS Option entitles the option holder to exercise into one (1) new OCK Share. The ESOS was approved by the shareholders of OCK at the EGM held on 2 September 2014, of which the effective date of the ESOS was 1 December 2014. Since the effective date, OCK has yet to grant any ESOS Option.

Assuming all the 52,816,090 ESOS Options have been granted and exercised prior to the Entitlement Date, a total of 290,488,499 Rights Shares together with 290,488,499 Warrants will be issued in the event all the Entitled Shareholders and/ or their renounee(s) fully subscribe for their entitlements under the Proposed Rights Issue with Warrants. In addition, upon full exercise of the 290,488,499 Warrants, a total of 290,488,499 new OCK Shares will be issued.

The Proposed Rights Issue with Warrants is to be undertaken on a maximum subscription level basis as detailed in Section 2.1.4 of this Circular. The actual number of the Rights Shares and Warrants to be issued pursuant to the Proposed Rights Issue with Warrants would depend on the issued and paid-up share capital of the Company as at the Entitlement Date.

The Warrants will be immediately detached from the Rights Shares upon issuance and will be traded separately. The Warrants will be issued in registered form and constituted by a Deed Poll to be executed by the Company as supplemented from time to time.

The Proposed Rights Issue with Warrants is renounceable in full or in part. Accordingly, the Entitled Shareholders who renounce all or any part of their entitlements to the Rights Shares provisionally allotted to them under the Proposed Rights Issue with Warrants will simultaneously relinquish any accompanying entitlement to the Warrants. For the avoidance of doubt, the Rights Shares and the Warrants are not separately renounceable. Any unsubscribed Rights Shares together with the Warrants, will be made available to other Entitled Shareholders and/ or their renounee(s) under the excess Rights Shares application, and is intended to be allocated on a fair and equitable basis.

Fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company.

For illustrative purposes throughout this Circular, the effects of the Proposed Rights Issue with Warrants shall be illustrated based on the Minimum Scenario and the Maximum Scenario.

2.1.2 Basis of determining and justification for the issue price of the Rights Shares

The issue price of the Rights Shares shall be determined and fixed by the Board at a later date after receipt of all relevant approvals but before the announcement of the Entitlement Date, at a price that is deemed appropriate after taking into consideration the theoretical ex-rights price of OCK Shares based on the five (5)-day WAMP of OCK Shares immediately preceding the price fixing date.

It is the intention of the Board to set the final issue price of the Rights Shares at a discount ranging from 20.0% to 45.0% to the theoretical ex-rights price based on the five (5)-day WAMP of OCK Shares immediately preceding the price fixing date and in any event shall not be lower than the par value of OCK Shares. The discount of the issue price of the Rights Shares shall be determined by the Board after taking into consideration the following:-

- i. The issue price of the Rights Shares shall be deemed sufficiently attractive to encourage the subscription of the Rights Shares by the Entitled Shareholders whilst taking into consideration the funding requirements of OCK Group as set out in Section 2.1.8 of this Circular; and
- ii. The historical price movement of OCK Shares.

For illustrative purposes only, the Rights Shares are assumed to be issued at an indicative issue price of RM0.50 per Rights Share, which represents a discount of approximately 31.51% to the theoretical ex-rights price of OCK Shares of RM0.73, calculated based on the five (5)-day WAMP of OCK Shares up to and including 7 July 2015, being the latest practicable date prior to the announcement, of RM0.84.

2.1.3 Basis of determining and justification for the exercise price of the Warrants

The Warrants attached to the Rights Shares will be issued at no cost to the Entitled Shareholders and/ or their renounee(s) who subscribe for the Rights Shares.

The exercise price of the Warrants will be determined and fixed by the Board at a later date after receipt of all relevant approvals but before the announcement of the Entitlement Date and at a premium or discount to the theoretical ex-rights price of OCK Shares based on the five (5)-day WAMP of OCK Shares immediately preceding the price-fixing date, after taking into consideration the following:-

- i. The historical price movement of OCK Shares;
- ii. The potential future earnings of OCK Group; and
- iii. That the Warrants will be issued at no cost to the Entitled Shareholders and/ or their renounee(s) who successfully subscribe for the Rights Shares.

In any event, the exercise price of the Warrants will not be lower than the par value of OCK Shares of RM0.10 each.

For illustrative purposes only, the exercise price of the Warrants is assumed to be at RM0.73 per Warrant, which represents the theoretical ex-rights price of OCK Shares, calculated based on the five (5)-day WAMP of OCK Shares up to and including 7 July 2015, being the latest practicable date prior to the announcement, of RM0.84.

2.1.4 Substantial shareholders' undertakings and underwriting arrangement

The Board has determined to undertake the Proposed Rights Issue with Warrants on a maximum subscription level basis via the issuance of up to 290,488,499 Rights Shares. The Maximum Subscription Level has been determined by the Board after taking into consideration the level of funds that the Company intends to raise from the Proposed Rights Issue with Warrants which will be channelled towards the proposed utilisation of proceeds as set out in Section 2.1.8 of this Circular. As such, the Proposed Rights Issue with Warrants is not subject to any minimum subscription level in view that the Undertakings are provided to the Company and the remaining portion of the Rights Shares with Warrants for which no Undertakings have been obtained shall be fully underwritten, further details of which are disclosed below.

Certain substantial shareholders of OCK, namely Aliran Armada Sdn Bhd and Ooi Chin Khoo, had, on 13 July 2015, provided their respective irrevocable undertakings to subscribe in full for their respective entitlements under the Proposed Rights Issue with Warrants based on their shareholdings as at 7 July 2015, and also any additional entitlements under the Proposed Rights Issue with Warrants, in the event that they increase their shareholdings in OCK from 7 July 2015 up to and including the Entitlement Date.

A summary of the Undertakings is set out below:-

Undertaking Shareholders	Shareholdings as at the LPD		Entitlements and Undertakings under the Proposed Rights Issue with Warrants	
	No. of Shares	%	No. of Shares	% ^{*1}
Aliran Armada Sdn Bhd	210,322,500	39.82	105,161,250	36.20
Ooi Chin Khoo	5,250,000	0.99	2,625,000	0.90
Total	215,572,500	40.81	107,786,250	37.10

Note:-

*1 Calculated based on a total of up to 290,488,499 Rights Shares available for subscription under the Maximum Scenario

Accordingly, for illustrative purposes only, based on the indicative issue price of RM0.50 per Rights Share, the funding requirements for the Undertaking Shareholders pursuant to their Undertakings are approximately RM53.89 million. The Undertaking Shareholders have confirmed that they have sufficient financial resources to fulfil the Undertakings. The said confirmation has been verified by RHBIB, the Adviser for the Proposals.

Under the Maximum Subscription Level basis, the remaining portion of the Rights Shares with Warrants for which no Undertakings have been obtained shall be fully underwritten. For illustrative purposes only, the underwriting arrangement is set out below:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	%	No. of Shares	%
Total number of Rights Shares to be issued	264,080,454	100.00	290,488,499	100.00
Less: Rights Shares pursuant to the Undertakings	107,786,250	40.82	107,786,250	37.10
Total number of Rights Shares and percentage to be underwritten	156,294,204	59.18	182,702,249	62.90

The underwriting arrangement shall be made once all relevant approvals have been procured and prior to the announcement of the Entitlement Date. The underwriting commissions will be fully borne by the Company at arms' length and based on normal commercial terms. Further details on the underwriting agreement will be disclosed in the abridged prospectus to be issued by the Company at a later date.

Based on the aforesaid basis and Undertakings, the Proposed Rights Issue with Warrants is not expected to give rise to any mandatory general offer obligation pursuant to the Code.

2.1.5 Ranking of the Rights Shares and new OCK Shares to be issued arising from the exercise of the Warrants

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

The new OCK Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing OCK Shares, save and except that the new OCK Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of the said new OCK Shares.

2.1.6 Listing of and quotation for the Rights Shares, Warrants and new OCK Shares to be issued arising from the exercise of the Warrants

The approval from Bursa Securities has been obtained vide its letter dated 2 September 2015 for the admission of the Warrants to the official list of Bursa Securities as well as the listing of the Rights Shares, the Warrants and the new OCK Shares to be issued arising from the exercise of the Warrants, on the Main Market of Bursa Securities.

2.1.7 Indicative salient terms of the Warrants

The indicative salient terms of the Warrants are set out below:-

Issue size	:	Up to 290,488,499 Warrants to be issued in conjunction with the Proposed Rights Issue with Warrants to the Entitled Shareholders on the basis of one (1) Warrant for every one (1) Rights Share subscribed for
Form	:	The Warrants will be issued in registered form and constituted by the Deed Poll
Expiry date	:	The day falling five (5) years from and including the date of issue of the Warrants, provided that if such day falls on a day which is not a Market Day, then on the preceding market day
Exercise period	:	The Warrants may be exercised at any time during the tenure of the Warrants of five (5) years commencing on and including the date of issuance of the Warrants until 5.00 p.m. on the expiry date. Warrants not exercised during the exercise period will thereafter lapse and cease to be valid
Exercise price	:	The exercise price of the Warrants will be determined and fixed by the Board at a later date after receipt of all relevant approvals but before the announcement of the Entitlement Date
Exercise rights	:	Each Warrant shall entitle the registered holder of the Warrants to subscribe for one (1) new Share at any time during the exercise period at the exercise price, subject to adjustments in accordance with the provisions of the Deed Poll

- Mode of exercise : The registered holder of the Warrants is required to lodge a subscription form, as set out in the Deed Poll, with the Company's registrar, duly completed, signed and stamped and shall pay by way of Banker's Draft or Cashier's Order or Money Order or Postal Order drawn on a bank or post office in Malaysia for the aggregate of the exercise price payable when subscribing for the Shares
- Adjustments in the exercise price and/ or number of Warrants : The exercise price and/ or the number of unexercised Warrants in issue may be subject to adjustments in the event of any alteration in the share capital of the Company at any time during the tenure of the Warrants, whether by way of, amongst others, capital distribution (whether via a reduction of capital or otherwise, but excluding any cancellation of capital which is lost or unrepresented by available assets), rights issue of shares or convertible securities, bonus issue, consolidation or subdivision or conversion of shares, issuance of shares by way of capitalisation of profits or reserves or any other events in accordance with the provisions of the Deed Poll
- Board lot : For the purpose of trading on Bursa Securities, a board lot of Warrants shall be 100 units of Warrants, unless otherwise revised by the relevant authorities
- Ranking of new Shares to be issued pursuant to the exercise of the Warrants : The new Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the new Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of the new Shares arising from the exercise of the Warrants
- Rights of the Warrant holders : The holders of the Warrants are not entitled to any voting right or to participate in any dividends, rights, allotments and/ or other forms of distribution and/ or offer of further securities in OCK other than on winding up, compromise or arrangement of OCK as set out in the Deed Poll governing the Warrants until and unless such holders of the Warrants exercise their Warrants into new Shares

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Rights in the event of winding up, liquidation, compromise and/ or arrangement	: Where a resolution has been passed for a members' voluntary winding-up of the Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one (1) or more companies, then every holder of the Warrants shall be entitled upon and subject to the provisions of the Deed Poll at any time within six (6) weeks after the passing of such resolution for a members' voluntary winding-up of the Company or six (6) weeks after the granting of the court order approving the compromise or arrangement, by the irrevocable surrender of his/ her Warrants to the Company, elect to be treated as if he/ she had immediately prior to the commencement of such winding-up, compromise or arrangement exercised the exercise rights represented by his/ her Warrants to the extent specified in the relevant subscription forms and be entitled to receive out of the assets of the Company which would be available in liquidation as if he/ she had on such date been the holder of the new Shares to which he/ she would have been entitled to pursuant to such exercise
Listing Status	: The Warrants shall be listed and quoted on the Main Market of Bursa Securities
Modification to the terms and conditions of the Warrants	: Any modification to the provisions of the Deed Poll (including the form and content of the Warrant Certificate) requires sanction of a special resolution unless the amendments or additions are required to correct any typographical errors or are relating purely to administrative matters or are required to comply with any provisions of the prevailing laws or regulations of Malaysia or in the opinion of our Company, will not be materially prejudicial to the interest of the Warrant holders. Such amendments may be effected only by Deed Poll executed by the Company and expressed to be supplemental to the Deed Poll and subject to the relevant provisions of the Deed Poll being complied with
Governing law	: The Warrants and the Deed Poll shall be governed by the laws and regulations of Malaysia

2.1.8 Utilisation of proceeds

Based on the indicative issue price of RM0.50 per Rights Share, the Proposed Rights Issue with Warrants is expected to raise gross proceeds of up to RM145.24 million and the intended utilisation are set out below:-

	Timeframe for utilisation	Minimum Scenario RM'000	Maximum Scenario RM'000
Business expansion ¹	Within 24 months from completion	115,000	130,000
Working capital ²	Within 24 months from completion	14,690	12,894
Estimated expenses in relation to the Proposals ³	Upon completion	2,350	2,350
Total		132,040	145,244

Notes:-

¹ The proceeds earmarked for business expansion will be utilised to finance any organic business expansion as well as inorganic business expansion via mergers and acquisitions of OCK Group. As at the date of this Circular, the management of OCK is still exploring its options and has not determined the breakdown of the investment amount to be allocated between organic and inorganic business expansion.

Under OCK Group's organic business expansion, the Group intends to build new telecommunications infrastructure including towers, sites and in-building solution telecommunication equipment consisting of indoor antenna, radio frequency ("RF") splitter, RF coupler, hybrid combiner, RF cable and RF connector for indoor building coverage to lease to telecommunication operators in the ASEAN region. As at the date of this Circular, the management of OCK is still negotiating on the commercial terms and have not secured such contracts. In addition, the management of OCK has not determined the breakdown of the investment amount to be allocated to the various type of telecommunication infrastructure.

Continuing its regional expansion and its long term strategy to build a recurring income base, OCK Group also plans to expand via acquisitions of existing telecommunications infrastructure and businesses, such as towers, sites and in-building solution telecommunication equipment to lease to telecommunication operators in the ASEAN region. At present, OCK is offering telecommunication services to telecommunication operators in the ASEAN region via its existing offices in Malaysia, Indonesia, Cambodia, Singapore and Myanmar. Over the next two (2) years, OCK Group intends to extend its presence to other countries in the ASEAN region such as Vietnam, Laos, Thailand and others. As at the date of this Circular, the management of OCK is at the exploratory stages of determining which countries in the ASEAN region to enter into, while such decision shall also depend on any future potential contracts that OCK Group may secure in such countries.

In line with the above, the allocation of up to RM115.00 million and RM130.00 million of the proceeds raised under the Minimum Scenario and Maximum Scenario, respectively shall be utilised to finance any organic business expansion as well as any suitable and viable potential business(es)/ investment(s), within 24 months from completion of the Proposed Rights Issue with Warrants. As potential acquisition(s) of business(es)/ investment(s) may cost a substantial amount, part of the proceeds from the Proposed Rights Issue with Warrants may allow OCK Group to capitalise on suitable and viable investment opportunities as and when it arises, which in turn may generate positive returns to OCK Group in the future, thereby increasing OCK's shareholders' value.

As at the date of this Circular, the management of OCK is still exploring its options and will continuously seek and identify suitable business(es)/ investment(s) and/ or strategic acquisition(s).

The Company shall make the necessary announcements (in accordance with the Listing Requirements) as and when new business(es)/ investment(s) have been identified by the Board and are likely to materialise. If the nature of the transaction requires shareholders' approval pursuant to the Listing Requirements, the Board will seek the necessary approval from the shareholders of OCK.

In the event OCK Group is unable to fully utilise the allocated proceeds or identify any suitable and viable business(es)/ investment(s) within the timeframe stipulated (or any extended timeframe, if applicable), the proceeds allocated for business expansion shall be transferred for working capital purposes of OCK Group.

² The proceeds earmarked for working capital will be utilised to finance the Group's day-to-day operations and is expected to be utilised in the following manner:-

	Minimum Scenario RM'000	Maximum Scenario RM'000
Payment to trade creditors	12,000	10,000
Employee salaries	2,000	2,000
General expenses (such as utilities and office expenses)	690	894
Total	14,690	12,894

The actual amount to be utilised by each component of working capital may differ subject to the operating requirements at the time of utilisation. The proceeds to be raised are expected to improve the Group's cash flow and fund its operating expenses.

³ The proceeds earmarked for estimated expenses in relation to the Proposals shall be utilised as set out below:-

	RM'000
<i>Professional fees and underwriting commission (i.e. adviser, underwriter, reporting accountant and solicitors)</i>	2,120
<i>Regulatory fees</i>	100
<i>Other incidental expenses in relation to the Proposals</i>	130
Total	<u>2,350</u>

Any variation to the amount of proceeds to be raised, which is dependent upon the actual number of Rights Shares to be issued and the issue price of the Rights Shares to be fixed, will be adjusted against the working capital.

Pending utilisation of the proceeds from the Proposed Rights Issue with Warrants for the above purposes, the proceeds will be placed in deposits with financial institutions or short-term money market instruments. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional working capital of the Group.

The gross proceeds to be raised from the exercise of the Warrants are dependent on the total number of Warrants exercised during the tenure of the Warrants as well as the final exercise price of the Warrants. For illustrative purposes only, the maximum gross proceeds that are expected to be raised upon the full exercise of Warrants is approximately RM212.06 million based on the indicative exercise price of RM0.73 per Warrant. The gross proceeds to be raised from the exercise of Warrants will be utilised as additional working capital to finance the Group's day to day operations. The proceeds may be utilised to finance, amongst others, employee salaries, payment to trade creditors as well as general expenses such as utilities and office expenses, the breakdown of which have not been determined at this juncture.

2.1.9 Foreign Entitled Shareholders

This Circular is issued for the purposes of, inter-alia, explaining the details of the Proposed Rights Issue with Warrants and does not constitute the making available of, an offer of, or an invitation by or on behalf of OCK for the subscription or purchase of any securities.

The abridged prospectus which will be issued in connection with the Proposed Rights Issue with Warrants, together with its accompanying documents, have not and will not be made to comply with the laws of any jurisdiction other than Malaysia, and have not and will not be registered under any applicable securities legislation of any jurisdiction other than Malaysia or with or by any regulatory authorities or other relevant bodies of any jurisdiction other than Malaysia, and the Proposed Rights Issue with Warrants will not be offered for subscription in any country other than Malaysia.

Accordingly, the documents relating to the Proposed Rights Issue with Warrants will only be sent to the Entitled Shareholders who have a registered address or an address for service in Malaysia as registered in the Record of Depositors of OCK on the Entitlement Date. The Entitled Shareholders who do not have a registered address or an address for service in Malaysia as registered in the Record of Depositors of OCK on the Entitlement Date ("Foreign Entitled Shareholders") and who wish to change their addresses to Malaysia should inform their respective stockbrokers to effect the change of address. Such notification should be done prior to the Entitlement Date.

Alternatively, such Foreign Entitled Shareholders may collect the abridged prospectus from the Company's share registrar who shall be entitled to request for such evidence as they deem necessary to satisfy themselves as to the identity and authority of the person collecting the abridged prospectus.

Foreign Entitled Shareholders may only exercise their rights in respect of the Proposed Rights Issue with Warrants to the extent that it would be lawful to do so, and OCK and/ or RHBIB would not, in connection with the Proposed Rights Issue with Warrants, be in breach of the laws of any jurisdiction which the Foreign Entitled Shareholders and/ or their renounee(s) might be subject to.

Foreign Entitled Shareholders will be responsible for payment of any issue, transfer or any other taxes or other requisite payments due in such jurisdiction and OCK shall be entitled to be fully indemnified and held harmless by such foreign applicants for any such issue, transfer or any other taxes or duties. They will have no claims whatsoever against OCK, OCK's share registrar and/ or RHBIB in respect of their rights or entitlement under the Proposed Rights Issue with Warrants. Such applicants should also consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to exercise their rights in respect of the Proposed Rights Issue with Warrants.

Foreign Entitled Shareholders shall be solely responsible to seek advice as to the laws of any jurisdiction to which they may be subject to, and participation by the Foreign Entitled Shareholders in the Proposed Rights Issue with Warrants shall be on the basis of a warranty by them that they may lawfully so participate without OCK and/ or RHBIB being in breach of the laws of any jurisdictions.

Neither OCK, RHBIB nor any other advisers to the Proposed Rights Issue with Warrants shall accept any responsibility or liability in the event that any acceptance of a Foreign Entitled Shareholder of his/ her rights in respect of the Proposed Rights Issue with Warrants is or shall become illegal, unenforceable, voidable or void in any country or jurisdiction.

2.2 Proposed Increase in Authorised Share Capital

The Proposed Increase in Authorised Share Capital involves the increase in the authorised share capital of the Company from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares by way of creation of an additional 1,000,000,000 new OCK Shares, to cater for any increases in the share capital of the Company pursuant to the Proposed Rights Issue with Warrants, exercise of the Warrants and any other future corporate exercises.

2.3 Proposed Amendment

The Proposed Amendment involves the consequential amendment to the Memorandum of Association of OCK to facilitate the implementation of the Proposed Increase in Authorised Share Capital.

The Memorandum of Association of OCK is proposed to be amended as follows:-

Existing	Proposed
Clause 6	Clause 6
The capital of the Company is Ringgit Malaysia One Hundred Million only (RM100,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of Ten Sen (RM0.10) each, with full power to increase or reduce its capital and the shares in the original or any increased capital may divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is Ringgit Malaysia Two Hundred Million only (RM200,000,000.00) divided into Two Billion (2,000,000,000) ordinary shares of Ten Sen (RM0.10) each, with full power to increase or reduce its capital and the shares in the original or any increased capital may divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

3. RATIONALE AND JUSTIFICATION FOR THE PROPOSALS

3.1 Proposed Rights Issue with Warrants

After due consideration, the Board is of the view that the Proposed Rights Issue with Warrants is the most appropriate avenue for raising funds for the purposes stated in Section 2.1.8 of this Circular while potentially enhancing the capital base, as the Proposed Rights Issue with Warrants shall:-

- i. Enable the Company to raise funds without incurring interests expense as compared to bank borrowings;
- ii. Improve financial flexibility, as well as to optimise the Group's capital structure by strengthening its financial position via increasing its NA and reducing its current gearing level as detailed in Section 5.2 of this Circular. In addition, upon completion of the Proposed Rights Issue with Warrants, OCK Group expects to raise proceeds of RM132.04 million and up to RM145.24 million under the Minimum Scenario and Maximum Scenario, respectively based on the indicative issue price of RM0.50 per Rights Share; and
- iii. Provide the shareholders of OCK with an opportunity to further increase their equity participation in the Company via the issuance of new OCK Shares without diluting the existing shareholders' equity interest, assuming all the Entitled Shareholders fully subscribe for their respective entitlements pursuant to the Proposed Rights Issue with Warrants.

The Warrants to be issued pursuant to the Proposed Rights Issue with Warrants are expected to provide an incentive to the Entitled Shareholders and/ or their renounee(s) to subscribe for the Rights Shares. The Warrants will potentially allow the Entitled Shareholders and/ or their renounee(s) who subscribe for the Rights Shares to benefit from the possible capital appreciation of the Warrants and increase their equity participation in the Company at a predetermined price over the tenure of the Warrants. In addition, the Company would also be able to raise further proceeds as and when the Warrants are exercised.

3.2 Proposed Increase in Authorised Share Capital

The Proposed Increase in Authorised Share Capital is undertaken to cater for any increases in the share capital of the Company pursuant to the Proposed Rights Issue with Warrants, exercise of the Warrants and any other future corporate exercises.

3.3 Proposed Amendment

The Proposed Amendment is undertaken to facilitate the implementation of the Proposed Increase in Authorised Share Capital.

4. INDUSTRY OUTLOOK AND FUTURE PROSPECTS

OCK is an investment holding company and its subsidiary companies are principally involved in the provision of turnkey telecommunications network services, green energy and power solutions, trading of telecommunications network equipment and materials as well as provision of mechanical and electrical engineering services mainly in Malaysia. Based on the latest unaudited quarterly results for the six (6)-month FPE 30 June 2015 of OCK Group, approximately 83.6% of the Group's total revenue is derived from Malaysia.

4.1 Overview and outlook of the Malaysian economy

It has been three (3) months since the 2015 Budget was tabled on 10 October 2014. The Budget was formulated based on; First, price of Dated Brent was forecast at USD100 per barrel. Second, GDP growth estimated between 5% and 6%. Third, a stable exchange rate of RM3.20 against the USD; and Fourth, 2015 world economic growth was projected at 3.4% and 3.9% by the World Bank and International Monetary Fund respectively. Since then, the World Bank and the International Monetary Fund have revised global growth to 3% and 3.8% respectively. It should be noted that Budget 2015 was formulated based on strong economic fundamentals in 2014. Therefore, the fiscal deficit was forecast from 3.5% in 2014 to 3% of GDP in 2015. Compared to the situation a few months ago, the global economic landscape has since changed significantly. This necessitates us to review and clarify some of our earlier macro and fiscal assumptions.

In 2014, Dated Brent reached its highest level at USD115 per barrel on 19 June. Global crude oil prices have since plummeted by more than 50%. Consensus among economists is that the forecast price of USD100 per barrel used in the 2015 Budget is no longer realistic. They now estimate the average oil price in 2015 to range from USD40 to USD70 per barrel. The Government has therefore revised downwards its forecast for the average baseline oil price to USD55 per barrel for 2015. However, at the forecast price of USD55 per barrel, there will be a revenue shortfall of RM13.8 billion. If we compare the revised figures with Budget 2015 tabled in October last year, despite the savings of RM10.7 billion from the implementation of the managed float mechanism for retail fuel prices, the Government still faces a revenue shortfall of RM8.3 billion to accommodate the 2015 Budget measures. Therefore, taking into account the revised estimates, we are revising the fiscal deficit target to 3.2% of GDP in 2015.

There are several issues which will impact the domestic economy significantly. In the light of this, the Government will take measures to ensure economic growth remains on a strong trajectory. We are confident of achieving GDP growth in the range of 4.5% - 5.5% in 2015 with the implementation of the following strategies:-

- First: Ensure balanced, inclusive and sustainable economic growth;
- Second: Continue fiscal reforms and consolidation; and

- Third: Provide assistance to the rakyat and business community to rebuild infrastructure damaged by floods.

(Source: Special address by the Prime Minister of Malaysia: Current Economic Developments and Government's Financial Position, 20 January 2015)

The Malaysian economy recorded a growth of 4.9% in the second quarter of 2015 (1Q 2015: 5.6%), driven mainly by private sector demand. On the supply side, growth was underpinned by the major economic sectors. On a quarter-on-quarter seasonally-adjusted basis, the economy grew by 1.1% (1Q 2015: 1.2%). For the year 2014, the Malaysian economy grew by 6.0%.

The private sector remained the key driver of growth during the quarter. Private consumption expanded at a more moderate rate of 6.4% (1Q 2015: 8.8%) as households adjust to the implementation of the Goods and Services Tax ("GST"). Private investment grew more moderately by 3.9% (1Q 2015: 11.7%), due to a decline in spending on machinery and equipment, especially in the transportation segment, and slower investment in dwelling services. Growth in public investment turned negative in the second quarter (-8.0%; 1Q 2015: 0.5%), attributed mainly to the near completion of a few projects by public enterprises, which more than offset the positive growth of capital expenditure by the Federal Government. Meanwhile, public consumption recorded a higher growth of 6.8%; (1Q 2015: 4.1%) following the stronger expansion in supplies and services expenditure amid sustained growth in emoluments.

On the supply side, the major economic sectors registered more moderate growth during the quarter. The lower growth in the services sector was the outcome of a slower expansion in most sub-sectors while the moderation in manufacturing sector was due to the more modest performance in export oriented industries. Growth in the mining sector was affected mainly by the lower production of natural gas. The construction sector also recorded lower growth due to a moderation in real activity in the residential, non-residential and civil engineering sub-sectors. The agriculture sector turned around to record positive growth amid higher production of palm oil.

The ringgit and other regional currencies continued to be driven by shifts in investor sentiments and portfolio investments throughout the quarter. Overall, the ringgit depreciated by 1.8% against the US dollar during the quarter. The ringgit also depreciated against the Japanese yen (-0.1%), the Australian dollar (-2.5%), the euro (-5.2%), and the pound sterling (-7.7%). Against all regional currencies except the Thai baht (2.0%), the ringgit depreciated by between 0.1% and 3.9%. Between 1 July and 11 August 2015, the ringgit depreciated against the US dollar by 4.2%. Against other major currencies, the ringgit also depreciated against the euro (-2.4%), the Japanese yen (-2.4%) and the pound sterling (-3.3%), but appreciated against the Australian dollar (0.3%). The ringgit depreciated against most regional currencies.

The Malaysian economy is expected to remain on a steady growth path, with domestic demand continuing to be the key driver of growth. Private consumption is expected to continue to adjust to the introduction of the GST, although wage growth and stable labour market conditions would provide support to household spending. Investment activity will be supported by capital spending in the manufacturing and services sectors, as well as for infrastructure projects. These developments will contribute towards offsetting the weaker performance of the external sector.

(Source: Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2015 and Economic and Financial Developments in the Malaysian Economy in the Fourth Quarter of 2014, Bank Negara Malaysia)

4.2 Overview and outlook of the telecommunication industry

Performance of the communication sub-sector

Intermediate services	<-----2013----->		<-----2014----->		
	4Q	Year	3Q	4Q	Year
	Annual change (%)				
Communication	10.3	10.0	9.7	9.8	9.9

Based on the table above, the communication sub-sector grew by 9.9% in 2014 (2013: 10.0%).

(Source: *Economic and Financial Developments in the Malaysian Economy in the Fourth Quarter of 2014, Bank Negara Malaysia*)

The information and communication subsector remained resilient with growth of 9.6% in the first quarter of 2015 (Q4 2014: 9.8%) led by data communication activities and computer services. The subsector's expansion was due to higher demand for communication services as well as GST software.

Communication Sector (subscribers '000)	<-----2014----->			
	March	June	September	December
Fixed Line	3,701	3,671	3,597	3,564
Cellular	42,248	43,878	43,789	44,972
Broadband (includes wireless Local Area Network)	6,412	6,893	7,544	9,599

(Source: *Economic and Financial Developments in the Malaysian Economy in the First Quarter of 2015, Ministry of Finance, Malaysia*)

Performance of the information and communication sub-sector

	<-----2014----->		<-----2015----->		
	2Q	1H	1Q	2Q	1H
	Annual change (%)				
Information and communication	9.5	9.8	9.6	9.3	9.5

In the information and communication sub-sector, growth was driven by strong demand for data communication services amid attractive packages from telecommunications companies.

(Source: *Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2015, Bank Negara Malaysia*)

The communication subsector is expected to grow 9.6% in 2015 supported by strong demand of cellular and broadband services, amid attractive promotions by the telecommunication industry players as well as the launch of new smartphones and media tablets.

(Source: *Chapter 3: Economic Performance and Prospects, Economic Report 2014/ 2015, Ministry of Finance Malaysia*)

The High Speed Broadband will continue to be implemented in areas of high economic impact, covering state capitals and selected major towns nationwide. A sum of RM2.7 billion will be spent over the next three (3) years to build 1,000 new telecommunication towers and laying of undersea cables.

(Source: *Budget Speech 2015, Ministry of Finance, Malaysia*)

4.3 Future prospects of OCK Group

The principal activities of the Group have been disclosed in Section 4 of this Circular.

Major telecommunications companies ("Telcos") which were awarded Long Term Evolution ("LTE" or "4G")/ 2,600 MegaHertz spectrum by the Malaysian Communications and Multimedia Commission ("MCMC") in the year 2012 have begun investing in upgrading their equipment and infrastructures to accommodate the rising usage of data under the current 3G/ 4G environment. These Telcos have started the implementation of their 4G services in year 2013 and are expected to continue investing heavily and developing 3G High Speed Packet Access ("HSPA+") sites in addition to further expanding their LTE coverage to other parts of Malaysia in year 2015. In view of the above and barring any unforeseen circumstances, OCK Group is expected to benefit from the increase in projects from the network expansion undertaken by these Telcos.

Apart from expanding OCK Group's business organically via the internal growth of its existing businesses, OCK Group's future plans also includes expanding inorganically, via mergers and acquisitions of businesses or investments which may generate positive returns to OCK Group in the future, thereby further increasing OCK's shareholders' value. The Group's strategy is to establish its foothold regionally, as and when the opportunity arises, to gain exposure in the dynamic economies which is expected to enable the Group to bring sustainable long-term growth to its business. For information purposes, OCK has to-date established its presence in Myanmar, Cambodia, China, Indonesia and Singapore to undertake telecommunication network related services.

By leveraging on OCK Group's established presence in ASEAN and its vast experiences in building telecommunication infrastructures such as tower sites and maintenance of telecommunication infrastructure, OCK Group intends to grow its recurring business base by investing in, building, owning and leasing back the tower sites to telecommunication operators over a longer term period or acquiring of existing tower sites operators in ASEAN. The Board remains optimistic on the prospects of the telecommunication engineering services business to OCK Group.

Barring any unforeseen circumstances, the Board, after having considered all the relevant aspects including the above-mentioned prospects and outlook of the telecommunication industry, is cautiously optimistic that the Group is able to continue to improve its financial performance for the FYE 31 December 2015 as well as deliver greater value to the shareholders of the Company.

(Source: Management of OCK)

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5. EFFECTS OF THE PROPOSALS

The Proposed Increase in Authorised Share Capital and the Proposed Amendment will not have any effect on the issued and paid-up share capital and substantial shareholders' shareholdings of the Company, and the NA per Share, gearing, earnings and EPS of the Group.

The effects of the Proposed Rights Issue with Warrants are set out below:-

5.1 Issued and paid-up share capital

The proforma effects of the Proposed Rights Issue with Warrants on the issued and paid-up share capital of OCK are set out below:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	RM	No. of Shares	RM
Issued and paid-up share capital as at the LPD	528,160,908	52,816,091	528,160,908	52,816,091
Shares to be issued assuming all the ESOS Options are granted and exercised	-	-	52,816,090	5,281,609
	528,160,908	52,816,091	580,976,998	58,097,700
Shares to be issued pursuant to the Proposed Rights Issue with Warrants	264,080,454	26,408,045	290,488,499	29,048,850
	792,241,362	79,224,136	871,465,497	87,146,550
Shares to be issued arising from the full exercise of the Warrants	264,080,454	26,408,045	290,488,499	29,048,850
Enlarged issued and paid-up share capital	1,056,321,816	105,632,181	1,161,953,996	116,195,400

5.2 NA per Share and gearing

Based on the latest audited consolidated statement of financial position of OCK Group as at 31 December 2014, the proforma effects of the Proposed Rights Issue with Warrants on the NA per Share and gearing of the Group are set out below:-

Minimum Scenario

	Audited as at 31 December 2014 RM'000	I After the Proposed Rights Issue with Warrants RM'000	II After I and assuming full exercise of the Warrants RM'000
Share capital	52,816	79,224	105,632
Share premium	84,187	139,935 ^{*1}	353,840 ^{*3}
Foreign currency translation reserve	(283)	(283)	(283)
Revaluation reserve	5,245	5,245	5,245
Reserve arising from reverse acquisition	(17,007)	(17,007)	(17,007)
Warrants reserve	-	47,534 ^{*2}	-
Retained earnings	53,841	53,841	53,841
Shareholders' fund/ NA	178,799	308,489	501,268
No. of shares in issue ('000)	528,161	792,241	1,056,321
NA per share (RM)	0.34	0.39	0.47

	Audited as at 31 December 2014 RM'000	I After the Proposed Rights Issue with Warrants RM'000	II After I and assuming full exercise of the Warrants RM'000
Total borrowings (RM'000)	64,489	64,489	64,489
Gearing ratio (times)	0.36	0.21	0.13

Notes:-

¹ After accounting for the increasing in share premium of RM105.63 million based on the indicative issue price of RM0.50 per Rights Share and deducting the estimated expenses of RM2.35 million in relation to the Proposals as well as the recognition of 264,080,454 Warrants to be issued at the theoretical fair value of RM0.18 per Warrant using the Black Scholes option pricing model

² After the recognition of 264,080,454 Warrants to be issued at the theoretical fair value of RM0.18 per Warrant using the Black Scholes option pricing model based on the theoretical ex-rights price of RM0.73 per Warrant, the indicative exercise price of RM0.73 per Warrant, tenure of the Warrants of five (5) years, OCK Share price volatility of approximately 16.22% and a risk-free interest rate of 4.08% per annum

³ After adjusting for the full exercise of the Warrants at the indicative exercise price of RM0.73 per Warrant and the reversal of warrants reserve upon exercise of the Warrants

Maximum Scenario

	Audited as at 31 December 2014 RM'000	I Assuming all the ESOS Options are granted and exercised RM'000	II After I and the Proposed Rights Issue with Warrants RM'000	III After II and assuming full exercise of the Warrants RM'000
Share capital	52,816	58,098	87,147	116,196
Share premium	84,187	133,834 ^{*1}	195,391 ^{*3}	430,687 ^{*5}
Foreign currency translation reserve	(283)	(283)	(283)	(283)
Revaluation reserve	5,245	5,245	5,245	5,245
Reserve arising from reverse acquisition	(17,007)	(17,007)	(17,007)	(17,007)
ESOS reserve	-	-	-	-
Warrants reserve	-	-	52,288 ^{*4}	-
Retained earnings	53,841	43,278 ^{*2}	43,278	43,278
Shareholders' fund/ NA	178,799	223,165	366,059	578,116
No. of shares in issue ('000)	528,161	580,977	871,465	1,161,953
NA per share (RM)	0.34	0.38	0.42	0.50
Total borrowings (RM'000)	64,489	64,489	64,489	64,489
Gearing ratio (times)	0.36	0.29	0.18	0.11

Notes:-

¹ Assuming all the 52,816,090 ESOS Options are granted and exercised at an indicative exercise price of RM0.84 (being the five (5)-day WAMP of OCK Shares up to and including 7 July 2015, being the latest practicable date prior to the announcement) and reversal of ESOS reserve of approximately RM10.56 million upon exercise of 52,816,090 ESOS Options

² After the recognition of 52,816,090 ESOS Options which are assumed to be granted at the theoretical fair value of RM0.20 per ESOS Option using the Black Scholes option pricing model

³ *After accounting for the increase in share premium of approximately RM116.20 million based on the indicative issue price of RM0.50 per Rights Share and deducting estimated expenses of RM2.35 million in relation to the Proposals as well as recognition of 290,488,499 Warrants to be issued at the theoretical fair value of RM0.18 per Warrant using the Black Scholes option pricing model*

⁴ *After the recognition of 290,488,499 Warrants to be issued at the theoretical fair value of RM0.18 per Warrant using the Black Scholes option pricing model based on the theoretical ex-rights price of RM0.73 per Warrant, the indicative exercise price of RM0.73 per Warrant, tenure of the Warrants of five (5) years, OCK Share price volatility of approximately 16.22% and a risk-free interest rate of 4.08% per annum*

⁵ *After adjusting for the full exercise of the Warrants at the indicative exercise price of RM0.73 per Warrant and the reversal of the warrant reserve upon exercise of the Warrants*

5.3 Earnings and EPS

The Proposed Rights Issue with Warrants is not expected to have any material effect on the earnings of the Group for the FYE 31 December 2015. However, the EPS of the Group may be diluted as a result of the increase in the number of OCK Shares in issue upon the completion of the Proposed Rights Issue with Warrants, which is expected to be completed by the fourth quarter of 2015, and as and when the Warrants are exercised into new OCK Shares during the tenure of the Warrants.

Notwithstanding the above, the proceeds from the Proposed Rights Issue with Warrants as set out in Section 2.1.8 of this Circular may contribute positively to the earnings of the Group for the ensuing financial years, when the benefits of the utilisation of proceeds are realised.

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5.4 Substantial shareholding structure

Assuming all the substantial shareholders fully subscribe for their entitlements under the Proposed Rights Issue with Warrants, the proforma effects of the Proposed Rights Issue with Warrants on the shareholdings of the substantial shareholders of the Company are set out below:-

Minimum Scenario

Substantial shareholders	Shareholding as at the LPD			I After the Proposed Rights Issue with Warrants			II After I and assuming full exercise of the Warrants		
	Direct No. of Shares	%	Indirect No. of Shares	Direct No. of Shares	%	Indirect No. of Shares	Direct No. of Shares	%	Indirect No. of Shares
Aliran Armada Sdn Bhd	210,322,500	39.82	-	315,483,750	39.82	-	420,645,000	39.82	-
Ooi Chin Khoon	5,250,000	0.99	212,571,550 ^{*1}	7,875,000	0.99	318,857,325 ^{*1}	10,500,000	0.99	425,143,100 ^{*1}
Abdul Halim Bin Abdul Hamid	-	-	210,322,500 ^{*2}	-	-	315,483,750 ^{*2}	-	-	420,645,000 ^{*2}
LTAT	72,098,750	13.65	-	108,148,125	13.65	-	144,197,500	13.65	-

Notes:-

^{*1} Deemed interested by virtue of his interest in Aliran Armada Sdn Bhd and of his brothers, Ooi Cheng Wah's and Ooi Chin Lee's direct interest in OCK

^{*2} Deemed interested by virtue of his interest in Aliran Armada Sdn Bhd

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Maximum Scenario

Substantial shareholders	I Shareholding as at the LPD and exercised ³				II Assuming all the ESOS Options are granted After I and the Proposed Rights Issue with Warrants							
	Direct No. of Shares	%	Indirect No. of Shares	%	Direct No. of Shares	%	Indirect No. of Shares	%	Indirect No. of Shares	%		
Aliran Armada Sdn Bhd	210,322,500	39.82	-	-	210,322,500	36.20	-	-	315,483,750	36.20	-	-
Ooi Chin Khoon	5,250,000	0.99	212,571,550 ¹	40.24	5,250,000	0.90	212,571,550 ¹	36.59	7,875,000	0.90	318,857,325 ¹	36.59
Abdul Halim Bin Abdul Hamid	-	-	210,322,500 ²	39.82	-	-	210,322,500 ²	36.20	-	-	315,483,750 ²	36.20
LTAT	72,098,750	13.65	-	-	72,098,750	12.41	-	-	108,148,125	12.41	-	-

Substantial shareholders	III After II and assuming full exercise of the Warrants			
	Direct No. of Shares	%	Indirect No. of Shares	%
Aliran Armada Sdn Bhd	420,645,000	36.20	-	-
Ooi Chin Khoon	10,500,000	0.90	425,143,100 ¹	36.58
Abdul Halim Bin Abdul Hamid	-	-	420,645,000 ²	36.20
LTAT	144,197,500	12.41	-	-

Notes:-

¹ Deemed interested by virtue of his interest in Aliran Armada Sdn Bhd and of his brothers, Ooi Cheng Wah's and Ooi Chin Lee's direct interest in OCK

² Deemed interested by virtue of his interest in Aliran Armada Sdn Bhd

³ Assuming none of the substantial shareholders, who are also the eligible persons as defined in the ESOS By-laws, are granted any ESOS Options as the allocation has not been determined at this juncture

5.5 Convertible securities

As at the LPD, the Company does not have any existing convertible securities. However, in the event any ESOS Options are granted prior to the Entitlement Date of the Proposed Rights Issue with Warrants, the Proposed Rights Issue with Warrants may give rise to adjustments to the exercise price and/ or number of outstanding ESOS Options held by each holder of the ESOS Options pursuant to the ESOS By-laws. For the avoidance of doubt, any subsequent exercise of Warrants is not expected to give rise to any adjustments to the exercise price and/ or number of outstanding ESOS Options held.

Any necessary adjustments to the exercise price and additional number of ESOS Options to be issued arising from the Proposed Rights Issue with Warrants in relation to the outstanding ESOS Options will only be finalised on the Entitlement Date.

6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of OCK Shares as traded on Bursa Securities for the past 12 months from September 2014 to August 2015 are set out below:-

	High RM	Low RM
2014		
September	1.58	1.31
October	1.51	1.21
November	1.48	0.91
December	0.95	0.62
2015		
January	0.91	0.71
February	0.94	0.84
March	0.94	0.87
April	0.95	0.88
May	0.90	0.84
June	0.87	0.81
July	0.94	0.78
August	0.94	0.68
Last transacted market price on 13 July 2015 (being the date prior to the announcement on the Proposals)		RM0.81
Last transacted market price on the LPD (being the latest practicable date prior to the printing of this Circular)		RM0.72

(Source: Bloomberg)

7. APPROVALS REQUIRED/ OBTAINED

The Proposals are subject to the following approvals being obtained:-

- i. Bursa Securities, which was obtained vide its letter dated 2 September 2015, for the following:-
 - a) Admission of the Warrants to the official list of Bursa Securities; and
 - b) Listing of the Rights Shares and the Warrants as well as the new OCK Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities,

subject to the following conditions:-

	Conditions	Status of compliance
(i)	OCK and RHBIB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Rights Issue with Warrants;	Noted
(ii)	OCK and RHBIB to inform Bursa Securities upon completion of the Proposed Rights Issue with Warrants;	To be complied
(iii)	OCK to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Rights Issue with Warrants is completed; and	To be complied
(iv)	OCK is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of the Warrants as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied
ii.	The shareholders of OCK, for the Proposals at the forthcoming EGM of the Company; and	
iii.	Any other relevant authority or party, if required.	

The conditionalities of the Proposals are set out below:-

- i. The Proposed Rights Issue with Warrants is conditional upon the Proposed Increase in Authorised Share Capital and the Proposed Amendment, and vice versa;
- ii. The Proposed Increase in Authorised Share Capital and the Proposed Amendment are conditional upon each other; and
- iii. The Proposals are not conditional upon any other proposals undertaken or to be undertaken by the Company.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED TO THEM

None of the Directors and/ or major shareholders of OCK and/ or persons connected to them have any interest, whether direct or indirect, in the Proposals beyond their respective entitlements under the Proposed Rights Issue with Warrants, if any, as shareholders of OCK, the rights of which are also available to all other existing shareholders of OCK as at the Entitlement Date, including the right to apply for excess Rights Shares under the excess shares application.

9. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all relevant approvals being obtained, the Proposals are expected to be completed by the fourth quarter of 2015. The tentative timetable in relation to the Proposals is set out as follows:-

Month	Events
5 October 2015	<ul style="list-style-type: none"> • Convening of EGM to obtain the approval of shareholders of OCK
Mid October 2015	<ul style="list-style-type: none"> • Announcement on the issue price of the Rights Shares and the exercise price of the Warrants • Announcement on the Entitlement Date for the Proposed Rights Issue with Warrants
End October 2015	<ul style="list-style-type: none"> • Entitlement Date • Issuance of abridged prospectus in relation to the Proposed Rights Issue with Warrants
Mid November 2015	<ul style="list-style-type: none"> • Closing date of acceptance of and applications for the Rights Shares and Warrants
End November 2015	<ul style="list-style-type: none"> • Listing of and quotation for the Rights Shares and Warrants on the Main Market of Bursa Securities

The above timetable is purely indicative at this juncture and may be subject to change.

10. PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, the Board is not aware of any other corporate exercise that has been announced but not yet completed as at the date of this Circular.

11. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposals, including the rationale and justification for the Proposals as well as the utilisation of proceeds and effects of the Proposed Rights Issue with Warrants, is of the opinion that the Proposals are in the best interest of the Company. As such, the Board recommends that the shareholders of OCK vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM of the Company.

12. EGM

The EGM, the notice of which is enclosed in this Circular, will be held at Garuda Room, Glenmarie Golf & Country Club, 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 5 October 2015 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposals.

You are entitled to attend, speak and vote in person at the EGM or appoint a proxy or proxies to vote for and on your behalf. In such event, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon, to 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 date and time fixed for holding the EGM. The lodging of the Form of Proxy shall not preclude you from attending, speaking and voting in person at the EGM should you subsequently wish to do so.

13. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendices for further information.

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

OOI CHIN KHOON
Group Managing Director

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PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OCK GROUP AS AT 31 DECEMBER 2014 TOGETHER WITH THE REPORTING ACCOUNTANTS' REPORT THEREON



BAKER TILLY

Date: 03 SEP 2015

The Board of Directors
OCK Group Berhad
 No. 18, Jalan Jurunilai U1/20, Seksyen U1
 HICOM Glenmarie Industrial Park
 40150 Shah Alam
 Selangor Darul Ehsan

Baker Tilly Monteiro Heng
 Chartered Accountants (AF0117)
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 Malaysia

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Dear Sirs,

STRICTLY CONFIDENTIAL

**OCK GROUP BERHAD (“OCK” or “the Company”)
 REPORT ON THE COMPILATION OF THE PROFORMA CONSOLIDATED
 STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014**

We have completed our assurance engagement to report on the compilation of the Proforma Consolidated Statements of Financial Position of OCK and its subsidiaries (“the Group”) as at 31 December 2014 for which the directors of OCK are solely responsible. The Proforma Consolidated Statements of Financial Position consist of the Proforma Consolidated Statements of Financial Position as at 31 December 2014 together with the accompanying notes thereon, as set out in the accompanying statements, for which we have stamped for the purpose of identification. The applicable criteria on the basis of which the directors of OCK have compiled the Proforma Consolidated Statements of Financial Position are as described in Note 1 to the Proforma Consolidated Statements of Financial Position (“Applicable Criteria”).

The Proforma Consolidated Statements of Financial Position of the Group has been compiled by the directors of OCK to illustrate the impact of the following proposals on the Group’s financial position as at 31 December 2014, as if the following proposals had taken place on 31 December 2014:-

- (a) proposed renounceable rights issue of up to 290,488,499 new ordinary shares of RM0.10 each in OCK (“OCK Share(s)” or “Share(s)”) (“Rights Share(s)”) on the basis of one (1) Rights Share for every two (2) existing OCK Shares held together with up to 290,488,499 free detachable warrants (“Warrant(s)”) on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, based on an entitlement date to be determined later (“Proposed Rights Issue with Warrants”);
- (b) proposed increase in authorised share capital of OCK from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares (“Proposed Increase in Authorised Share Capital”); and
- (c) proposed amendment to the Memorandum of Association of OCK (“Proposed Amendment”).

(Collectively hereinafter referred to as the “Proposals”)



OCK GROUP BERHAD AND ITS SUBSIDIARIES
Report on the Compilation of the Proforma Consolidated Statements of
Financial Position as at 31 December 2014

As part of this process, information about the Group's financial position has been extracted by the directors of OCK from the audited consolidated financial statements of the Group for the financial year ended 31 December 2014, which were reported by us to its members on 29 April 2015 without any modification.

Directors' Responsibility for the Proforma Consolidated Statements of Financial Position

The directors of OCK are responsible for compiling the Proforma Consolidated Statements of Financial Position based on the Applicable Criteria.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, whether the Proforma Consolidated Statements of Financial Position has been compiled, in all material respects, by the directors of OCK based on the Applicable Criteria.

We conducted our engagement in accordance with *International Standard on Assurance Engagements (ISAE) 3420: Assurance Engagements to Report on the Compilation of Proforma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors of OCK have compiled, in all material respects, the Proforma Consolidated Statements of Financial Position based on the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Proforma Consolidated Statements of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Proforma Consolidated Statements of Financial Position.

The purpose of Proforma Consolidated Statements of Financial Position included in the Circular to Shareholders of OCK is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the events had occurred or the transactions had been undertaken at an earlier date selected for illustrative purposes only. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions would have been as presented.

A reasonable assurance engagement to report on whether the Proforma Consolidated Statements of Financial Position have been compiled, in all material respects, based on the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the directors of OCK in the compilation of the Proforma Consolidated Statements of Financial Position of the Group provide a reasonable basis for presenting the significant effects directly attributable to the Proposals, and to obtain sufficient appropriate evidence about whether:-

- (a) The related proforma adjustments give appropriate effect to those criteria; and
- (b) The Proforma Consolidated Statements of Financial Position reflect the proper application of those adjustments to the unadjusted financial information.



OCK GROUP BERHAD AND ITS SUBSIDIARIES
Report on the Compilation of the Proforma Consolidated Statements of
Financial Position as at 31 December 2014

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the event or transaction in respect of which the Proforma Consolidated Statements of Financial Position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Proforma Consolidated Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion:-

- (i) the Proforma Consolidated Statements of Financial Position of the Group have been properly compiled on the basis as set out in the accompanying notes to the Proforma Consolidated Statements of Financial Position based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2014 (which have been prepared by the directors of OCK in accordance with the Malaysian Financial Reporting Standards and International Financial Reporting Standards), and in a manner consistent with both the format of the financial statements and the accounting policies adopted by the Group in the preparation of its audited consolidated financial statements for the financial year ended 31 December 2014 and the adoption of the new accounting policies as detailed in Note 1.2 of the Proforma Consolidated Statements of Financial Position; and
- (ii) each material adjustments made to the information used in the preparation of the Proforma Consolidated Statements of Financial Position is appropriate for the purposes of preparing the Proforma Consolidated Statements of Financial Position.

This letter has been prepared for inclusion in the Circular to Shareholders of OCK in connection with the Proposals and is not to be used, circulated, quoted or otherwise referenced to in any document or used for any other purpose without the prior written consent from us. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,


.....
Baker Tilly Monteiro Heng

PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014

The Proforma Consolidated Statements of Financial Position of OCC Group Berhad ("OCC" or "the Company") and its subsidiaries ("the Group") as at 31 December 2014 as set out below for which the directors of OCC are solely responsible, have been prepared for illustrative purposes only to show the effects on the audited consolidated statement of financial position of the Group as at 31 December 2014 had the proposals as described in Note 2 been effected on that date, and should be read in conjunction with the notes accompanying to the Proforma Consolidated Statements of Financial Position.

Minimum Scenario

	Audited Consolidated Statement of Financial Position as at 31 December 2014 RM'000	Proforma I After the Proposed Rights Issue with Warrants RM'000	Proforma II After I and Assuming Full Exercise of the Warrants RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	64,469	64,469	64,469
Investment properties	10,088	10,088	10,088
Intangible assets	19,408	19,408	19,408
Deferred tax assets	117	117	117
	94,082	94,082	94,082
Current assets			
Inventories	23,873	23,873	23,873
Other investments	454	454	454
Trade and other receivables	99,211	99,211	99,211
Amount due from contract customers	11,189	11,189	11,189
Tax assets	99	99	99
Cash and cash equivalents	73,762	203,452	396,231
	208,588	338,278	531,057
TOTAL ASSETS	302,670	432,360	625,139



OCK GROUP BERHAD AND ITS SUBSIDIARIES

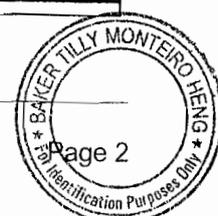
PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

Minimum Scenario (Continued)

	Audited Consolidated Statement of Financial Position as at 31 December 2014 RM'000	Proforma I After the Proposed Rights Issue with Warrants RM'000	Proforma II After I and Assuming Full Exercise of the Warrants RM'000
EQUITY AND LIABILITIES			
Equity attributable to owners of OCK			
Share capital	52,816	79,224	105,632
Share premium	84,187	139,935	353,840
Foreign currency translation reserve	(283)	(283)	(283)
Revaluation reserve	5,245	5,245	5,245
Reverse acquisition reserve	(17,007)	(17,007)	(17,007)
Warrants reserve	-	47,534	-
Retained earnings	53,841	53,841	53,841
Shareholders' equity	178,799	308,489	501,268
Non-controlling interests	8,246	8,246	8,246
Total equity	187,045	316,735	509,514
Non-current liabilities			
Borrowings	32,280	32,280	32,280
Deferred tax liabilities	2,973	2,973	2,973
	35,253	35,253	35,253
Current liabilities			
Amount due to contract customers	1,263	1,263	1,263
Trade and other payables	44,458	44,458	44,458
Post employment benefit liabilities	159	159	159
Borrowings	32,209	32,209	32,209
Tax liabilities	2,283	2,283	2,283
	80,372	80,372	80,372
Total liabilities	115,625	115,625	115,625
TOTAL EQUITY AND LIABILITIES	302,670	432,360	625,139
Number of ordinary shares in issued: - RM0.10 each ('000)	528,161	792,241	1,056,321
Net assets ("NA") *	178,799	308,489	501,268
NA per share (RM)	0.34	0.39	0.47

* Attributable to the owners of OCK.

**Proforma Consolidated Statements of Financial Position
as at 31 December 2014**



OCK GROUP BERHAD AND ITS SUBSIDIARIES

PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

Maximum Scenario

	Audited Consolidated Statement of Financial Position as at 31 December 2014 RM'000	Proforma I Assuming all the ESOS Options are Fully Granted and Exercised RM'000	Proforma II After I and the Proposed Rights Issue with Warrants RM'000	Proforma III After II and Assuming Full Exercise of the Warrants RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	64,469	64,469	64,469	64,469
Investment properties	10,088	10,088	10,088	10,088
Intangible assets	19,408	19,408	19,408	19,408
Deferred tax assets	117	117	117	117
	94,082	94,082	94,082	94,082
Current assets				
Inventories	23,873	23,873	23,873	23,873
Other investments	454	454	454	454
Trade and other receivables	99,211	99,211	99,211	99,211
Amount due from contract customers	11,189	11,189	11,189	11,189
Tax assets	99	99	99	99
Cash and cash equivalents	73,762	118,128	261,022	473,079
	208,588	252,954	395,848	607,905
TOTAL ASSETS	302,670	347,036	489,930	701,987

OCC GROUP BERHAD AND ITS SUBSIDIARIES
PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)
Maximum Scenario (Continued)

	Audited Consolidated Statement of Financial Position as at 31 December 2014 RM'000	Proforma I Assuming all the ESOS Options are Fully Granted and Exercised RM'000	Proforma II After I and the Proposed Rights Issue with Warrants RM'000	Proforma III After II and Assuming Full Exercise of the Warrants RM'000
EQUITY AND LIABILITIES				
Equity attributable to owners of OCK				
Share capital	52,816	58,098	87,147	116,196
Share premium	84,187	133,834	195,391	430,687
Employees' Share Options Scheme ("ESOS") reserve	-	-	-	-
Foreign currency translation reserve	(283)	(283)	(283)	(283)
Revaluation reserve	5,245	5,245	5,245	5,245
Reverse acquisition reserve	(17,007)	(17,007)	(17,007)	(17,007)
Warrants reserve	-	-	52,288	-
Retained earnings	53,841	43,278	43,278	43,278
Shareholders' equity	178,799	223,165	366,059	578,116
Non-controlling interests	8,246	8,246	8,246	8,246
Total equity	187,045	231,411	374,305	586,362
Non-current liabilities				
Borrowings	32,280	32,280	32,280	32,280
Deferred tax liabilities	2,973	2,973	2,973	2,973
	35,253	35,253	35,253	35,253
Current liabilities				
Amount due to contract customers	1,263	1,263	1,263	1,263
Trade and other payables	44,458	44,458	44,458	44,458
Post employment benefit liabilities	159	159	159	159
Borrowings	32,209	32,209	32,209	32,209
Tax liabilities	2,283	2,283	2,283	2,283
	80,372	80,372	80,372	80,372
Total liabilities	115,625	115,625	115,625	115,625
TOTAL EQUITY AND LIABILITIES	302,670	347,036	489,930	701,987
Number of ordinary shares in issued:				
- RM0.10 each ('000)	528,161	580,977	871,465	1,161,953
Net assets ("NA")	178,799	223,165	366,059	578,116
NA per share (RM)	0.34	0.38	0.42	0.50

* Attributable to the owners of OCK.

Proforma Consolidated Statements of Financial Position as at 31 December 2014



NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014

1. Basis of Preparation

1.1 The Proforma Consolidated Statements of Financial Position of the Group, for which the directors of OCK are solely responsible, have been prepared for illustrative purposes only, to show the effects on the audited consolidated statement of financial position of the Group as at 31 December 2014 had the proposals as described in Note 2 been effected on that date, and should be read in conjunction with the notes accompanying the Proforma Consolidated Statements of Financial Position.

1.2 The Proforma Consolidated Statements of Financial Position of the Group have been prepared in a manner consistent with both the format of the financial statements and the accounting policies adopted by the Group in the preparation of its audited consolidated financial statements for the financial year ended 31 December 2014, which have been prepared in accordance with the Malaysian Financial Reporting Standards in Malaysia, and the adoption of the following new accounting policies:-

1.2.1 Warrants Reserve

The allocated fair values of free warrants are credited to a warrants reserve account, which is non-distributable. The warrants reserve will be transferred to the share premium account upon the exercise of warrants.

For the preparation of the Proforma Consolidated Statements of Financial Position and for illustrative purposes only, the directors of OCK have allocated a value of RM0.18 per Warrant to the free Warrants based on the fair value of the Warrant extracted from Bloomberg as at 7 July 2015, being the latest practicable date ("LPD") prior to the announcement. The value of the Warrants is based on the relative fair values of the ordinary shares by reference to the following information extracted from Bloomberg:-

Valuation model	:	Black Scholes
5-days weighted average market price ("WAMP") up to the LPD	:	RM0.84
Theoretical ex-right price	:	RM0.73
Indicative exercise price	:	RM0.73 per Warrant
Tenure of Warrants	:	5 years
Share price volatility	:	16.215%
Dividend	:	No dividend
Risk free interest rate	:	4.078% per annum

As the above variables are subject to change upon the implementation of the Proposed Rights Issue with Warrants as described in Note 2(a), the actual quantum of the components of the warrants fair value will only be determined upon issuance of the Warrants. As such, the actual quantum may differ from the amount computed above.

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014

1. **Basis of Preparation (Continued)**

1.2 **(Continued)**

1.2.2 **ESOS Options**

Employees of the Group received remuneration in the form of share options ("ESOS Options") as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss with a corresponding increase in the ESOS reserve over the vesting period. The cumulative expenses recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge of credit to profit or loss for a period represents the movement in cumulative expenses recognised at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The ESOS reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the ESOS reserve is transferred to share premium if new shares are issued, or to treasury shares if the options are satisfied by the issuance of treasury shares.

For the preparation of the Proforma Consolidated Statements of Financial Position and for illustrative purposes only, the directors of OCC are assuming all the ESOS Options are granted and exercised. The ESOS Options are assumed to be granted at the theoretical fair value of RM0.20 per ESOS Option which was extracted from Bloomberg as at the LPD. The value of the ESOS Options is based on the relative fair values of the ordinary shares by reference to the following information extracted from Bloomberg:-

Valuation model	: Black Scholes
5-days WAMP up to the LPD	: RM0.84
Theoretical ex-right price	: RM0.73
Indicative exercise price	: RM0.84 per ESOS Option
Tenure of ESOS Options	: 5 years
Share price volatility	: 16.215%
Dividend	: No dividend
Risk free interest rate	: 4.078% per annum

As the above variables are subject to change upon the ESOS Options are granted, the actual quantum of the components of the ESOS Options' fair value will only be determined upon the ESOS Options are granted. As such, the actual quantum may differ from the amount computed above.

- 1.3 The audited financial statements of OCC for the financial year ended 31 December 2014 were reported by the auditors to the members of OCC on 29 April 2015 without any modification.

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

2. The Proposals

The Board of Directors of OCK intends to undertake the following proposals:-

- (a) proposed renounceable rights issue of up to 290,488,499 new ordinary shares of RM0.10 each in OCK ("OCK Share(s)" or "Share(s)") ("Rights Share(s)") on the basis of one (1) Rights Share for every two (2) existing OCK Shares held together with up to 290,488,499 free detachable warrants ("Warrant(s)") on the basis of one (1) Warrant for every one (1) Rights Share subscribed for, based on an entitlement date to be determined later ("Proposed Rights Issue with Warrants");
- (b) proposed increase in authorised share capital of OCK from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares ("Proposed Increase in Authorised Share Capital"); and
- (c) proposed amendment to the Memorandum of Association of OCK ("Proposed Amendment").

(Collectively hereinafter referred to as the "Proposals")

Utilisation of Proceeds from the Proposed Rights Issue with Warrants

The proceeds from the Proposed Rights Issue with Warrants will be utilised in the following manner:-

	Minimum Scenario RM'000	Maximum Scenario RM'000
Business expansion	115,000	130,000
Working capital	14,690	12,894
Estimated expenses in relation to the Proposals	2,350	2,350
Total	132,040	145,244

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

3. Proforma Consolidated Statements of Financial Position

3.1 Minimum Scenario

The minimum scenario has been prepared based on the following assumptions:-

- (i) None of the 52,816,090 ESOS Options will be granted and exercised prior to the entitlement date for the Proposed Rights Issue with Warrants;
- (ii) The Proposed Rights Issue with Warrants will be undertaken on a maximum subscription level as certain substantial shareholders of OCC, namely Aliran Armada Sdn Bhd and Ooi Chin Khoo had provided their respective irrevocable undertakings to subscribe in full for their respective entitlements under the Proposed Rights Issue with Warrants and the remaining portion for which no undertakings have been obtained shall be fully underwritten. For the purpose of the preparation of the Proforma Consolidated Statements of Financial Position and for illustrative purposes only, 264,080,454 Rights Shares together with 264,080,454 Warrants will be issued at an indicative issue price of RM0.50 per Rights Share; and
- (iii) The 264,080,454 Warrants issued pursuant to the Proposed Rights Issue with Warrants are assumed to be fully exercised at an indicative exercise price of RM0.73 per Warrant.

3.1.1 Proforma I

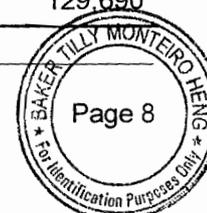
Proforma I incorporates the effects of the audited consolidated statement of financial position of the Group as at 31 December 2014 and the Proposed Rights Issue with Warrants as described in Note 2(a) and Note 3.1(ii).

With the issuance of 264,080,454 Warrants pursuant to the Proposed Rights Issue with Warrants, OCC will recognise the fair values of the Warrants of approximately RM47.53 million based on the basis as described in Note 1.2.1.

The proceeds arising from the Proposed Rights Issue with Warrants earmarked for business expansion and working capital of RM115.00 million and RM14.69 million respectively will be included in the Cash and Cash Equivalents Account. The estimated expenses in relation to the Proposals of RM2.35 million will be written off against the Share Premium Account pursuant to Section 60(3) of the Companies Act, 1965.

The Proposed Rights Issue with Warrants will have the following impact on the audited consolidated statement of financial position of the Group as at 31 December 2014:-

	Increase/(Decrease)	
	Effects on	Effects on
	Total Assets	Total Equity
	RM'000	RM'000
Cash and cash equivalents	129,690	-
Share capital	-	26,408
Share premium	-	55,748
Warrants reserve		47,534
	129,690	129,690



NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

3. Proforma Consolidated Statements of Financial Position (Continued)

3.1 Minimum Scenario (Continued)

3.1.2 Proforma II

Proforma II incorporates the cumulative effects of Proforma I and assuming full exercise of 264,080,454 Warrants at an indicative exercise price of RM0.73 per Warrant as described in Note 3.1(iii).

The full exercise of 264,080,454 Warrants will have the following impact on the Proforma Consolidated Statements of Financial Position of the Group as at 31 December 2014:-

	Increase/(Decrease)	
	Effects on Total Assets RM'000	Effects on Total Equity RM'000
Cash and cash equivalents	192,779	-
Share capital	-	26,408
Share premium	-	213,905
Warrants reserve	-	(47,534)
	<u>192,779</u>	<u>192,779</u>

3.2 Maximum Scenario

The maximum scenario has been prepared based on the following assumptions:-

- (i) All the 52,816,090 ESOS Options will be granted and exercised prior to the entitlement date for the Proposed Rights Issue with Warrants;
- (ii) All the entitled shareholders will fully subscribe for their respective entitlements of 290,488,499 Rights Shares together with 290,488,499 Warrants under the Proposed Rights Issue with Warrants at an indicative issue price of RM0.50 per Rights Share as described in Note 2(a); and
- (iii) The 290,488,499 Warrants issued pursuant to the Proposed Rights Issue with Warrants are assumed to be fully exercised at an indicative exercise price of RM0.73 per Warrant.

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014. (Continued)

3. Proforma Consolidated Statements of Financial Position (Continued)

3.2 Maximum Scenario (Continued)

3.2.1 Proforma I

Proforma I incorporates the effects of the audited consolidated statement of financial position of the Group as at 31 December 2014 and assuming all the ESOS Options will be granted at the theoretical fair value of RM0.20 per ESOS Option and will be fully exercised at an indicative exercise price of RM0.84 per ESOS Option as described in Note 3.2(i).

With the granting of 52,816,090 ESOS Options, OCK will recognise the fair values of the ESOS Options of approximately RM10.56 million based on the basis as described in Note 1.2.2. Upon the full exercise of the ESOS Options, the ESOS reserve is transferred to the Share Premium Account.

The full exercise of 52,816,090 ESOS Options will have the following impact on the audited consolidated statement of financial position of OCK as at 31 December 2014:-

	Increase/(Decrease)	
	Effects on	Effects on
	Total Assets	Total Equity
	RM'000	RM'000
Cash and cash equivalents	44,366	-
Share capital	-	5,282
Share premium	-	49,647
Retained earnings	-	(10,563)
	44,366	44,366

3.2.2 Proforma II

Proforma II incorporates the cumulative effects of Proforma I and the Proposed Rights Issue with Warrants as described in Note 2(a) and Note 3.2(ii).

With the issuance of 290,488,499 Warrants pursuant to the Proposed Rights Issue with Warrants, OCK will recognise the fair values of the Warrants of approximately RM52.29 million based on the basis as described in Note 1.2.1.

The proceeds arising from the Proposed Rights Issue with Warrants earmarked for business expansion and working capital of RM130.00 million and RM12.89 million respectively will be included in the Cash and Cash Equivalents Account. The estimated expenses in relation to the Proposals of RM2.35 million will be written off against the Share Premium Account pursuant to Section 60(3) of the Companies Act, 1965.

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014. (Continued)

3. Proforma Consolidated Statements of Financial Position (Continued)

3.2 Maximum Scenario (Continued)

3.2.2 Proforma II (Continued)

The Proposed Rights Issue of Shares with Warrants will have the following impact on the Proforma Consolidated Statements of Financial Position of the Group as at 31 December 2014:-

	Increase/(Decrease)	
	Effects on Total Assets RM'000	Effects on Total Equity RM'000
Cash and cash equivalents	142,894	-
Share capital	-	29,049
Share premium	-	61,557
Warrants reserve	-	52,288
	142,894	142,894

3.2.3 Proforma III

Proforma III incorporates the cumulative effects of Proforma II and assuming the full exercise of 290,488,499 Warrants at an indicative exercise price of RM0.73 per Warrant as described in Note 3.2(iii).

The full exercise of 290,488,499 Warrants will have the following impact on the Proforma Consolidated Statements of Financial Position of OCC as at 31 December 2014:-

	Increase/(Decrease)	
	Effects on Total Assets RM'000	Effects on Total Equity RM'000
Cash and cash equivalents	212,057	-
Share capital	-	29,049
Share premium	-	235,296
Warrants reserve	-	(52,288)
	212,057	212,057

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

4. Movements in Share Capital and Reserves

4.1 Minimum Scenario

	Share capital	Share Premium	Foreign Currency Translation Reserve	Revaluation Reserve	Reverse Acquisition Reserve	Warrants Reserve	Retained Earnings
	Number of Shares RM'000	Amount RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Audited consolidated statement of financial position as at 31 December 2014	528,161	52,816	(283)	5,245	(17,007)	-	53,841
Arising from the Proposed Rights Issue with Warrants	264,080	26,408	-	-	-	47,534	-
Defrayment of estimated expenses in relation to the Proposals	-	-	-	-	-	-	-
Per Proforma I	792,241	79,224	(283)	5,245	(17,007)	47,534	53,841
Arising from the assumed full exercise of Warrants	264,080	26,408	-	-	-	(47,534)	-
Per Proforma II	1,056,321	105,632	(283)	5,245	(17,007)	-	53,841



OCK GROUP BERHAD AND ITS SUBSIDIARIES

NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

4. Movements in Share Capital and Reserves (Continued)

4.2 Maximum Scenario

	Share capital		Share Premium	ESOS Reserve	Foreign Currency Translation Reserve	Revaluation Reserve	Reverse Acquisition Reserve	Warrants Reserve	Retained Earnings
	Number of Shares	Amount							
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Audited consolidated statement of financial position as at 31 December 2014	528,161	52,816	84,187	-	(283)	5,245	(17,007)	-	53,841
Arising from the assumed all the ESOS Options	-	-	-	10,563	-	-	-	-	(10,563)
- are fully granted	52,816	5,282	49,647	(10,563)	-	-	-	-	-
- are fully exercised	580,977	58,098	133,834	-	(283)	5,245	(17,007)	-	43,278
Per Proforma I									
Arising from the Proposed Rights	290,488	29,049	63,907	-	-	-	-	52,288	-
Issue with Warrants									
Defrayment of estimated expenses in relation to the Proposals	-	-	(2,350)	-	-	-	-	-	-
Per Proforma II	871,465	87,147	195,391	-	(283)	5,245	(17,007)	52,288	43,278
Arising from the assumed full exercise of Warrants	290,488	29,049	235,296	-	-	-	-	(52,288)	-
Per Proforma III	1,161,953	116,196	430,687	-	(283)	5,245	(17,007)	-	43,278

Proforma Consolidated Statements of Financial Position as at 31 December 2014



NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2014 (Continued)

5. Movements in Cash and Cash Equivalents

5.1 Minimum Scenario

	RM'000
Audited consolidated statement of financial position as at 31 December 2014	73,762
Arising from the Proposed Rights Issue with Warrants	132,040
Defrayment of estimated expenses in relation to the Proposals	(2,350)
Per Proforma I *	<u>203,452</u>
Arising from the assumed full exercise of Warrants	192,779
Per Proforma II *	<u>396,231</u>

* Included in the cash and cash equivalents are amounts of RM115.00 million and RM14.69 million arising from the Proposed Rights Issue with Warrants earmarked for the purpose of business expansion and working capital respectively.

5.2 Maximum Scenario

	RM'000
Audited consolidated statement of financial position as at 31 December 2014	73,762
Arising from the assumed all the ESOS Options are fully granted and exercised	44,366
Per Proforma I	<u>118,128</u>
Arising from the Proposed Rights Issue with Warrants	145,244
Defrayment of estimated expenses in relation to the Proposals	(2,350)
Per Proforma II *	<u>261,022</u>
Arising from the assumed full exercise of Warrants	212,057
Per Proforma III *	<u>473,079</u>

* Included in the cash and cash equivalents are amounts of RM130.00 million and RM12.89 million arising from the Proposed Rights Issue with Warrants earmarked for the purpose of business expansion and working capital respectively.

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

This Circular has been seen and approved by the Board, and the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. CONSENTS

RHBIB, being the Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereto in the form and context in which they appear in this Circular.

Messrs Baker Tilly Monteiro Heng, being the Reporting Accountants for the Proposed Rights Issue with Warrants, has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, the report on the compilation of the proforma consolidated statements of financial position of OCK Group as at 31 December 2014, and all references thereto in the form and context in which they appear in this Circular.

3. DECLARATION OF CONFLICT OF INTERESTS

RHBIB has given its written confirmation that there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Adviser to OCK for the Proposals.

Messrs Baker Tilly Monteiro Heng has given their written confirmation that there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Reporting Accountants to OCK for the Proposed Rights Issue with Warrants.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither the Company nor any of its subsidiary companies are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against OCK and/ or its subsidiary companies, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of OCK and/ or its subsidiary companies.

5. MATERIAL COMMITMENTS

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by the Group that has not been provided for, which may have a material impact on the financial results/ position of the Group.

6. CONTINGENT LIABILITIES

Save as disclosed below, as at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by the Group which, upon becoming enforceable, may have a material impact on the financial results/ position of the Group:-

	RM'000
Corporate guarantees given to a financial institution to secure credit facilities granted to its subsidiary companies	134,037

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, during normal business hours (except public holidays) from the date of this Circular until the date of the forthcoming EGM of the Company:-

- i. Memorandum and Articles of Association of OCK;
- ii. Audited consolidated financial statements of OCK Group for the past two (2) financial years up to the FYE 31 December 2014 and the latest unaudited quarterly report of OCK Group for the six (6)-month FPE 30 June 2015;
- iii. The proforma consolidated statements of financial position of OCK Group as at 31 December 2014 together with the Reporting Accountants' report thereon, as set out in Appendix I of this Circular;
- iv. The draft Deed Poll; and
- v. The letters of consent and declarations of conflict of interest referred to in Sections 2 and 3 above, respectively.

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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 Garuda Room, Glenmarie Golf & Country Club, 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 5 October 2015 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 290,488,499 NEW ORDINARY SHARES OF RM0.10 EACH IN OCK ("OCK SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING OCK SHARES HELD TOGETHER WITH UP TO 290,488,499 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR, BASED ON AN ENTITLEMENT DATE AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 2 and Special Resolution 1, and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of OCK ("Board") for the following:-

- (a) to provisionally allot and issue by way of a renounceable rights issue of up to 290,488,499 Rights Shares at an issue price to be determined and fixed at a later date by the Board on the basis of one (1) Rights Share for every two (2) existing OCK Shares held, together with up to 290,488,499 free detachable Warrants on the basis of one (1) free Warrant for every one (1) Rights Share subscribed for, to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- (b) wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with a deed poll constituting the Warrants to be executed by the Company as supplemented from time to time ("Deed Poll"), at any time during the exercise period, for one (1) new OCK Share at an exercise price to be determined and fixed at a later date by the Board, but in any case, not lower than the par value of OCK Shares;
- (c) to allot and issue such number of new OCK Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- (d) to allot and issue such further Warrants and new OCK Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- (e) to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new OCK Shares which may from time to time be allotted and issued arising from the exercise of the Warrants;

AND THAT any Rights Shares and Warrants which are not taken up shall be made available for excess applications to the entitled shareholders and/ or their renounee(s) who have applied for the excess Rights Shares and Warrants, and is intended to be allocated on a fair and equitable basis, to be set out in the abridged prospectus to be issued;

AND THAT any fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

AND THAT the purpose of the Proposed Rights Issue with Warrants as set out in the circular to shareholders of the Company dated 11 September 2015 be approved;

AND THAT the proceeds of the Proposed Rights Issue with Warrants be utilised as set out in the circular to shareholders of the Company dated 11 September 2015, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities;

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

AND THAT, the new OCK Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing OCK Shares, save and except that the new OCK Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of the said new OCK Shares;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

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 aforesaid Proposed Rights Issue with Warrants with full powers 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 and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF OCK FROM RM100,000,000 COMPRISING 1,000,000,000 OCK SHARES TO RM200,000,000 COMPRISING 2,000,000,000 OCK SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 1,000,000,000 OCK Shares to RM200,000,000 comprising 2,000,000,000 OCK Shares, by the creation of an additional 1,000,000,000 OCK Shares.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to consent to and to adopt such conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Increase in Authorised Share Capital and to deal with all matter relating thereto and to make all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF OCK ("PROPOSED AMENDMENT")

"THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of OCK in the following manner:-

Existing

Clause 6

The capital of the Company is **Ringgit Malaysia One Hundred Million only (RM100,000,000.00)** divided into **One Billion (1,000,000,000)** ordinary shares of **Ten Sen (RM0.10)** each, with full power to increase or reduce its capital and the shares in the original or any increased capital may divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

Proposed

Clause 6

The capital of the Company is **Ringgit Malaysia Two Hundred Million only (RM200,000,000.00)** divided into **Two Billion (2,000,000,000)** ordinary shares of **Ten Sen (RM0.10)** each, with full power to increase or reduce its capital and the shares in the original or any increased capital may divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendment with full powers to consent to and to adopt such conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Amendment and to deal with all matters relating thereto and to make all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendment."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

11 September 2015

Notes:-

- A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Subject to Note 4 below, where a member appoints two (2) proxies, he/ she shall specify the proportion of his/ her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.*
- 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.*
- 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.*
- 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.*
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 September 2015 (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.*
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/ or processed in connection with the foregoing.*



OCK GROUP BERHAD

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

FORM OF PROXY

CDS Account No.⁽¹⁾ _____
No. of Shares held: _____

I/ We _____ NRIC/ Company No. _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(FULL ADDRESS)

being a member / members of **OCK GROUP BERHAD (955915-M)** hereby appoint _____
NRIC No. _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(FULL ADDRESS)

or failing *him/ her _____ NRIC No. _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(FULL ADDRESS)

or failing *him/ her, the Chairman of the Meeting as *my/ our proxy to attend and vote on *my/ our behalf at the Extraordinary General Meeting of OCK Group Berhad ("Company") to be held at Garuda Room, Glenmarie Golf & Country Club, 3, Jalan Usahawan U1/8, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 5 October 2015 at 10.00 a.m.

*My/ our proxy is to vote as indicated below:-

	FOR	AGAINST
ORDINARY RESOLUTION 1 - PROPOSED RIGHTS ISSUE WITH WARRANTS		
ORDINARY RESOLUTION 2 - PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL		
SPECIAL RESOLUTION 1 - PROPOSED AMENDMENT		

(Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast. Unless voting instructions are indicated in the space above, the proxy will vote as he/ she thinks fit.)

(i) Applicable to shares held through a nominee account
* Delete where applicable

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies:-

Signed this _____ day of _____ 2015

	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

Signature/ Common Seal of Member

Notes:-

- A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Subject to Note 4 below, where a member appoints two (2) proxies, he/ she shall specify the proportion of his/ her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- 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.
- 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.
- 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 September 2015 (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.
- By submitting an instrument appointing a prox(ies) and/ or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 11 September 2015.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
OCK GROUP BERHAD (955915-M)
Level 2, Tower 1
Avenue 5
Bangsar South City
59200 Kuala Lumpur

1st fold here