

**NOTICE OF FIFTY-NINTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Ninth Annual General Meeting ("AGM") of OCB Berhad will be held at Greens 3 (Sport Wing), Tropicana Golf & Country Resort Club, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 22 May 2018 at 10.00 a.m. for the following purposes:

**A G E N D A**
**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon. **(Please refer to Note C of this Agenda)**
- To re-elect the following Directors of the Company who retire pursuant to Article 97 of the Company's Articles of Association:
  - Zakaria Merican Bin Osman Merican
  - Sak Swee Sang
  - Abd Aziz Bin Attan**Resolution 1  
Resolution 2  
Resolution 3**
- To re-elect as Director, Wong Choon Shein who retires pursuant to Article 101 of the Company's Articles of Association. **Resolution 4**
- To approve the payment of Directors' fees amounting to RM293,000 to the Non-Executive Directors of the Company and its subsidiaries for the financial year ended 31 December 2017. **Resolution 5**
- To approve the payment of benefits of up to RM80,000 to the Non-Executive Directors of the Company and its subsidiaries for the financial year ending 31 December 2018. **Resolution 6**
- To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

**AS SPECIAL BUSINESS**

- To consider and, if thought fit, to pass the following as an Ordinary Resolution:
 

**Continuation of office of Tan Sri Dato' Nik Ibrahim Kamil Bin Tan Sri Dato' Nik Ahmad Kamil as an Independent Non-Executive Director**

"THAT Tan Sri Dato' Nik Ibrahim Kamil Bin Tan Sri Dato' Nik Ahmad Kamil continues to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

**Resolution 8**
- To consider and, if thought fit, to pass the following as an Ordinary Resolution:
 

**Continuation of office of Zakaria Merican Bin Osman Merican as an Independent Non-Executive Director**

"THAT, subject to the passing of Resolution 1, Zakaria Merican Bin Osman Merican continues to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

**Resolution 9**

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
 

**Proposed authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

"THAT subject to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Board of Directors of the Company ("Board") be and is hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Board may in its absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being (excluding treasury shares); AND THAT such authority shall continue to be in force until:

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

AND FURTHER THAT the Board be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

**Resolution 10**

- To consider and, if thought fit, to pass the following as an Ordinary Resolution:
 

**Proposed renewal of authority for the Company to purchase its own shares**

"THAT subject to compliance with the Companies Act, 2016, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), provisions of the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Board of Directors of the Company ("Board") from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company, provided that:

  - the aggregate number of shares to be purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the date of the share buy-back; and
  - an aggregate amount of the funds not exceeding the retained profits of the Company as at the date of the share buy-back, be utilised by the Company for the purchase of its own shares; and
  - the shares of the Company to be purchased may be cancelled, retained as treasury shares, distributed as dividends or resold on Bursa Securities, or a combination of any of the above, at the absolute discretion of the Board;

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:

  - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the MMLR of Bursa Securities or any other relevant authorities;

AND FURTHER THAT the Board be and is hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

**Resolution 11**

- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 2016.

By Order of the Board

**TAN BEE KENG**  
 (MAICSA 0856474)  
 Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
 Malaysia  
 23 April 2018

**NOTES:**
**(A) GENERAL MEETING RECORD OF DEPOSITORS**

Only members whose name appears in the General Meeting Record of Depositors as at 14 May 2018 shall be entitled to attend the Meeting or appoint proxy(ies) to attend and vote in its stead.

**(B) PROXY**

(i) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend and vote at the same meeting, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.

(ii) Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.

(iii) Where a member is an exempt authorised nominee ("EAN") as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.

(iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of an officer or its attorney duly authorised in its behalf. Any alteration to the instrument appointing a proxy must be intailed.

(v) To be valid, the instrument appointing a proxy must be completed and deposited at the Registered Office of the Company at 2B-5, Level 5, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting (or in case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll).

**(C) AUDITED FINANCIAL STATEMENTS**

This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members. Hence, this item will not be put forward for voting.

**(D) POLL VOTING**

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to the vote by way of poll. Independent Scrutineers will be appointed to verify the results of the poll.

**(E) PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming Fifty-Ninth Annual General Meeting ("AGM") and/or any adjournment thereof, a member of the Company:

(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.

**(F) EXPLANATORY NOTES ON SPECIAL BUSINESS**

**Resolution 8 - Continuation of office of Tan Sri Dato' Nik Ibrahim Kamil Bin Tan Sri Dato' Nik Ahmad Kamil as Independent Non-Executive Director**

Tan Sri Dato' Nik Ibrahim Kamil Bin Tan Sri Dato' Nik Ahmad Kamil, who was appointed as an Independent Non-Executive Director of the Company on 2 January 2007, has served the Company for more than nine (9) years. The Board, after having assessed the independence of Tan Sri Dato' Nik Ibrahim Kamil, recommends that he continues to serve as an Independent Non-Executive Director based on the following reasons:

(i) he fulfils the criteria stated under the definition of "Independent Director" as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and he is able to provide proper check and balance thus bringing an element of objectivity to the Board;

(ii) he actively participated in Board's and Board Committees' deliberations and decision making in an objective and independent manner; and

(iii) he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.

**Resolution 9 - Continuation of office of Zakaria Merican Bin Osman Merican as an Independent Non-Executive Director**

Zakaria Merican Bin Osman Merican, who was appointed as an Independent Non-Executive Director of the Company on 7 February 2006, has served the Company for more than nine (9) years. The Board, after having assessed the independence of Zakaria Merican, recommends that he continues to serve as an Independent Non-Executive Director based on the following reasons:

(i) he fulfils the criteria stated under the definition of "Independent Director" as defined in the Main Market Listing Requirements of Bursa Securities and he is able to provide proper check and balance thus bringing an element of objectivity to the Board;

(ii) he actively participated in Board's and Board Committees' deliberations and decision making in an objective and independent manner; and

(iii) he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.

**Resolution 10 - Proposed authority to Directors to allot and issue shares pursuant to Sections 75 and 76 of Companies Act, 2016**

The Company had at the Fifty-Eighth AGM held on 23 May 2017, obtained renewed mandate for issuance of shares by the Board pursuant to the Companies Act, 2016. As at the date of this Notice, no new shares in the Company were issued pursuant to the renewed mandate granted to the Board at the Fifty-Eighth AGM and hence, no proceeds were raised.

The Ordinary Resolution 10 proposed, if passed, will give renewed authority to the Board, from the date of the forthcoming Fifty-Ninth AGM, to allot and issue ordinary shares of the Company at any time to such persons for such purposes as the Board may, in its absolute discretion, consider to be in the interests of the Company, without having to convene a general meeting provided that the aggregate number of the shares issued shall not exceed 10% of the total number of issued shares of the Company for the time being (excluding treasury shares). The renewed authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

(i) the conclusion of the next AGM of the Company; or

(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

The renewed authority will provide flexibility to the Company to raise capital for any possible fund raising activities including but not limited to placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

**Resolution 11 - Proposed renewal of authority for the Company to purchase its own shares**

The Ordinary Resolution 11 proposed, if passed, will renew the authority for the Company to purchase through Bursa Securities such number of ordinary shares in the Company up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company. The renewed authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

(i) the conclusion of the next AGM of the Company; or

(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

For further information, please refer to the Share Buy-Back Statement dated 23 April 2018 which is despatched together with the Company's Annual Report 2017.