



O&C RESOURCES BERHAD (440503-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be held at Level 16, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf and Country Resort, 47410 Petaling Jaya, Selangor, Malaysia on Wednesday, 14 December 2016, at 2.00 p.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 July 2016 together with the Directors' and Auditors' Reports thereon.
(Please refer Explanatory Note 1)
2. To approve the payment of Directors' fees of not exceeding RM500,000 for the financial year ending 31 July 2017.
(Ordinary Resolution 1)
3. To re-elect the following Directors who retire in accordance with Article 92 and Article 98 of the Company's Articles of Association and being eligible, had offered themselves for re-election:-
 - i) Ong Kah Hoe (Article 92) *(Ordinary Resolution 2)*
 - ii) Dato' Lim Heng Ee (Article 98) *(Ordinary Resolution 3)*
 - iii) Lee Chin Cheh (Article 98) *(Ordinary Resolution 4)*
4. To re-appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.
(Ordinary Resolution 5)

AS SPECIAL BUSINESS: -

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

5. **As Ordinary Resolution**
Proposed Authority to Directors to Issue New Ordinary Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit PROVIDED THAT the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the nominal value of the total issued and paid up share capital (excluding treasury shares) of the Company and that such authority shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting, commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."

(Ordinary Resolution 6)

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

6. **As Ordinary Resolution** **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions**

“THAT, subject always to the provisions of the Companies Act, 1965 (“the Act”), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the regulations, guidelines and guidance notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given for the Company and its subsidiaries (collectively the “Group”) to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4(i) (the “Proposed Renewal of Shareholders’ Mandate”) of the Circular to Shareholders dated 22 November 2016 (“Circular”) provided that such transactions and/or arrangements are in the ordinary course of business which are necessary for the day-to-day operations of the Group, on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed Renewal of Shareholders’ Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which the Proposed Renewal of Shareholders’ Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders’ Mandate.

AND THAT the estimates given in respect of the Recurrent Related Party Transactions specified in Section 2.4(i) of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts(s) thereof provided that such amount or amounts comply with the procedures set out in Section 2.5 of the Circular.”

(Ordinary Resolution 7)

7. **As Ordinary Resolution** **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions**

“THAT, subject always to the provisions of the Companies Act, 1965 (“the Act”), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the regulations, guidelines and guidance notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given for the Company and its subsidiaries (collectively the “Group”) to enter into the additional new recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4(ii) (the “Proposed New Shareholders’ Mandate”) of the Circular to Shareholders dated 22 November 2016 (“Circular”) provided that such transactions and/or arrangements are in the ordinary course of business which are necessary for the day-to-day operations of the Group, on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed New Shareholders' Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which the Proposed New Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders at a general meeting,

whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed New Shareholders' Mandate.

AND THAT the estimates given in respect of the Recurrent Related Party Transactions specified in Section 2.4(ii) of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts(s) thereof provided that such amount or amounts comply with the procedures set out in Section 2.5 of the Circular."

(Ordinary Resolution 8)

8. To transact any other business of which due notice have been given in accordance with the Companies Act, 1965.

By order of the Board,
O&C RESOURCES BERHAD

LAM SOOK CHING (MAICSA 7006942)
NG BEE LIAN (MAICSA 7041392)
Company Secretaries

Melaka
22 November 2016

NOTES:

- 1. Depositors whose names appear in the Record of Depositors as at 8 December 2016 are entitled to attend, speak and vote at the meeting.*
- 2. Where a member of the Company who is entitled to attend and vote at the meeting is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
- 3. Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- 4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies failing which, the appointment(s) shall be invalid.*
- 5. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.*
- 6. The instrument appointing a proxy or proxies, in the case of an individual, shall be signed by the appointer or his/her attorney and in the case of a corporation, either under seal or under the hand of a duly authorised officer or attorney.*
- 7. If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.*
- 8. To be valid, the instrument appointing a proxy or proxies shall be deposited at the Registered Office of the Company at 49-B, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.*

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Explanatory Notes on Ordinary and Special Business:-

Shareholders are advised to refer to the Circular to Shareholders dated 22 November 2016 which will be circulated together with the Annual Report 2016 when considering Resolutions No. 7 and No. 8.

1. Item 1 of the Agenda

The Audited Financial Statements in Agenda Item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.

2. Item 3 of the Agenda

Encik Ahmad Ruslan Zahari Bin Dato' Dr. Zakaria is scheduled for retirement by rotation as Director of the Company in accordance with Article 92 of the Company's Articles of Association at the 19th AGM.

As Encik Ahmad Ruslan Zahari Bin Dato' Dr. Zakaria has notified vide his letter to the Company of his intention not to seek for re-election, he shall retire as Director of the Company at the conclusion of the 19th AGM of the Company.

3. Item 5 of the Agenda

Ordinary Resolution 6 proposed under Item 5 of the Agenda is to renew the general mandate obtained from the shareholders at the last Annual General Meeting ("AGM") of the Company held on 17 December 2015 (the "General Mandate").

The proposed Ordinary Resolution 6 is a renewal of the General Mandate obtained from the members at the last AGM of the Company.

The proposed Ordinary Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this mandate does not exceed ten percent (10%) of the nominal value of the total issued and paid-up share capital (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. As at the date of this Notice, the Company did not allot and issue any shares pursuant to the mandate granted to the Directors at the 18th AGM of the Company held on 17 December 2015.

4. Item 6 of the Agenda

This is a renewal of the mandate obtained from the members at the last AGM of the Company held on 17 December 2015.

*The proposed Ordinary Resolution 7, if passed, will **renew** the authority given to the Company and its subsidiaries (the "Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations with the respective related parties, subject that the transactions are transacted in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.*

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

5. Item 7 of the Agenda

The proposed Ordinary Resolution 8, if passed, will authorise the Group to enter into new recurrent related party transactions of a revenue or trading nature which are necessary for the Company Group's day-to-day operations with the respective related parties, subject that the transactions are transacted in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

ANNUAL REPORT 2016 OF THE COMPANY

The Annual Report 2016 of the Company is in CD-ROM format.

A printed copy of the Annual Report 2016 shall be provided to the shareholders within four (4) market days from the date of receipt of their written request.

Shareholders who wish to receive the printed copy of the Annual Report 2016 or who require assistance with viewing the CD-ROM, kindly contact Mr. Anthony Lee (Tel. No. +6 03 7731 3552), email to corporate@ocrbhd.com or you may send the completed request form to 49-B Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka for a printed copy of the Annual Report 2016.