



**O&C RESOURCES BERHAD (440503-K)**  
(Incorporated In Malaysia)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth 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, 13 December 2017, at 2:00 p.m. for the following purposes:-

#### **AGENDA**

##### **AS ORDINARY BUSINESS:-**

- To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 July 2017 together with the Directors' and Auditors' Reports thereon.  
*(Please refer Explanatory Note 1)*
- To approve the payment of Directors' fees and benefits of not exceeding RM500,000 for the financial year ending 31 July 2018.  
*(Ordinary Resolution 1)*
- To re-elect the following Directors who retire in accordance with Article 92 and Article 98 of the Company's Constitution, and being eligible, have offered themselves for re-election:-  
*(Ordinary Resolution 2)*  
(i) Tunku Azudinshah Ibin Tunku Annuar  
*(Ordinary Resolution 3)*  
(ii) Encik Hj. Abdullah bin Abdul Rahman  
*(Ordinary Resolution 4)*  
(iii) Mr. Lim Teck Seng  
*(Ordinary Resolution 5)*  
(iv) Datuk Azrulnizam bin Abdul Aziz  
*(Ordinary Resolution 6)*  
(v) Mr. Yap Sing Khon
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.  
*(Ordinary Resolution 7)*

##### **AS SPECIAL BUSINESS:-**

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

- As Ordinary Resolution**  
**Payment of Benefit Payable to the Directors under Section 230(1)(B) of the Companies Act, 2016**  
"THAT the benefits payable to Directors up to an amount of RM2,500 for the period from 1 February 2017 until the financial year ended 31 July 2017 of the Company in year 2017 pursuant to Section 230(1)(b) of the Companies Act, 2016, be and is hereby approved for payment."  
*(Ordinary Resolution 8)*
- As Ordinary Resolution**  
**Proposed Authority to Directors to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**  
"THAT pursuant to Section 75 and 76 of the Companies Act, 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and such person or persons whomsoever 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 total number of issued shares of the Company for the time being AND THAT the Directors be and are empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."  
*(Ordinary Resolution 9)*
- As Ordinary Resolution**  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT, subject always to the provisions of the Companies Act, 2016 ("the Act"), the Constitution 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 set out in Section 1.4(i) (the "Proposed Renewal of Shareholders' Mandate") of the Circular to Shareholders dated 20 November 2017 ("Circular") provided that such transactions and/or arrangements are:-  
(a) necessary for the day-to-day operations of the Group;  
(b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and  
(c) are not prejudicial to the minority shareholders of the Company,  
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 shall lapse, unless by a resolution passed at such AGM, 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 340(2) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or  
(c) revoked or varied by a resolution passed by the shareholders of the Company in 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 all such documents as may be required) they may consider expedient or necessary 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 1.4(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 10)*
- As Ordinary Resolution**  
**Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT, subject always to the provisions of the Companies Act, 2016 ("the Act"), the Constitution 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 set out in Section 1.4(ii) (the "Proposed New Shareholders' Mandate") of the Circular to Shareholders dated 20 November 2017 ("Circular") provided that such transactions and/or arrangements are:-  
(a) necessary for the day-to-day operations of the Group;  
(b) undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and  
(c) are not prejudicial to the minority shareholders of the Company,  
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 shall lapse, unless by a resolution passed at such AGM, 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 340(2) of the Act [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or  
(c) revoked or varied by a resolution passed by the shareholders of the Company in 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 all such documents as may be required) they may consider expedient or necessary 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 1.4(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 11)*
- As Special Resolution**  
**Proposed Change of Name of Company from "O&C Resources Berhad" to "OCR Group Berhad" ("Proposed Change of Name of Company")**  
"THAT approval be hereby given for the name of the Company to be changed from "O&C Resources Berhad" to "OCR Group Berhad" which shall be effective from the date of issuance of the "Certificate of Change of Name of the Company" by the Companies Commission of Malaysia and thereafter, all references in the Constitution of Company to the name of "O&C Resources Berhad", wherever the same may appear, shall be deleted and substituted with "OCR Group Berhad".  
THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and or expedient to give full effect to the Proposed Change of Name of Company with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."  
*(Special Resolution 1)*
- To transact any other business of which due notice have been given in accordance with the Companies Act, 2016.

By order of the Board,  
O&C RESOURCES BERHAD  
NG BEE LIAN (MAICSA 7041392)  
TAN TONG LANG (MAICSA 7045482)  
Company Secretaries  
Melaka  
20 November 2017

#### **NOTES:**

- (i) A proxy may but need not a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of the Companies.*  
*(ii) In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power attorney.*  
*(iii) A member shall not, subject to Paragraphs (iv) and (v) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*  
*(iv) Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*  
*(v) Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.*  
*(vi) Any alteration to the instrument appointing a proxy must be initialed. The instrument appointing a proxy must be deposited at the registered office of the Company at 49-B, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, Malaysia, not less than 48 hours before the time appointed for holding the meeting.*  
*(vii) Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which the termination of the authority of a person to act as proxy will not affect the following in accordance with the Companies Act 2016:-*  
*(a) the constitution of the quorum at such meeting;*  
*(b) the validity of anything he did as chairman of such meeting;*  
*(c) the validity of a poll demanded by him at such meeting; or*  
*(d) the validity of the vote exercised by him at such meeting.*
- Item 6 of the Agenda**  
Ordinary Resolution 9 proposed under Item 5 of the Agenda is to renew the general mandate from the shareholders at the last Annual General Meeting ("AGM") of the Company held on 14 December 2016 (the "General Mandate").  
The proposed Ordinary Resolution 9 is a renewal of the General Mandate for issuance of shares by the Company under Section 75 and 76 of the Act.  
This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.  
This General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).  
As at the date of this Notice, the Company had allotted and issued 26,567,700 shares in relation to Private Placement pursuant to the mandate granted to the Directors at the 19th AGM of the Company held on 14 December 2016.
- Item 7 of the Agenda**  
This is a renewal of the mandate obtained from the members at the last AGM of the Company held on 14 December 2016.  
The proposed Ordinary Resolution 10, 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.
- Item 8 of the Agenda**  
The proposed Ordinary Resolution 11, 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.
- Item 9 of the Agenda**  
For the rational of the proposed change of name of the Company, please refer to Part B of the Circular to Shareholders dated 20 November 2017.

#### **Explanatory Notes on Ordinary and Special Business:-**

Shareholders are advised to refer to the Circular to Shareholders dated 20 November 2017 which will be circulated together with the Annual Report 2017 when considering Resolutions No. 10 and No. 11.

##### **Item 1 of the Agenda**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 (the "Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting by the shareholders of the Company.