



OCR GROUP BERHAD

(Company No. 440503-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of OCR Group Berhad ("OCR" or the "Company") will be held at Level 16, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf and Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 25 January 2019 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 226,109,938 NEW OCR WARRANTS ("WARRANTS D") ON AN ENTITLEMENT BASIS TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the approval of all relevant authorities or parties having been obtained, the Directors of the Company be and is hereby authorised to issue and allot up to 226,109,938 free Warrants D in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants D ("**Deed Poll D**"), and to issue the Warrants D by way of a bonus issue to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be fixed later, at an entitlement basis to be determined later;

THAT the Directors of the Company be and is hereby authorised to fix the entitlement basis for the Proposed Bonus Issue of Warrants in such manner as the Directors of the Company may determine in its absolute discretion but subject to compliance with the requirements of Paragraph 6.50 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**");

THAT the Directors of the Company be and is hereby authorised to fix the exercise price of the Warrants D at a later date and that the Directors of the Company be and is hereby authorised to allot and issue new ordinary shares in OCR ("**OCR Shares**" or "**Shares**") arising from the exercise of the Warrants D by the holders of the Warrants D of their rights in accordance with the Deed Poll D and such new OCR Shares shall, upon allotment and issuance, rank *pari passu* in all aspects with the existing Shares, save and except that the new OCR Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution preceding the relevant date of allotment and issuance of the new OCR Shares;

THAT fractional entitlements of the Warrants D, if any, will be disregarded and/or shall be dealt with in such manner as the Directors of the Company shall in its absolute discretion deem fit and expedient in the best interests of the Company;

THAT approval be and is hereby given to the Directors of the Company to issue and allot additional Warrants D as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll D and to issue and allot further OCR Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants D and to adjust from time to time the exercise price of the Warrants D as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll D and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required);

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll D with full power to assent to any conditions, modifications, variations and / or amendments (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company and that subject to all provisions and adjustments contained in the Deed Poll D, to assent to any modifications and / or amendments to the exercise price, exercise period and number of Warrants D as may be required or permitted to be revised as a consequence of the adjustments under the provisions of the Deed Poll D, and to take all steps as the Directors or any of them may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll D;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power 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 acts and things in any manner as the Directors may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

By Order of the Board

NG BEE LIAN (MAICSA 7041392)

Company Secretary

Melaka

10 January 2019

Notes:-

- (1) A proxy may but needs not be a member of the Company.
- (2) For a proxy to be valid, the Form of Proxy, duly completed must be deposited at the Registered Office of the Company, 49B, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka not less than forty-eight (48) hours before the time appointed for holding the meeting. Provided that in the event the member(s) duly executes this form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his / their proxy, provided always that the rest of this form, other than the particulars of the proxy have been duly completed by the member(s).
- (3) A member shall be entitled to appoint 2 or more proxies to attend and to vote at the same meeting. However, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (4) Where a member is an Exempt Authorised Nominee 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 Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- (5) If the appointer is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- (6) Only a depositor whose name appears on the Record of Depositors as at 18 January 2019 (General Meeting Record of Depositors) shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on his/her behalf.