

NOTICE OF SIXTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixtieth Annual General Meeting ("AGM") of OCB Berhad will be held at Greens 3 (Sports Wing), Tropicana Golf & Country Resort Club, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 27 May 2019 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 2018 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors of the Company who retire pursuant to Article 97 of the Company's Articles of Association:
 - Tan Sri Dato' Nik Ibrahim Kamil Bin Tan Sri Dato' Nik Ahmad Kamil
 - Mohd Harris Bin Pardi
 - Fong Heng Leong
- To approve the payment of Directors' fees amounting to RM518,000 to the Non-Executive Directors of the Company and its subsidiaries for the financial year ended 31 December 2018.
- To approve the payment of benefits of up to RM150,000 to the Non-Executive Directors of the Company and its subsidiaries for the financial year ending 31 December 2019.
- 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.

(Please refer to Note C of this Agenda)

Resolution 1
Resolution 2
Resolution 3

Resolution 4

Resolution 5

Resolution 6

AS SPECIAL BUSINESS

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

Resolution 7

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

"THAT subject to the passing of Resolution 1, 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."

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

Resolution 8

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

"THAT 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."

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

Resolution 9

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 Constitution 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."

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

Resolution 10

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"), the Company's Constitution 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;
- 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 it deems 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."

- To consider and, if thought fit, to pass the following as a Special Resolution:

Special Resolution 1

Proposed Adoption of New Constitution of the Company

"THAT the New Constitution in the form and manner as set out in Part B of the Company's Circular to Shareholders dated 26 April 2019, be and is hereby approved and adopted as the New Constitution of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company;

AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and things as it may consider necessary and/or expedient in order to give full effect to the adoption of the New Constitution of the Company."

- 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
26 April 2019

NOTES:

(A) GENERAL MEETING RECORD OF DEPOSITORS

Only members whose name appears in the General Meeting Record of Depositors as at 17 May 2019 shall be entitled to attend the Meeting or appoint proxy(ies) to attend and vote in his stead.

(B) PROXY

(i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than 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 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 1 proxy but not more than 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 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 initialled.

(v) To be valid, the instrument appointing a proxy must be completed and deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting (or in case of a poll, not less than 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 Sixtieth 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 7 - 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 12 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 fulfills 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 8 - 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 13 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 fulfills 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 9 - 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-Ninth AGM held on 22 May 2018, 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-Ninth AGM and hence, no proceeds were raised.

The Ordinary Resolution 9 proposed, if passed, will give renewed authority to the Board, from the date of the forthcoming Sixtieth 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 interest 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:

- the conclusion of the next AGM of the Company; 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.

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

The Ordinary Resolution 10 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:

- the conclusion of the next AGM of the Company; 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.

For further information, please refer to the Share Buy-Back Statement dated 26 April 2019 which is despatched together with the Company's Annual Report 2018.

Special Resolution 1 - Proposed Adoption of New Constitution of the Company

The Special Resolution 1 proposed, if passed, will (i) align the Company's Constitution with the Companies Act, 2016 which came into force on 31 January 2017, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements applicable to the Company; and (ii) provide clarity to certain provisions therein, where relevant, as well as to render consistency throughout in order to facilitate and to enhance administrative efficiency.

For further details, please refer to Part B of the Circular to Shareholders dated 26 April 2019 which is despatched together with the Company's Annual Report 2018.

The Proposed Adoption of New Constitution shall take effect once the Special Resolution has been passed by members representing not less than 75% of the total voting rights of the members who are entitled to attend and vote and do vote in person or by proxy on the said resolution at the Sixtieth AGM of the Company.