

**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 on Friday, 7 February 2020 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

**ORDINARY RESOLUTION 1**

**PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 98,600,000 NEW ORDINARY SHARES IN OCR TO MACQUARIE BANK LIMITED ("PROPOSED SHARE ISSUANCE")**

"THAT subject to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of up to 98,600,000 new ordinary shares in OCR ("OCR Shares" or "Shares") ("Subscription Shares") on the Main Market of Bursa Securities and all the requisite consents / approvals for the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue the Subscription Shares at a subscription price equal to 90% of the volume-weighted average price of OCR Shares as traded on Bursa Securities during the 5 consecutive trading days immediately preceding the relevant subscription date ("Subscription Price") to Macquarie Bank Limited, subject to a minimum floor price of RM0.240 per Subscription Share or such other price as may be mutually agreed upon by the Company and Macquarie Bank Limited, upon the terms and subject to the conditions set out in the subscription agreement dated 17 December 2019 executed between Macquarie Bank Limited and the Company ("Subscription Agreement") ("Proposed Share Issuance");

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Share Issuance for the purposes set out in the circular to shareholders dated 17 January 2020, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approvals of relevant authorities, where required;

THAT the Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing OCR Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Subscription Shares;

THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Share Issuance and the Subscription Agreement with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Share Issuance or as the Board may deem necessary or expedient, and to deal with all matters incidental, ancillary to and/or relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Issuance pursuant to the terms and conditions of the Subscription Agreement in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Subscription Shares to be issued pursuant to or in connection with the Proposed Share Issuance have been duly allotted and issued in accordance with the terms of the Proposed Share Issuance."

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR "SCHEME") INVOLVING UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF OCR (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF OCR AND ITS SUBSIDIARIES ("GROUP") ("PROPOSED ESOS")**

"THAT subject to the approval of all relevant authorities and parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the new ordinary shares in OCR ("OCR Shares" or "Shares") to be issued pursuant to the exercise of the ESOS options granted under the Scheme having been obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 15% of the total number of issued shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible directors and eligible employees of the Group, excluding the subsidiaries which are dormant, and the Board be and is hereby authorised to:-

- implement and administer the Scheme in accordance with the by-laws governing the Scheme ("By-laws"), a draft of which is set out in Appendix III of the Circular to Shareholders dated 17 January 2020 ("Circular"), and to give full effect to the Scheme with full powers to consent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;
- allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment, issuance and full payment of the exercise price of the ESOS options, rank pari passu in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares and will be subject to all the provisions of the Constitution of the Company relating to the transfer, transmission and otherwise of the Shares;
- appoint trustee(s) ("Trustee(s)") to subscribe for new Shares and/or acquire existing Shares for the purpose of the Proposed ESOS, provided always that the total number of OCR Shares which may be made available under the Proposed ESOS and any other employee share issuance schemes to be implemented by the Company shall not in aggregate exceed fifteen percent (15%) of the issued ordinary share capital of the Company (excluding treasury shares, if any) at any time during the duration of the Proposed ESOS and to pay expenses in relation to the administration of the trust(s) (which may be established by a committee to be appointed by the Board ("ESOS Committee"), if required) to the extent permitted by law ("Trust"), be entitled to accept funding and/or assistance, financial or otherwise, from the Group and/or any third party to be paid into the bank account(s) established by the Trustee(s) for the purpose of the Trust as the Trustee may direct;
- provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one (1) or more of the subsidiaries of the Company, to provide money or assistance (financial or otherwise) from time to time if required, to enable the Trustee to acquire, subscribe for and/or transfer OCR Shares for the purposes of implementation and administration of the Proposed ESOS;
- modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deeds with the Trustee(s)) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

THAT the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;

AND THAT the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion."

**ORDINARY RESOLUTION 3**

**PROPOSED ALLOCATION TO ONG KAH HOE**

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant, from time to time throughout the duration of the Scheme, such number of ESOS options to subscribe for new Shares under the Scheme to Ong Kah Hoe, the Group Managing Director of the Company ("Proposed Allocation to Ong Kah Hoe"), provided always that not more than ten percent (10%) of the total OCR Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to him if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ong Kah Hoe with full power to consent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ong Kah Hoe as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**ORDINARY RESOLUTION 4**

**PROPOSED ALLOCATION TO CHAN LIAN SEI**

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant, from time to time throughout the duration of the Scheme, such number of ESOS options to subscribe for new Shares under the Scheme to Chan Lian Sei, a person connected to Ong Kah Hoe ("Proposed Allocation to Chan Lian Sei"), provided always that not more than ten percent (10%) of the total OCR Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to her if she, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Chan Lian Sei with full power to consent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Chan Lian Sei as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**ORDINARY RESOLUTION 5**

**PROPOSED ALLOCATION TO ONG YEW MING**

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant, from time to time throughout the duration of the Scheme, such number of ESOS options to subscribe for new Shares under the Scheme to Ong Yew Ming, a person connected to Ong Kah Hoe ("Proposed Allocation to Ong Yew Ming"), provided always that not more than ten percent (10%) of the total OCR Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to her if she, either singly or collectively through persons connected with her, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ong Yew Ming with full power to consent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ong Yew Ming as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**ORDINARY RESOLUTION 6**

**PROPOSED ALLOCATION TO ONG KAH WEE**

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant, from time to time throughout the duration of the Scheme, such number of ESOS options to subscribe for new Shares under the Scheme to Ong Kah Wee, a person connected to Ong Kah Hoe ("Proposed Allocation to Ong Kah Wee"), provided always that not more than ten percent (10%) of the total OCR Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to him if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ong Kah Wee with full power to consent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ong Kah Wee as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

By Order of the Board  
**OCR GROUP BERHAD**

**NG BEE LIAN (MAICSA 7041392)**  
 Company Secretary

Melaka  
 21 January 2020

**Notes:**

- For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 21 January 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy made in a hard copy form, duly completed must be deposited at the Company Share Register Office, Boardroom Share Registrars Sdn. Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting.