

**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 on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. on Wednesday, 17 November 2021 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions by way of poll:-

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY OCR OF 50 ORDINARY SHARES IN STACK BUILDER SDN BHD ("STACK BUILDER"), REPRESENTING 50% EQUITY INTEREST IN STACK BUILDER, FROM ONG KAH HOE ("STACK BUILDER VENDOR") FOR A PURCHASE CONSIDERATION OF RM3,534,775 OR RM2,242,776 (DEPENDING ON WHETHER THE DEVELOPMENT ORDER FOR A HOUSING DEVELOPMENT PROJECT HAS BEEN OBTAINED BY STACK BUILDER) ("PROPOSED ACQUISITION OF STACK BUILDER")**

"THAT the approvals of all relevant parties and/or authorities being obtained (if required), approval be and is hereby given to the Company to acquire 50 ordinary shares in Stack Builder, representing 50% equity interest in Stack Builder, for a purchase consideration of RM3,534,775 or RM2,242,776 (depending on whether the development order for a housing development project has been obtained by Stack Builder) ("Stack Builder Purchase Consideration") subject to the terms and conditions of the share sale agreement dated 5 October 2021 entered into between OCR and the Stack Builder Vendor ("Revised Stack Builder SSA");

**THAT** the Stack Builder Purchase Consideration shall be satisfied via the issuance of up to 18,604,079 new ordinary shares in OCR ("OCR Shares") ("Stack Builder Consideration Shares") at an issue price of RM0.19 per Consideration Share;

**THAT** pursuant to the terms and conditions of the Revised Stack Builder SSA, approval and authority be and is hereby given to the Company to allot and issue the Stack Builder Consideration Shares to Stack Builder Vendor;

**THAT** the Stack Builder Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing issued OCR Shares, save and except that the holders of such Stack Builder Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of OCR, the entitlement date of which is prior to the date of allotment and issuance of the Stack Builder Consideration Shares;

**AND THAT** the Board of Directors of the Company ("Board" or "Directors") be and is hereby authorised and empowered to give full effect to the Proposed Acquisition of Stack Builder with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company 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 such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of Stack Builder."

**ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION BY OCR OF 2,000,000 ORDINARY SHARES IN WONDERLAND PROJECTS SDN BHD ("WONDERLAND"), REPRESENTING 100% EQUITY INTEREST IN WONDERLAND, FROM ONG KAH HOE, LOW KIN KOK, CHONG TZE-BAN AND LOW KIEN POH (COLLECTIVELY, THE "WONDERLAND VENDORS") FOR A TOTAL PURCHASE CONSIDERATION OF RM5,318,273 ("PROPOSED ACQUISITION OF WONDERLAND")**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant parties and/or authorities being obtained (if required), approval be and is hereby given to the Company to acquire 2,000,000 ordinary shares in Wonderland, representing 100% equity interest in Wonderland, for a purchase consideration of RM5,318,273 ("Wonderland Purchase Consideration") subject to the terms and conditions of the share sale agreement dated 2 August 2021 entered into between OCR and the Wonderland Vendors ("Wonderland SSA") and the supplemental agreement dated 5 October 2021 between OCR, Wonderland and the Wonderland Vendors whereby all parties mutually agreed to extend the date to fulfil the conditions precedent pursuant to the Wonderland SSA to a date falling 3 months after 5 October 2021 ("Wonderland Supplemental Agreement").

**THAT** the Wonderland Purchase Consideration shall be satisfied via the issuance of up to 27,990,911 new OCR Shares ("Wonderland Consideration Shares") at an issue price of RM0.19 per Wonderland Consideration Share;

**THAT** pursuant to the terms and conditions of the Wonderland SSA and the Wonderland Supplemental Agreement, approval and authority be and is hereby given to the Company to allot and issue the Wonderland Consideration Shares to the Wonderland Vendors in their respective proportion;

**THAT** the Wonderland Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing issued OCR Shares, save and except that the holders of such Wonderland Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of OCR, the entitlement date of which is prior to the date of allotment and issuance of the Wonderland Consideration Shares;

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Acquisition of Wonderland with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company 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 such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of Wonderland."

**ORDINARY RESOLUTION 3**

**PROPOSED SETTLEMENT BY OCR OF SHAREHOLDERS' ADVANCES TOTALLING RM9,853,713 OWING BY WONDERLAND TO THE WONDERLAND VENDORS ("PROPOSED SETTLEMENT OF WONDERLAND ADVANCES")**

"THAT subject to the passing of Ordinary Resolution 2 and the approvals of all relevant parties and/or authorities being obtained (if required), approval be and is hereby given to the Company to settle the shareholders' advances with the total amount of RM9,853,713 owing by Wonderland to the Wonderland Vendors ("Wonderland Advances") in the following proportions:-

- (i) to Ong Kah Hoe in the sum of RM5,908,264;
- (ii) to Low Kin Kok in the sum of RM1,951,353;
- (iii) to Chong Tze-Ban in the sum of RM1,499,362; and
- (iv) to Low Kien Poh in the sum of RM494,734,

subject to the terms and conditions of the settlement agreement dated 2 August 2021 entered into between OCR, Wonderland and the Wonderland Vendors ("Wonderland Settlement Agreement") and the Wonderland Supplemental Agreement.

**THAT** the Wonderland Advances shall be settled via the issuance of 51,861,647 new OCR Shares ("Wonderland Settlement Shares") at an issue price of RM0.19 per Wonderland Settlement Share;

**THAT** pursuant to the terms and conditions of the Wonderland Settlement Agreement and the Wonderland Supplemental Agreement, approval and authority be and is hereby given to the Company to allot and issue the Wonderland Settlement Shares to the Wonderland Vendors in their respective proportion;

**THAT** the Wonderland Settlement Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing issued OCR Shares, save and except that the holders of such Wonderland Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of OCR, the entitlement date of which is prior to the date of allotment and issuance of the Wonderland Settlement Shares;

**AND THAT** the Board be and is hereby authorised and empowered to give full effect to the Proposed Settlement of Wonderland Advances with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company 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 such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Settlement of Wonderland Advances."

**ORDINARY RESOLUTION 4**

**PROPOSED PRIVATE PLACEMENT OF UP TO 206,352,000 NEW ORDINARY SHARES IN OCR, REPRESENTING 30% OF THE ENLARGED TOTAL NUMBER OF ISSUED SHARES OF OCR, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

"THAT subject to the approval of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board to allot and issue up to 206,352,000 new OCR Shares ("Placement Shares"), representing 30% of the enlarged total number of issued shares of the Company, by way of private placement to independent third-party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company ("Shareholders") dated 2 November 2021 ("Circular") ("Proposed Private Placement");

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes and in such manner as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

**THAT** the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

**THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

**BY ORDER OF THE BOARD**

**TAN TONG LANG (SSM PC No. 201908002253 / MAICSA 7045482)**

Company Secretary

Selangor  
2 November 2021

**Notes:-**

1. A member entitled to attend and vote at the general meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead.
2. Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each such proxy. There is no restriction to the qualification of the proxy.
3. Where a member of the Company is an Exempt Authorised Nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provision of subsection 25A (1) of the (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 Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
5. The Form of Proxy must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
6. For the purposes of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 10 November 2021. Only a depositor whose name appears on the Record of Depositors as at 10 November 2021 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her stead.