

Unless otherwise stated, all abbreviations and defined terms contained in this Abridged Prospectus are defined in the “Definitions” section of this Abridged Prospectus.

No securities will be allotted or issued based on this Abridged Prospectus after six (6) months from the date of this Abridged Prospectus.

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS ABRIDGED PROSPECTUS. IF IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, PLEASE CONSULT A PROFESSIONAL ADVISER IMMEDIATELY. All enquiries concerning the Rights Issue with Warrants, which is the subject matter of this Abridged Prospectus, should be addressed to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan, Malaysia (Tel: +603-6201 1120).

This Abridged Prospectus, together with the NPA and RSF (collectively, the “Documents”), will only be despatched to our Entitled Shareholders whose names appear on our Record of Depositors as at 5.00 p.m. on 5 September 2024 at their registered address in Malaysia or who have provided the Share Registrar with a registered address in Malaysia in writing by 5.00 p.m. on 5 September 2024. The Documents are not intended to (and will not be made to) comply with the laws of any country or jurisdiction other than Malaysia and are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any country or jurisdiction other than the laws of Malaysia. Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal adviser and other professional advisers as to whether the acceptance or renunciation (as the case may be) of their entitlements to the Rights Issue with Warrants, application for Excess Rights Shares with Warrants E, or the subscription, offer, sale, resale, pledge or other transfer of the new securities arising from the Rights Issue with Warrants would result in the contravention of any law of such countries or jurisdictions. We, Interpac and/or the advisers named herein shall not accept any responsibility or liability in the event that any acceptance and/or renunciation (as the case may be) of entitlements to the Rights Issue with Warrants, application for Excess Rights Shares with Warrants E or the subscription, offer, sale, resale, pledge or other transfer of the new securities arising from the Rights Issue with Warrants made by any Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) are residents.

This Abridged Prospectus has been registered by the SC. The registration of this Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue with Warrants or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Abridged Prospectus. The SC has not, in any way, considered the merits of this Rights Issue with Warrants. A copy of the Documents has also been lodged with the Registrar of Companies who takes no responsibility for its contents.

Approval for the Rights Issue with Warrants has been obtained from our shareholders at our EGM convened on 25 June 2024. Approval has been obtained from Bursa Securities via its letter dated 4 June 2024 for the admission of the Warrants E to the Official List as well as the listing and quotation of the Rights Shares, Warrants E and the new Shares to be issued upon exercise of the Warrants E on the Main Market of Bursa Securities (subject to the conditions specified in the said letter), which will commence after, among others, receipt of confirmation from Bursa Depository that all the CDS Accounts of successful Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) have been duly credited with the Rights Shares and Warrants E allotted to them and notices of allotment have been despatched to them. However, such admission, listing and quotation on the Main Market of Bursa Securities are not an indication that Bursa Securities recommends the Rights Issue with Warrants and are not to be taken as an indication of the merits of the Rights Issue with Warrants.

The SC is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Abridged Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Abridged Prospectus.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” AS SET OUT IN SECTION 6 OF THIS ABRIDGED PROSPECTUS.



OCR GROUP BERHAD

Registration No. 199701025005 (440503-K)
(Incorporated in Malaysia)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,336,348,534 NEW ORDINARY SHARES IN OCR GROUP BERHAD (“OCR” OR “COMPANY”) (“OCR SHARES” OR “SHARES”) (“RIGHTS SHARES”) AT AN ISSUE PRICE OF RM0.035 PER RIGHTS SHARE TOGETHER WITH UP TO 1,336,348,534 FREE DETACHABLE WARRANTS IN THE COMPANY (“WARRANTS E”) ON THE BASIS OF 2 RIGHTS SHARES TOGETHER WITH 2 WARRANTS E FOR EVERY 3 EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY AT 5.00 P.M. ON 5 SEPTEMBER 2024

Principal Adviser

INTER-PACIFIC
SECURITIES SDN. BHD.

197201001092 (1273843)
A Participating Organisation of Bursa Malaysia Securities Berhad
A Trading Participant of Bursa Malaysia Derivatives Berhad

IMPORTANT RELEVANT DATES AND TIMES

Entitlement Date	: Thursday, 5 September 2024 at 5.00 p.m.
Last date and time for:	
Sale of Provisional Allotments	: Thursday, 12 September 2024 at 5.00 p.m.
Transfer of Provisional Allotments	: Tuesday, 17 September 2024 at 4.30 p.m.
Acceptance and payment	: Monday, 23 September 2024 at 5.00 p.m.
Excess Rights Shares with Warrants E Application and payment	: Monday, 23 September 2024 at 5.00 p.m.

This Abridged Prospectus is dated 5 September 2024

ALL ABBREVIATIONS AND DEFINED TERMS CONTAINED IN THIS ABRIDGED PROSPECTUS ARE DEFINED IN THE “DEFINITIONS” SECTION OF THIS ABRIDGED PROSPECTUS UNLESS STATED OTHERWISE.

RESPONSIBILITY STATEMENTS

OUR DIRECTORS HAVE SEEN AND APPROVED ALL THE DOCUMENTATION RELATING TO THE RIGHTS ISSUE WITH WARRANTS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS ABRIDGED PROSPECTUS FALSE OR MISLEADING.

INTERPAC, BEING THE PRINCIPAL ADVISER FOR THE RIGHTS ISSUE WITH WARRANTS, ACKNOWLEDGES THAT BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS ABRIDGED PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE RIGHTS ISSUE WITH WARRANTS.

STATEMENTS OF DISCLAIMER

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE RIGHTS ISSUE WITH WARRANT AND YOUR INVESTMENT IN OUR COMPANY. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

INVESTORS SHOULD NOTE THAT THEY MAY SEEK RECOURSE UNDER SECTIONS 248, 249 AND 357 OF THE CMSA FOR BREACHES OF SECURITIES LAWS INCLUDING ANY STATEMENT IN THIS ABRIDGED PROSPECTUS THAT IS FALSE, MISLEADING, OR FROM WHICH THERE IS A MATERIAL OMISSION; OR FOR ANY MISLEADING OR DECEPTIVE ACT IN RELATION TO THIS ABRIDGED PROSPECTUS OR THE CONDUCT OF ANY OTHER PERSON IN RELATION TO OUR COMPANY.

SECURITIES ARE OFFERED TO THE PUBLIC ON THE PREMISE OF FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE RIGHTS ISSUE WITH WARRANTS, FOR WHICH ANY PERSON SET OUT IN SECTION 236 OF THE CMSA, IS RESPONSIBLE.

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO MALAYSIAN LAWS. WE AND OUR ADVISERS ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN OFFERING OF OUR SECURITIES BASED ON THE DOCUMENTS OR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. THE DOCUMENTS MAY NOT BE USED FOR AN OFFER TO SELL OR AN INVITATION TO BUY OUR SECURITIES IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA. WE AND OUR ADVISERS REQUIRE YOU TO INFORM YOURSELF OF AND TO OBSERVE SUCH RESTRICTIONS.

THE DOCUMENTS HAVE BEEN PREPARED AND PUBLISHED SOLELY FOR THE RIGHTS ISSUE WITH WARRANTS UNDER THE LAWS OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION WHICH IS NOT CONTAINED IN THE DOCUMENTS.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Abridged Prospectus:-

Abridged Prospectus	- This abridged prospectus dated 5 September 2024 in relation to the Rights Issue with Warrants
Act	- Companies Act, 2016 of Malaysia, as amended from time to time and any re-enactment thereof
Bloomberg	- Bloomberg Finance Singapore L.P. and its affiliates
BNM	- Bank Negara Malaysia
Board	- Board of Directors of our Company
Bursa Depository	- Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
Bursa Securities	- Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
CDS	- Central Depository System, the system established and operated by Bursa Depository for the central handling of securities deposited with Bursa Depository
CDS Account	- Securities account established by Bursa Depository for a depositor pursuant to the SICDA and the Rules of Bursa Depository for the recording of deposits of securities and dealings in such securities by the depositor
Circular	- Circular to Shareholders in relation to the Corporate Exercises dated 10 June 2024
Closing Date	- 23 September 2024 at 5.00 p.m., being the last date and time for the acceptance of and payment for the Rights Shares with Warrants E and the Excess Rights Shares with Warrants E
CMSA	- Capital Markets and Services Act, 2007 of Malaysia, as amended from time to time and any re-enactment thereof
Corporate Exercises	- Collectively, the Settlement, the Rights Issue with Warrants and the Exemptions
COVID-19	- Coronavirus disease 2019
Deed Poll E	- Deed poll constituting the Warrants E dated 16 August 2024
Directors	- Directors of our Company and has the same meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
e-RSF	- Electronic RSF by way of electronic subscription of the Rights Issue with Warrants via the Share Registrar's Investor Portal at https://www.shareworks.com.my/
EGM	- Extraordinary general meeting of our Company
Entitled Shareholders	- Shareholders whose names appear in the Record of Depositors of our Company as at 5.00 p.m. on the Entitlement Date in order to be entitled to participate in the Rights Issue with Warrants

DEFINITIONS (CONT'D)

Entitlement Date	- 5 September 2024 at 5.00 p.m., being the date and time on which the names of Shareholders must appear in the Record of Depositors of our Company in order to be entitled to participate in the Rights Issue with Warrants
EPS	- Earnings per Share
ESOS	- Employees' share options scheme of our Company involving up to 15% of the total number of issued Shares, which took effect on 10 July 2020 for a period of 5 years expiring on 9 July 2025
ESOS Options	- Options granted under the ESOS pursuant to the by-laws governing the ESOS, where each holder of the ESOS Options can subscribe for 1 new Share for every 1 ESOS Option held
Excess Rights Shares with Warrants E	- Rights Shares with Warrants E which are not taken up or not validly taken up by the Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) by the Closing Date
Excess Rights Shares with Warrants E Application	- Application for the Excess Rights Shares with Warrants E in excess of the Provisional Allotments by the Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable)
Exemption 1	- Exemption under subparagraph 4.08(1)(b) of the Rules to OKH, TCH and their PACs from the obligation to undertake a Mandatory Offer upon the completion of the Settlement as their collective shareholding in OCR will increase to more than 33%
Exemption 2	- Exemption under subparagraph 4.08(1)(b) of the Rules to OKH and his PACs from the obligation to undertake a Mandatory Offer upon the completion of the Rights Issue with Warrants as OKH's individual shareholding in OCR will increase to more than 33% and the collective shareholding of OKH and his PACs in OCR will increase by more than 2% within a 6 month period
Exemptions	- Collectively, the Exemption 1 and the Exemption 2
Exercise Period	- Any time within a period of 3 years commencing from and including the date of issue of the Warrants E to the close of business at 5.00 p.m. on the Market Day immediately preceding the date which is the 3 rd anniversary from the date of issue of the Warrants E. Any Warrants E not exercised during the Exercise Period will thereafter lapse and cease to be valid
Exercise Price	- RM0.035, being the price at which 1 Warrant E is exercisable into 1 new Share, subject to adjustments in accordance with the provisions of the Deed Poll E
Foreign-Addressed Shareholders	- Shareholders who have not provided to our Company a registered address or an address in Malaysia for the service of documents which will be issued in connection with the Rights Issue with Warrants by the Entitlement Date
FPE	- Financial period ended/ending, as the case may be
FYE	- Financial year ended/ending, as the case may be
Government	- Government of Malaysia
GDC	- Gross development cost

DEFINITIONS (CONT'D)

GDV	- Gross development value
GP	- Gross profit
LAT	- Loss after taxation
LBT	- Loss before taxation
Listing Requirements	- Main Market Listing Requirements of Bursa Securities, as amended from time to time
LPD	- 7 August 2024, being the latest practicable date prior to the printing of this Abridged Prospectus
LPS	- Loss per Share
LTD	- 15 August 2024, being the last trading day prior to the date of fixing the issue price of the Rights Shares and Exercise Price
Major Shareholder	<p>- A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is:-</p> <p>(i) 10% or more of the total number of voting shares in our Company; or</p> <p>(ii) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company.</p> <p>For the purposes of this definition, “interest” shall have the meaning of “interest in shares” given in section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of our Company, or any other corporation which is its subsidiary or holding company</p>
Mandatory Offer	- Take-over offer to be made pursuant to subsection 218(2) of the CMSA and subparagraphs 4.01(a) or 4.01(b) of the Rules for all the remaining Shares not already held by OKH or OKH and his PACs (as the case may be)
Market Day	- Any day on which Bursa Securities is open for trading in securities
Maximum Scenario	- Assuming all the Entitled Shareholders and/or their transferee(s) and/or their renouncee(s) (if applicable) fully subscribe for their respective entitlements of the Rights Shares with Warrants E, which amounts to a total of 1,336,348,534 Rights Shares together with 1,336,348,534 Warrants E
MCO	- Movement control order issued by the Government under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967
Interpac or the Principal Adviser	- Inter-Pacific Securities Sdn Bhd (Registration No.: 197201001092 (12738-U))
Minimum Scenario	- Assuming the Rights Issue with Warrants is undertaken on the Minimum Subscription Level of 337,003,420 Rights Shares together with 337,003,420 Warrants E

DEFINITIONS (CONT'D)

Minimum Subscription Level	- Minimum subscription level of 337,003,420 Rights Shares together with 337,003,420 Warrants E which would raise RM11.80 million based on the issue price of RM0.035 per Rights Share
NA	- Net assets
NPA	- Notice of provisional allotment in relation to the Rights Issue with Warrants as enclosed with this Abridged Prospectus
OCR or our Company	- OCR Group Berhad (Registration No.: 199701025005 (440503-K))
OCR Group or our Group	- Collectively, our Company and our subsidiaries
OCR Selayang	- OCR Selayang Industrial Park Sdn Bhd
OCR Shares or Shares	- Ordinary shares in our Company
Official List	- Official list of the Main Market of Bursa Securities
OKH	- Ong Kah Hoe, the Group Managing Director of OCR and a Major Shareholder
PACs	- Persons acting in concert pursuant to subsection 216(3) of the CMSA
Private Placement 2021 – 20%	- A private placement exercise previously undertaken by our Company as first announced on 30 October 2020 which involved the issuance of 101,850,000 new Shares (representing approximately 20% of the then existing total number of issued Shares), which raised a total of RM21.88 million and was completed on 18 May 2021
Private Placement 2022 – 30%	- A private placement exercise previously undertaken by our Company as first announced on 5 October 2021 which involved the issuance of 204,000,000 new Shares (representing approximately 30% of the then existing total number of issued Shares), which raised a total of RM21.81 million and was completed on 7 September 2022
Private Placement 2023 – 40%	- A private placement exercise previously undertaken by our Company as first announced on 6 April 2023 which involved the issuance of 395,999,000 new Shares (representing approximately 40% of the then existing total number of issued Shares), which raised a total of RM30.72 million and was completed on 29 November 2023
Provisional Allotments	- The Rights Shares with Warrants E provisionally allotted to the Entitled Shareholders
Record of Depositors	- A record of securities holders of our Company provided by Bursa Depository under the Rules of Bursa Depository
Rights Issue with Warrants	- Renounceable rights issue of up to 1,336,348,534 Rights Shares together with up to 1,336,348,534 Warrants E on the basis of 2 Rights Shares together with 2 Warrants E for every 3 existing Shares held by the Entitled Shareholders on the Entitlement Date
Rights Shares	- New Shares to be allotted and issued pursuant to the Rights Issue with Warrants
RM and sen	- Ringgit Malaysia and sen respectively

DEFINITIONS (CONT'D)

RSF	- Rights subscription form in relation to the Rights Issue with Warrants as enclosed with this Abridged Prospectus
Rules of Bursa Depository	- Rules of Bursa Depository as issued pursuant to the SICDA, as amended from time to time
Rules	- Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the SC pursuant to Section 377 of the CMSA, as amended from time to time
SC	- Securities Commission Malaysia
Settlement	- Settlement of the Stack Builder Advances via the allotment and issuance of 618,525,646 Settlement Shares
Settlement Agreement	- Settlement agreement dated 13 December 2023 between OCR, Stack Builder, OKH and TCH for the implementation of the Settlement
Settlement Shares	- 618,525,646 new Shares issued to OKH and TCH pursuant to the Settlement at the issue price of RM0.0700 per Settlement Share
Share Issuance 2019	- A share issuance exercise previously undertaken by our Company as first announced on 17 December 2019 which involved the issuance of 98,600,000 new Shares, which raised a total of RM24.22 million and was completed on 2 November 2020
Share Registrar	- ShareWorks Sdn Bhd (Registration No.: 199101019611 (229948-U))
Shareholders	- Registered holders of the Shares
SICDA	- Securities Industry (Central Depositories) Act, 1991 of Malaysia, as amended from time to time and any re-enactment thereof
Stack Builder	- Stack Builder Sdn Bhd, a 50.5%-owned subsidiary of OCR co-owned by TCH who holds 49.5% equity interest
Stack Builder Advances	- Advances amounting to RM43,296,795 owing by Stack Builder to OKH and TCH as at 30 September 2023
TCH	- Tan Chin Hoong, a director of Stack Builder and a major shareholder of the subsidiaries of OCR (namely Stack Builder and OCR Selayang)
TEAP	- Theoretical ex-all price
Undertaking	- The irrevocable and unconditional written undertaking from the Undertaking Shareholder dated 13 December 2023 to subscribe in full for his entitlement of 337,003,420 Rights Shares for an aggregate subscription proceeds of RM11.80 million based on the issue price of RM0.035 per Rights Share, details of which are set out in Section 3 of this Abridged Prospectus
Undertaking Shareholder	- OKH
VWAP	- Volume-weighted average market price
Warrants E	- Free detachable warrants in our Company to be allotted and issued pursuant to the Rights Issue with Warrants
Warrant E Holders	- Holders of the Warrants E

DEFINITIONS (CONT'D)

In this Abridged Prospectus, all references to “our Company” are to OCR and references to “our Group” or “OCR Group” are to our Company and our subsidiaries, collectively. All reference to “we”, “us”, “our” and “ourselves” are to our Company and, where the context otherwise requires, the subsidiaries of our Company.

All references to “you” and “your” in this Abridged Prospectus are to the Entitled Shareholders and/or, where the context otherwise requires, their transferee(s) and/or their renounces(s) (if applicable).

Words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any act, rule, written law, ordinance, enactment or guideline in this Abridged Prospectus is a reference to that act, rule, written law, ordinance, enactment or guideline as for the time being amended or re-enacted.

Certain amounts and percentage figures included in this Abridged Prospectus have been subject to rounding adjustments. Any discrepancies in the figures included in this Abridged Prospectus between the amounts stated and the totals thereof are, unless otherwise explained, due to rounding.

Any reference to a time and date in this Abridged Prospectus shall be a reference to Malaysian time and date, unless otherwise stated.

Certain statements in this Abridged Prospectus may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due reasonable enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Abridged Prospectus should not be regarded as a representation or warranty that our Company’s plans and objectives will be achieved.

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ADVISERS' DIRECTORY

- COMPANY SECRETARIES** : Tan Tong Lang (MAICSA 7045482) (SSM PC NO. 202208000250)
Lim Wen Theng (MAICSA 7073397) (SSM PC NO. 202308000441)
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Tel : +603 – 9770 2200
Fax : +603 – 2201 7774
- PRINCIPAL ADVISER** : Inter-Pacific Securities Sdn Bhd
Lot 16-03, Level 16
Block B, Plaza Zurich
No. 12, Jalan Gelenggang
Bukit Damansara
50490 Kuala Lumpur
Tel : +603 – 7890 0815
- SOLICITORS FOR THE RIGHTS ISSUE WITH WARRANTS** : Messrs. Mah-Kamariyah & Philip Koh
Advocates & Solicitors
3A07, Block B
Phileo Damansara II
15 Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor
Tel : +603 – 7956 8686
- SHARE REGISTRAR** : ShareWorks Sdn Bhd
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Tel : +603 – 6201 1120
Fax : +603 – 6201 3121
- REPORTING ACCOUNTANTS** : Baker Tilly Monteiro Heng PLT (201906000600)
(LLP0019411-LCA) & AF 0117
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Tel : +603 – 2297 1000
Fax : +603 – 2282 9980
- STOCK EXCHANGE LISTING** : Main Market of Bursa Securities

SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS

This summary of the Rights Issue with Warrants only highlights the key information from other parts of this Abridged Prospectus. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Abridged Prospectus.

Key information	Summary																															
(i) Number of Rights Shares to be issued and basis of allotment	<p>Basis: 2 Rights Shares together with 2 Warrants E for every 3 existing Shares held by the Entitled Shareholders. Please refer to Section 2.1 of this Abridged Prospectus for further information.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;">Minimum Scenario</th> <th style="width: 20%; text-align: center;">Maximum Scenario</th> </tr> </thead> <tbody> <tr> <td>Number of Rights Shares to be issued</td> <td style="text-align: center;">337,003,420</td> <td style="text-align: center;">1,336,348,534</td> </tr> <tr> <td>Number of Warrants E attached</td> <td style="text-align: center;">337,003,420</td> <td style="text-align: center;">1,336,348,534</td> </tr> </tbody> </table> <p>The Rights Shares with Warrants E which are not taken up or not validly taken up by the Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) prior to the Closing Date shall be made available for Excess Rights Shares with Warrants E Applications. It is the intention of the Board to allot the Excess Rights Shares with Warrants E, if any, in a fair and equitable manner in the priority as set out in Section 10.8 of this Abridged Prospectus for further information.</p>					Minimum Scenario	Maximum Scenario	Number of Rights Shares to be issued	337,003,420	1,336,348,534	Number of Warrants E attached	337,003,420	1,336,348,534																			
	Minimum Scenario	Maximum Scenario																														
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Number of Warrants E attached	337,003,420	1,336,348,534																														
(ii) Pricing	<p>Issue price of the Rights Shares : RM0.035 per Rights Share Exercise Price for the Warrants E : RM0.035 per Warrant E (payable for every 1 new Share)</p> <p>Please refer to Section 2.2 of this Abridged Prospectus for further information.</p>																															
(iii) Undertaking	<p>The Rights Issue with Warrants will be undertaken on the Minimum Subscription Level to raise a minimum of RM11.80 million. The Minimum Subscription Level has been determined after taking into consideration the Undertaking that our Company has obtained from the Undertaking Shareholder, details of which are as follows:-</p> <p>Undertaking Shareholder : OKH (Our Group Managing Director and a Major Shareholder)</p> <p>Minimum Rights Shares to be subscribed for : 337,003,420 Rights Shares (representing 25.22% of the total number of 1,336,348,534 Rights Shares available for subscription under the Maximum Scenario), being the Undertaking Shareholder's entitlement of Rights Shares based on his direct shareholding in our Company</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left;">Undertaking Shareholder</th> <th colspan="2" style="text-align: center;">Existing direct shareholding as at the LPD</th> <th colspan="2" style="text-align: center;">Total Rights Shares with Warrants E to be subscribed pursuant to the Undertaking</th> </tr> <tr> <th style="text-align: center;">No. of Shares</th> <th style="text-align: center;">%</th> <th style="text-align: center;">No. of Rights Shares</th> <th style="text-align: center;">No. of Warrants E</th> </tr> </thead> <tbody> <tr> <td>OKH</td> <td style="text-align: center;">505,505,131</td> <td style="text-align: center;">25.22</td> <td style="text-align: center;">337,003,420</td> <td style="text-align: center;">337,003,420</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left;">Undertaking Shareholder</th> <th colspan="4" style="text-align: center;">Assuming none of the other Entitled Shareholders and/or their transferee(s) and/or their renounee(s) subscribe for their Rights Shares i.e. Minimum Scenario</th> </tr> <tr> <th style="text-align: center;">No. of Shares held after the Rights Issue with Warrants</th> <th style="text-align: center;">%</th> <th style="text-align: center;">No. of Shares held after the Rights Issue with Warrants and assuming full exercise of the Warrants E</th> <th style="text-align: center;">%</th> </tr> </thead> <tbody> <tr> <td>OKH</td> <td style="text-align: center;">842,508,551</td> <td style="text-align: center;">⁽¹⁾35.98</td> <td style="text-align: center;">1,179,511,971</td> <td style="text-align: center;">⁽²⁾44.04</td> </tr> </tbody> </table> <p>Notes:- (1) Based on the enlarged issued share capital of 2,341,526,221 Shares under the Minimum Scenario. (2) Based on the enlarged issued share capital of 2,678,529,641 Shares under the Minimum Scenario and assuming full exercise of the Warrants E.</p> <p>The Undertaking Shareholder's subscription for the Rights Shares pursuant to his Undertaking will give rise to a Mandatory Offer obligation. Nevertheless, the Undertaking Shareholder has been exempted from such Mandatory Offer obligation following the approvals obtained for the Exemption 2 from the non-interested Shareholders and the SC on 25 June 2024 and 5 July 2024 respectively.</p> <p>Please refer to Section 3 of this Abridged Prospectus for further information.</p>				Undertaking Shareholder	Existing direct shareholding as at the LPD		Total Rights Shares with Warrants E to be subscribed pursuant to the Undertaking		No. of Shares	%	No. of Rights Shares	No. of Warrants E	OKH	505,505,131	25.22	337,003,420	337,003,420	Undertaking Shareholder	Assuming none of the other Entitled Shareholders and/or their transferee(s) and/or their renounee(s) subscribe for their Rights Shares i.e. Minimum Scenario				No. of Shares held after the Rights Issue with Warrants	%	No. of Shares held after the Rights Issue with Warrants and assuming full exercise of the Warrants E	%	OKH	842,508,551	⁽¹⁾ 35.98	1,179,511,971	⁽²⁾ 44.04
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(iv) Rationale of the Rights Issue with Warrants	<p>(a) To raise funds mainly for the existing and future property development projects of our Group, repayment of borrowings as well as working capital;</p> <p>(b) To provide opportunity for Entitled Shareholders to participate in equity offering on a pro rata basis;</p> <p>(c) To raise funds without incurring additional interest expense from borrowings, thereby minimising any potential cash outflow in respect of interest servicing costs; and</p> <p>(d) The free Warrants E which are attached to the Rights Shares are intended to provide an added incentive to Entitled Shareholders to subscribe for the Rights Shares.</p> <p>Please refer to Section 4 of this Abridged Prospectus for further information.</p>																															

SUMMARY OF THE RIGHTS ISSUE WITH WARRANTS (CONT'D)

Key information	Summary					
(v) Utilisation of proceeds	The gross proceeds to be raised from the Rights Issue with Warrants are intended to be utilised in the following manner:-					
		Intended timeframe for utilisation from completion of the Rights Issue with Warrants	Minimum Scenario		Maximum Scenario	
	Utilisation of proceeds		RM'000	%	RM'000	%
	(i) Repayment of borrowings	Within 3 months	5,000	42.4	5,000	10.7
	(ii) Working capital	Within 12 months	3,000	25.4	3,000	6.4
	(iii) Funding for existing and future property development projects	Within 12 months	2,595	22.0	37,572	80.3
	(iv) Estimated expenses for the Corporate Exercises	Immediate	1,200	10.2	1,200	2.6
	Total		(¹)11,795	100.0	46,772	100.0
	<u>Note:-</u>					
	(1) Any additional proceeds raised in excess of this amount beyond the Minimum Scenario will be allocated to funding for existing and future property development projects.					
	Please refer to Section 5 of this Abridged Prospectus for further information.					
(vi) Risk factors	You should consider the following risk factors before subscribing for or investing in the Rights Issue with Warrants:-					
	(a) Risks relating to our Group's property development business					
	The performance of our Group's property development business is dependent on the performance of the property market in Malaysia, timely completion of the property development projects, fluctuation in construction costs as well as the ability to obtain or secure necessary financing to fund the existing and future property development projects.					
	(b) Risks relating to our Group's construction business					
	The performance of our Group's construction business is dependent on the performance by the subcontractors for the construction projects as well as our ability to continuously secure new construction contracts to replenish our order book. The nature of our Group's construction business is also subject to the inherent risks in the construction industry that are beyond our Group's control, such as slowdown in the economy, shortage of labour, increase in labour costs and cost of construction materials as well as the risk of defect liability claims by customers / developers for any defects in the construction works.					
	(c) Risks relating to our Group's financial performance					
	In the event that there is a sudden deterioration in market conditions or any other relevant unforeseen factors, the sales of our Group's projects may be adversely affected. In turn, this will lengthen the payback period for our Group's projects and therefore delay our Group's return to profitability.					
	Please refer to Section 6 of this Abridged Prospectus for further information.					
(vii) Procedures for acceptance and payment	Acceptance of and payment for the Provisional Allotments allotted to you and application for the Excess Rights Shares with Warrants E may be made on the RSF issued together with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained therein or by way of e-RSF in accordance with the terms and conditions contained therein.					
	The last day, date and time for acceptance of and payment for the Provisional Allotments and the Excess Rights Shares with Warrants E is on Monday, 23 September 2024 at 5.00 p.m.					
	Please refer to Section 10 of this Abridged Prospectus for further information.					



OCR GROUP BERHAD

Registration No. 199701025005 (440503-K)
(Incorporated in Malaysia)

Registered Office

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia

5 September 2024

Board of Directors:-

YAM Tunku Azudinshah Ibni Tunku Annuar (Chairman / Independent Non-Executive Director)
Ong Kah Hoe (Group Managing Director)
Chan Lian Sei (Executive Director)
Hj. Abdullah Bin Abdul Rahman (Independent Non-Executive Director)
Julian Koh Lu Ern (Independent Non-Executive Director)

To: Our Entitled Shareholders

Dear Sir / Madam,

RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,336,348,534 RIGHTS SHARES AT AN ISSUE PRICE OF RM0.035 PER RIGHTS SHARE TOGETHER WITH UP TO 1,336,348,534 FREE DETACHABLE WARRANTS E ON THE BASIS OF 2 RIGHTS SHARES TOGETHER WITH 2 WARRANTS E FOR EVERY 3 EXISTING SHARES HELD BY OUR ENTITLED SHAREHOLDERS AT 5.00 P.M. ON 5 SEPTEMBER 2024

1. INTRODUCTION

On 13 December 2023, Interpac had, on behalf of our Board, announced that our Company had entered into the Settlement Agreement and that our Company proposes to undertake the Corporate Exercises.

On 4 June 2024, Interpac had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 4 June 2024, granted its approval for the following:-

- (i) listing and quotation of the Settlement Shares, the Rights Shares and the Warrants E on the Main Market of Bursa Securities;
- (ii) admission of the Warrants E to the Official List; and
- (iii) listing and quotation of the new Shares to be issued arising from the exercise of the Warrants E on the Main Market of Bursa Securities.

The approval of Bursa Securities for the above is subject to the following conditions:-

Conditions imposed by Bursa Securities	Status of compliance
(i) Confirmation by Interpac on the compliance of at least 25% of the public shareholding spread requirements pursuant to Paragraph 8.02(1) of the Listing Requirements upon the listing and quotation of the Settlement Shares.	Met
(ii) Interpac and OCR must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Corporate Exercises.	To be met
(iii) OCR to furnish Bursa Securities with the certified true copy of the resolutions passed by the Shareholders at the EGM approving the Corporate Exercises.	Met
(iv) Interpac and OCR to inform Bursa Securities upon the completion of the Corporate Exercises.	To be met
(v) Interpac and OCR are required to provide a written confirmation that the terms of the Warrants E are in compliance with Paragraph 6.54(3) of the Listing Requirements.	To be met
(vi) Interpac to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Corporate Exercises are completed.	To be met
(vii) OCR and Interpac must observe and ensure full compliance with Paragraph 6.50 of the Listing Requirements at all times.	To be met
(viii) OCR to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of the Warrants E as at the end of each quarter together with a detailed computation of listing fees payable.	To be met
(ix) Payment of additional listing fee, if any, based on the final issue price together with a copy of the details of the computation of the amount of listing fees payable.	To be met
(x) To incorporate Bursa Securities' comments in respect of the draft Circular.	Met

On 25 June 2024, our Shareholders had approved the Settlement, the Rights Issue with Warrants and Exemptions at the EGM of our Company.

On 9 July 2024, Interpac had, on behalf of our Board, announced that the SC had vide its letter dated 5 July 2024 approved the Exemptions.

On 6 August 2024, Interpac had, on behalf of the Board, announced that the Settlement has been completed on 1 August 2024 and the Settlement Shares have been listed on the Main Market of Bursa Securities on 6 August 2024.

On 16 August 2024, Interpac had, on behalf of the Board, announced that our Company has resolved to fix the issue price of the Rights Shares at RM0.035 per Rights Share as well as the Exercise Price at RM0.035 per Warrant E.

On 16 August 2024, Interpac had, on behalf of the Board, announced the fixing of the Entitlement Date for the Rights Issue with Warrants at 5.00 p.m. on 5 September 2024 together with other relevant dates pertaining to the Rights Issue with Warrants.

YOU ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS WHICH SETS OUT THE DETAILS OF THE RIGHTS ISSUE WITH WARRANTS AND RISK FACTORS ASSOCIATED WITH THE RIGHTS ISSUE WITH WARRANTS. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. PARTICULARS OF THE RIGHTS ISSUE WITH WARRANTS

2.1 Details of the Rights Issue with Warrants

The Rights Issue with Warrants entails a provisional allotment of up to 1,336,348,534 Rights Shares together with up to 1,336,348,534 free Warrants E on a renounceable basis of 2 Rights Shares together with 2 Warrants E for every 3 existing Shares held by the Entitled Shareholders on the Entitlement Date, at an issue price of RM0.035 per Rights Share.

The actual number of Rights Shares and Warrants E to be issued will depend on the total number of issued Shares held by the Entitled Shareholders on the Entitlement Date after taking into consideration the eventual subscription level for the Rights Issue with Warrants.

As at the LPD, our Company has 2,004,522,801 Shares in issue as well as up to 300,678,420 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS. Notwithstanding that, our Company has undertaken not to grant any ESOS Options until the completion of the Corporate Exercises.

For the avoidance of doubt, our Company does not hold any treasury shares as at the LPD.

Assuming all the Entitled Shareholders and/or their transferee(s) and/or their renouncee(s) (if applicable) fully subscribe for their respective entitlements of the Rights Shares with Warrants E, the Rights Issue with Warrants would entail the issuance of up to 1,336,348,534 Rights Shares together with up to 1,336,348,534 Warrants E under the Maximum Scenario.

Notwithstanding the above, the Rights Issue with Warrants will be undertaken on the Minimum Subscription Level which entails the subscription of an aggregate of 337,003,420 Rights Shares together with 337,003,420 Warrants E under the Minimum Scenario. The Minimum Subscription Level has been determined after taking into consideration the Undertaking from the Undertaking Shareholder, details of which are set out in Section 3 of this Abridged Prospectus.

The total number of Rights Shares and Warrants E to be issued based on the respective scenarios are illustrated below:-

	Minimum Scenario	Maximum Scenario
	No. of Shares	No. of Shares
Total no. of Shares as at the LPD	2,004,522,801	2,004,522,801
No. of Rights Shares to be issued	337,003,420	1,336,348,534
No. of Warrants E to be issued	337,003,420	1,336,348,534

As the Rights Shares and Warrants E are prescribed securities, the respective CDS Accounts of the Entitled Shareholders will be duly credited with the number of Provisional Allotments they are entitled to subscribe for in full or in part under the terms of the Rights Issue with Warrants. The Entitled Shareholders will find the NPA as enclosed in this Abridged Prospectus, notifying Entitled Shareholders of the crediting of such securities into their respective CDS Accounts, and the RSF as enclosed in this Abridged Prospectus, enabling the Entitled Shareholders to subscribe for the Provisional Allotments and/or apply for Excess Rights Shares with Warrants E.

However, only the Entitled Shareholders who have an address in Malaysia as stated in the Record of Depositors or who have provided the Share Registrar with an address in Malaysia in writing by the Entitlement Date will receive this Abridged Prospectus together with the NPA and RSF.

The Warrants E are attached to the Rights Shares without any cost and will only be issued to the Entitled Shareholders and/or their transferee(s) and/or their renounee(s) (if applicable) who subscribe for the Rights Shares. The Warrants E are exercisable into new Shares and each Warrant E will entitle the Warrant E Holder to subscribe for 1 new Share at the Exercise Price. The Warrants E will be immediately detached from the Rights Shares upon issuance and traded separately. The Warrants E will be issued in registered form and constituted by the Deed Poll E. The salient terms of the Warrants E are set out in Section 2.5 of this Abridged Prospectus.

Any dealings in our Company's securities will be subject to, amongst others, the provisions of the SICDA, the Rules of Bursa Depository and any other relevant legislation. Accordingly, the Rights Shares, Warrants E and new Shares to be issued arising from the exercise of the Warrants E will be credited directly into the respective CDS Accounts of successful applicants and Warrant E Holders who exercise their Warrants E (as the case may be). No physical certificates will be issued to the successful applicants of the Rights Shares with Warrants E, nor will any physical share certificates be issued for the new Shares to be issued arising from the exercise of the Warrants E.

The Rights Issue with Warrants is renouneable in full or in part. Accordingly, the Entitled Shareholders may fully or partially renoune their entitlements under the Rights Issue with Warrants. However, the Rights Shares and Warrants E cannot be renouned separately. As such, the Entitled Shareholders who renoune all of their Rights Shares entitlements will not be entitled to the Warrants E. If the Entitled Shareholders accept only part of their Rights Shares entitlements, they shall be entitled to the Warrants E in proportion to their acceptance of the Rights Shares entitlements.

The Rights Shares and Warrants E which are not taken up or not validly taken up by the Entitled Shareholders and/or their transferee(s) and/or their renounee(s) shall be made available for Excess Rights Shares with Warrants E Applications. It is the intention of our Board to allot the Excess Rights Shares with Warrants E, if any, in a fair and equitable manner in the priority as set out in Section 10.8 of this Abridged Prospectus.

Fractional entitlements arising from the Rights Issue with Warrants, if any, shall be disregarded and dealt with by our Board in such manner and on such terms and conditions as our Board in its absolute discretion may deem fit or expedient and in the best interest of our Company.

Notices of allotment will be despatched to the successful applicants of the Rights Shares with Warrants E within 8 Market Days from the last date for acceptance and payment of the Rights Shares with Warrants E or such other period as may be prescribed by Bursa Securities.

The Warrants E will be admitted to the Official List and the listing and quotation of Warrants E on the Main Market of Bursa Securities will commence 2 Market Days upon the receipt by Bursa Securities of an application for quotation for these securities as specified under the Listing Requirements, which will include amongst others, confirmation that all notices of allotment have been despatched to the successful applicants, and after receipt of confirmation from Bursa Depository that all CDS Accounts of successful applicants have been duly credited with the Rights Shares and Warrants E.

2.2 Basis of determining the issue price of the Rights Shares and the Exercise Price

(i) Issue price of the Rights Shares

Our Board had fixed the issue price of the Rights Shares at RM0.035 per Rights Share after taking into consideration, amongst others, the following:-

- (a) the funding requirements of our Group as set out in Section 5 of this Abridged Prospectus;
- (b) the issue price of RM0.035 per Rights Share represents a discount of 27.69% to the TEAP⁽¹⁾ of RM0.0484 per Share, calculated based on the 5-day VWAP of the Shares up to and including the LTD of RM0.0663 per Share and the Exercise Price of RM0.035 per Warrant E; and
- (c) the rationale for the Rights Issue with Warrants, as set out in Section 4 of this Abridged Prospectus.

Note:-

(1) TEAP is computed as follows:-

$$\text{TEAP} = \frac{(A \times X) + (B \times Y) + (C \times Z)}{A + B + C}$$

where:-

- A = Number of Rights Shares
- B = Number of Warrants E
- C = Number of existing Shares
- X = Issue price of the Rights Shares
- Y = Exercise Price
- Z = 5-day VWAP of the Shares

and the ratio of A:B:C is 2:2:3, in accordance with the entitlement basis of 2 Rights Shares together with 2 Warrants E for every 3 existing Shares held.

(ii) Exercise Price

Our Board had fixed the Exercise Price at RM0.035 per Warrant E after taking into consideration, amongst others, that it represents a discount of 27.69% to the TEAP of RM0.0484 per Share, calculated based on the 5-day VWAP of the Shares up to and including the LTD of RM0.0663 per Share and the issue price of RM0.035 per Rights Share.

2.3 Ranking of the Rights Shares, Warrants E and new Shares to be issued arising from the exercise of the Warrants E

(i) Rights Shares

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

(ii) Warrants E and new Shares to be issued arising from the exercise of the Warrants E

The Warrant E Holders will not be entitled to any voting rights or right to participate in any forms of distribution and/or further securities in our Company until and unless the Warrant E Holders exercise their Warrants E for new Shares in accordance with the provisions of the Deed Poll E and such new Shares have been allotted and issued to such holders.

The new Shares to be issued arising from the exercise of the Warrants E shall, upon allotment, issuance and full payment of the Exercise Price of the Warrants E, rank equally 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 our Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares.

2.4 Last date and time for acceptance and payment

The Closing Date is **5.00 p.m. on Monday, 23 September 2024.**

2.5 Salient terms of the Warrants E

- Issuer : OCR
- Issue size : Up to 1,336,348,534 Warrants E
- Form and detachability : The Warrants E will be issued in registered form and constituted by the Deed Poll E. The Warrants E which are to be issued with the Rights Shares will immediately be detached from the Rights Shares upon allotment and issuance and will be traded separately on Bursa Securities.
- Board lot : For the purpose of trading on Bursa Securities, a board lot of Warrants E shall be 100 units of Warrants E, or such other number of units as may be prescribed by Bursa Securities.
- Tenure of the Warrants E : 3 years commencing on and including the date of issuance of the Warrants E.
- Exercise Period : The Warrants E may be exercised at any time within a period of 3 years commencing from and including the date of issuance of the Warrants E to the close of business at 5.00 p.m. (Malaysia time) on the Market Day immediately preceding the date which is the 3rd anniversary from the date of issuance of the Warrants E. Any Warrants E not exercised during the Exercise Period will thereafter lapse and cease to be valid for any purpose.

Exercise Price : RM0.035 per Warrant E.

The Exercise Price and/or the number of Warrants E in issue during the Exercise Period shall however be subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll E.

Subscription rights : Each Warrant E shall entitle its registered holder to subscribe for 1 new Share at any time during the Exercise Period at the Exercise Price, subject to adjustments under circumstances prescribed in accordance with the provisions of the Deed Poll E.

Mode of exercise : The Warrant E Holders are required to lodge a subscription form with our Share Registrar, duly completed, signed and stamped together with payment by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or by way of internet bank transfer for the electronic submission of subscription form via email to ir@shareworks.com.my for the aggregate of the Exercise Price payable when exercising their Warrants E to subscribe for new Shares. The payment of such fee must be made in Ringgit Malaysia.

Adjustments to the Exercise Price and/or the number of Warrants E : Subject to the provisions of the Deed Poll E, the Exercise Price and/or the number of unexercised Warrants E in issue may be subject to adjustments by our Board in consultation with an approved adviser appointed by our Company or the auditors in the event of any alteration in the share capital of our Company at any time during the tenure of the Warrants E, whether by way of, amongst others, rights issue, bonus issue, consolidation of shares, subdivision of shares or reduction of capital, in accordance with the provisions of the Deed Poll E. Any adjustment to the Exercise Price will be rounded up to the nearest 1 sen.

Rights of the Warrant E Holders : The Warrants E do not confer on their holders any voting rights or any right to participate in any form of distribution and/or offer of further securities in our Company until and unless such Warrant E Holders exercise their Warrants E for new Shares in accordance with the provisions of the Deed Poll E and such new Shares have been allotted and issued to such holders.

Ranking of the new Shares to be issued pursuant to the exercise of the Warrants E : The new Shares to be issued pursuant to the exercise of the Warrants E in accordance with the provisions of the Deed Poll E shall, upon allotment, issuance and full payment of the Exercise Price of the Warrants E, rank equally 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 our Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares arising from the exercise of the Warrants E.

- Rights of the Warrant E Holders in the event of winding up, liquidation, compromise and/or arrangement : (i) Where a resolution has been passed for a members' voluntary winding-up of our Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of our Company or the amalgamation of our Company with 1 or more companies, then for the purposes of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation) to which the Warrant E Holders (or some other persons designated by them for such purpose by special resolution) shall be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrant E Holders; and
- (ii) in any other cases, every Warrant E Holder shall be entitled to exercise his/her Warrants E at any time within 6 weeks after the passing of such resolution for a members' voluntary winding up of our Company or within 6 weeks after the granting of the court order approving the winding-up, compromise or arrangement, whereupon our Company shall allot the relevant new Shares to the Warrant E Holder credited as fully paid subject to the prevailing laws, and such Warrant E Holder shall be entitled to receive out of the assets of our Company which would be available in liquidation if he/she had on such date been the holder of the new Shares to which he/she would have become entitled pursuant to such exercise and the liquidator of our Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all subscription rights of the Warrants E shall lapse and cease to be valid for any purpose.
- Modification of rights of Warrant E Holders : Save as otherwise provided in the Deed Poll E, a special resolution of the Warrant E Holders is required to sanction any modification, alteration or abrogation in respect of the rights of the Warrant E Holders.
- Modification of the Deed Poll E : Any modification to the terms and conditions of the Deed Poll E may be effected only by a further deed poll (with a sanction of a special resolution by our Company), executed by our Company and expressed to be supplemental to the Deed Poll E. Any of such modification shall however be subject to the approval of Bursa Securities (if so required).
- No amendment or addition may be made to the provisions of the Deed Poll E without the sanction of a special resolution unless the amendments or additions are required to correct any typographical errors or relate purely to administrative matters or are required to comply with any provisions of the prevailing laws or regulations of Malaysia or, in the opinion of our Company, will not be materially prejudicial to the interests of the Warrant E Holders.
- Listing : The Warrants E will be listed and traded on the Main Market of Bursa Securities. The listing and quotation of the Warrants E on the Main Market of Bursa Securities is subject to a minimum of 100 Warrant E Holders holding not less than 1 board lot each.

- Transferability : The Warrants E shall be transferable in the manner provided under the SICDA and the Rules of Bursa Depository.
- Deed Poll E : The Warrants E shall be constituted by the Deed Poll E.
- Governing laws : The Warrants E and the Deed Poll E shall be governed by the laws and regulations of Malaysia.

2.6 Details of other corporate exercises

As at the date of this Abridged Prospectus, save for the Rights Issue with Warrants, our Board confirmed that there are no other corporate exercises which have been approved by the regulatory authorities but are pending completion.

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2.7 Details of equity fund-raising exercises undertaken by our Group in the past 5 years

(i) Private Placement 2023 – 40%

On 29 November 2023, our Company completed a private placement exercise involving the issuance of 395,999,000 Placement Shares (representing approximately 40% of the then-existing total number of issued Shares before the private placement), raising a total of RM30.72 million.

The said proceeds have been utilised as follows:-

Utilisation of proceeds	Intended timeframe for utilisation from 29 November 2023	Proposed utilisation RM'000	Actual utilisation as at LPD RM'000	Balance unutilised RM'000
(i) Funding for existing and future property development projects	Within 12 months	30,329	⁽¹⁾ 30,329	-
(ii) Expenses for the Private Placement 2023 – 40%	Immediate	391	391	-
Total		30,720	30,720	-

Note:-

- (1) The proceeds have been utilised for, amongst others, payments to contractors, suppliers, consultants, relevant authorities as well as payments of material costs, construction cost for earthwork, piling works, site clearing, building, mechanical and electrical works and external works, for several projects in the following manner:-

Project	Actual utilisation RM'000
Isola @ KLCC, Kuala Lumpur	3,177
PRIYA, Kuantan	10,010
The Mate, Damansara Jaya	3,510
Kyra, Shah Alam	⁽¹⁾ 3,375
Stellar Damansara, Petaling Jaya	3,204
Vertex Kuantan City Centre, Pahang	45
Yolo Signature Suites, Bandar Sunway	7,008
Total	30,329

Sub note:-

- (1) This amount was utilised for amongst others, repayment of bank loan, professional costs and authority fees.

(ii) **Private Placement 2022 – 30%**

On 7 September 2022, our Company completed a private placement exercise involving the issuance of 204,000,000 new Shares (representing approximately 30% of the then existing total number of issued Shares before the private placement), raising a total of RM21.81 million.

The said proceeds have been utilised as follows:-

Utilisation of proceeds	Intended timeframe for utilisation from 7 September 2022	Actual proceeds raised RM'000	Amount utilised as at LPD RM'000	Balance unutilised RM'000
(i) Funding for existing and future property development projects	Within 24 months	20,870	⁽²⁾ 20,870	-
(ii) Expenses for the Private Placement 2022 – 30% and the Acquisitions ⁽¹⁾	Immediate	940	940	-
Total		21,810	21,810	-

Notes:-

- (1) The “Acquisitions” entailed the acquisitions by OCR of 50% equity interest in Stack Builder and 100% equity interest in Wonderland Sdn Bhd, which were both completed on 24 November 2021. For information, the expenses incurred which were attributable to the Acquisitions amounted to RM0.61 million whilst RM0.33 million were attributable to the Private Placement 2022 – 30%.
- (2) The proceeds have been utilised for, amongst others, payments to contractors, suppliers, consultants, relevant authorities as well as payments of material costs, construction cost for earthwork, piling works, site clearing, building, mechanical and electrical works and external works, for several projects in the following manner:-

Project	Actual utilisation RM'000
Isola @ KLCC, Kuala Lumpur	826
PRIYA, Kuantan	13,498
The Mate, Damansara Jaya	770
Vertex Kuantan City Centre, Pahang	1,392
Yolo Signature Suites, Bandar Sunway	4,384
Total	20,870

(iii) Private Placement 2021 – 20%

On 18 May 2021, our Company completed a private placement exercise involving the issuance of 101,850,000 new Shares (representing approximately 20% of the then existing total number of issued Shares before the private placement), raising a total of RM21.88 million.

The said proceeds have been utilised as follows:-

Utilisation of proceeds	Intended timeframe for utilisation from 18 May 2021	Actual proceeds raised RM'000	Amount utilised as at LPD RM'000	Balance unutilised RM'000
(i) Funding for existing and future property development projects	Within 24 months	21,815	⁽¹⁾ 21,815	-
(ii) Expenses for the Private Placement 2021 – 20%	Immediate	65	65	-
Total		21,880	21,880	-

Note:-

- (1) The proceeds have been utilised for, amongst others, payments to contractors, suppliers, consultants, relevant authorities as well as payments of material costs, construction cost for earthwork, piling works, site clearing, building, mechanical and electrical works and external works, for several projects in the following manner:-

Project	Actual utilisation RM'000
Isola @ KLCC, Kuala Lumpur	5,010
PRIYA, Kuantan	14,044
The Mate, Damansara Jaya	1,900
Yolo Signature Suites, Bandar Sunway	861
Total	21,815

(iv) Share Issuance 2019

On 2 November 2020, our Company completed a share issuance exercise involving the issuance of 98,600,000 new Shares to Macquarie Bank Limited (“**Macquarie Bank**”), raising a total of RM24.22 million.

The Share Issuance 2019 was a fund raising exercise involving the execution of a formal subscription agreement between Macquarie Bank and the Company. Under the terms of the subscription agreement, Macquarie Bank may subscribe for up to 98,600,000 new OCR Shares in multiple tranches and each tranche may be subscribed by Macquarie Bank at any time during the subscription period of 12 months.

The subscription price for each tranche shall be equivalent to 90% of the VWAP of the Shares as traded on Bursa Securities during the 5 consecutive trading days immediately preceding the relevant date of subscription notice served by Macquarie Bank on the Company.

Based on the Record of Depositors as at the LPD, Macquarie Bank is not listed as a shareholder of the Company.

The said proceeds have been utilised as follows:-

Utilisation of proceeds	Intended timeframe for utilisation from 2 November 2020	Actual proceeds raised RM'000	Amount utilised as at LPD RM'000	Balance unutilised RM'000
(i) Funding for existing and future property development projects	Within 24 months	23,569	⁽¹⁾ 23,569	-
(ii) Expenses for the Share Issuance 2019	Immediate	650	650	-
Total		24,219	24,219	-

Note:-

(1) The proceeds have been utilised for, amongst others, payments to contractors, suppliers, consultants, relevant authorities as well as payments of material costs, construction cost for earthwork, piling works, site clearing, building, mechanical and electrical works and external works, for several projects in the following manner:-

Project	Actual utilisation RM'000
Isola @ KLCC, Kuala Lumpur	2,972
PRIYA, Kuantan	13,175
The Mate, Damansara Jaya	809
Vertex Kuantan City Centre, Pahang	28
Yolo Signature Suites, Bandar Sunway	6,585
Total	23,569

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3. MINIMUM SUBSCRIPTION LEVEL AND THE UNDERTAKING

Our Company intends to undertake the Rights Issue with Warrants based on the Minimum Subscription Level, which has been determined after taking into consideration the Undertaking that our Company has obtained from the Undertaking Shareholder, namely OKH who is our Group Managing Director and a Major Shareholder, on 13 December 2023.

Based on the Undertaking, OKH has undertaken to apply and subscribe in full for his entitlement of Rights Shares based on his direct shareholding in our Company after the completion of the Settlement. The Settlement has since been completed on 1 August 2024.

Based on his direct shareholding of 505,505,131 Shares after the completion of the Settlement, this would entail the subscription of 337,003,420 Rights Shares (representing 25.22% of the total number of Rights Shares available for subscription) together with 337,003,420 Warrants E as follows:-

Undertaking Shareholder	Total Rights Shares with Warrants E to be subscribed pursuant to the Undertaking				Assuming none of the other Entitled Shareholders and/or their transferee(s) and/or their renounee(s) subscribe for their Rights Shares i.e. Minimum Scenario			
	No. of Shares	(1)%	No. of Rights Shares	No. of Warrants E	No. of Shares held after the Rights Issue with Warrants	(2)%	No. of Shares held after the Rights Issue with Warrants and assuming full exercise of the Warrants E	(3)%
OKH	505,505,131	25.22	337,003,420	337,003,420	842,508,551	35.98	1,179,511,971	44.04

Notes:-

- (1) Based on the issued share capital of 2,004,522,801 Shares as at the LPD.
- (2) Based on the enlarged issued share capital of 2,341,526,221 Shares under the Minimum Scenario.
- (3) Based on the enlarged issued share capital of 2,678,529,641 Shares under the Minimum Scenario and assuming full exercise of the Warrants E.

Further to the above, our Company did not procure any underwriting arrangement for the remaining Rights Shares not subscribed for by other Entitled Shareholders.

Pursuant to the Undertaking, the Undertaking Shareholder has:-

- (i) irrevocably and unconditionally undertaken that he shall not sell or in any other way dispose of or transfer his existing equity interest in the Company or any part thereof during the period commencing from the date of the Undertaking up to the Entitlement Date; and
- (ii) confirmed that he has sufficient financial means and resources to apply and subscribe in full for his entitlement of Rights Shares under the Rights Issue with Warrants based on his shareholdings in the Company after the completion of the Settlement.

Interpac has verified the sufficiency of financial resources of the Undertaking Shareholder for the purpose of subscribing for the Rights Shares and excess Rights Shares pursuant to the Undertaking.

For the avoidance of doubt, the Undertaking Shareholder has also undertaken that he will not subscribe for any Excess Rights Shares with Warrants E beyond his entitlement.

The Undertaking Shareholder's subscription for the Rights Shares pursuant to his Undertaking will give rise to a Mandatory Offer obligation as his individual shareholding in OCR will increase to more than 33% and the collective shareholding of him and his PACs in OCR will increase by more than 2% within a 6-month period. Nevertheless, the non-interested Shareholders had approved the Exemption 2 during an EGM held on 25 June 2024. The Exemption 2 was subsequently approved by the SC vide its letter dated 5 July 2024. In view thereof, the Undertaking Shareholder has essentially been exempted from the obligation to undertake a Mandatory Offer arising from his subscription of Rights Shares pursuant to his Undertaking.

The Undertaking is not expected to result in any breach in the public shareholding spread requirement by our Company under Paragraph 8.02(1) of the Listing Requirements, which stipulates that a listed corporation must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. As at the LPD, our Company does not hold any treasury shares.

The pro forma public shareholding spread under the Minimum Scenario is illustrated as follows:-

Particulars	Existing direct shareholding as at the LPD		(I) After the Rights Issue with Warrants		(II) After (I) and assuming full exercise of the Warrants E	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽²⁾	No. of Shares	% ⁽³⁾
Issued share capital	2,004,522,801	100.00	2,341,526,221	100.00	2,678,529,641	100.00
Less:						
Directors ⁽⁴⁾ , substantial shareholders and their associates						
- OKH	505,505,131	25.22	842,508,551	35.98	1,179,511,971	44.04
- TCH	299,311,978	14.93	299,311,978	12.78	299,311,978	11.17
- OCR Land Holdings Sdn Bhd	31,215,000	1.56	31,215,000	1.33	31,215,000	1.17
- Ong Kim Chong @ Ong Hwee Choo	800,000	0.04	800,000	0.03	800,000	0.03
- Tan Poo Yot	2,600,000	0.13	2,600,000	0.11	2,600,000	0.10
- Ong Kah Wee	3,681,900	0.18	3,681,900	0.16	3,681,900	0.14
- Ong Yew Ming	3,381,900	0.17	3,381,900	0.14	3,381,900	0.13
Public shareholding spread	1,158,026,892	57.77	1,158,026,892	49.47	1,158,026,892	43.22

Notes:-

- (1) Based on the issued share capital of 2,004,522,801 Shares as at the LPD.
- (2) Based on the enlarged issued share capital of 2,341,526,221 Shares under the Minimum Scenario.
- (3) Based on the enlarged issued share capital of 2,678,529,641 Shares under the Minimum Scenario and assuming full exercise of the Warrants E.
- (4) Includes directors of subsidiaries of our Company. For information, apart from OKH, TCH, Ong Kah Wee and Ong Yew Ming, none of the directors of our subsidiaries holds any Shares as at the LPD.

4. RATIONALE FOR THE RIGHTS ISSUE WITH WARRANTS

The Rights Issue with Warrants will enable our Company to raise funds and channel them towards the utilisation as set out in Section 5 of this Abridged Prospectus.

After due consideration of the various options available, our Board is of the opinion that the Rights Issue with Warrants is the most suitable means of fund-raising for our Company for the following reasons:-

(i) Opportunity for Entitled Shareholders to participate in equity offering on a pro rata basis

The Rights Issue with Warrants provides an opportunity for the Entitled Shareholders to participate in the equity offering of our Company on a pro-rata basis. It involves the issuance of new Shares without diluting the Entitled Shareholders' shareholdings in our Company provided that they subscribe in full for their respective entitlements under the Rights Issue with Warrants and exercise their Warrants E subsequently.

(ii) Option for Entitled Shareholders to increase or maintain their equity participation at a discount or to monetize their rights issue entitlements in the open market

The Rights Issue with Warrants provides the Entitled Shareholders with the option to either increase or maintain their equity participation in our Company by subscribing for the Rights Shares at a discount or to monetize their rights issue entitlements in the open market.

(iii) Other alternative means of fund-raising such as private placements are smaller in scale and dilutive

By virtue of a rights issue being a pro rata equity offering, rights issues can be implemented on a larger scale as compared to conventional private placements, which are limited in scale by virtue of the dilutive impact to existing shareholders.

Given the quantum of our Group's funding requirements as set out in Section 5 of this Abridged Prospectus and in view that our Group had recently completed a private placement exercise on 29 November 2023 as set out in Section 2.7(i) of this Abridged Prospectus, the Rights Issue with Warrants appears to be the most appropriate equity fund-raising avenue at this juncture.

(iv) Rights issues do not tie down our Group with bank borrowings principal repayment and interests servicing

The Rights Issue with Warrants will enable our Group to raise the requisite funds without incurring additional interest expense from other means of funding such as bank borrowings, thereby minimising any potential cash outflow in respect of interest servicing costs.

If our Group were to undertake bank borrowings and/or bonds issuance, our Group will be tied down with principal repayments as well as interests servicing and this may inhibit our Group's ability to conserve its cash flow for reinvestment and/or operational purposes.

The Warrants E which are attached to the Rights Shares are intended to provide an added incentive to the Entitled Shareholders to subscribe for the Rights Shares. In addition, the Warrants E will provide the Entitled Shareholders with an opportunity to increase their equity participation in our Company at the Exercise Price during the tenure of the Warrants E and will allow the Entitled Shareholders to further participate in the future growth of our Company as and when the Warrants E are exercised.

The exercise of the Warrants E in the future will allow our Company to obtain additional funds without incurring additional interest expenses from borrowings. Furthermore, the exercise of Warrants E will increase our Shareholders' funds, thereby strengthening the financial position of our Company and providing our Company with flexibility in terms of the options available to meet our funding requirements.

5. UTILISATION OF PROCEEDS

Based on the issue price of RM0.035 per Rights Share, the gross proceeds to be raised from the Rights Issue with Warrants are intended to be utilised as follows:-

Utilisation of proceeds	Intended timeframe for utilisation from completion of the Rights Issue with Warrants ⁽³⁾	Minimum Scenario		Maximum Scenario	
		RM'000	%	RM'000	%
(i) Repayment of borrowings	Within 3 months	5,000	42.4	5,000	10.7
(ii) Working capital	Within 12 months	3,000	25.4	3,000	6.4
(iii) Funding for existing and future property development projects	Within 12 months	2,595	22.0	37,572	80.3
(iv) Estimated expenses for the Corporate Exercises	Immediate	⁽¹⁾ 1,200	10.2	⁽¹⁾ 1,200	2.6
Total		⁽²⁾11,795	100.0	46,772	100.0

Notes:-

- (1) If the actual expenses incurred are higher than this budgeted amount, the deficit will be funded via the amount earmarked for funding for existing and future property development projects. Conversely, any surplus of funds following payment of expenses will be utilised for existing and future property development projects.
- (2) Any additional proceeds raised in excess of this amount beyond the Minimum Scenario will be allocated to funding for existing and future property development projects.
- (3) If our Company is unable to fully utilise the proceeds raised from Rights Issue with Warrants in accordance with the intended timeframes set out herein, the timeframe for utilisation of proceeds that has been allocated for the respective purposes will be extended and announced as well as disclosed in our Company's quarterly financial results announcements as well as annual reports until our Company has fully utilised the proceeds.

Alternatively, our Company may also consider to revise the utilisation of proceeds, whether partly or wholly, to another purpose depending on our Group's requirements at that point in time. In such event, details of the proposed revision shall be announced and if required under the Listing Requirements, Shareholders' approval will be obtained accordingly.

Pending the utilisation of the proceeds from the Rights Issue with Warrants, the unutilised proceeds shall be placed in interest-bearing deposits and/or money market financial instruments with licensed financial institutions. Any interest income or gains earned from such placements will be utilised for working capital in the same manner as set out in Section 5(ii) of this Abridged Prospectus.

(i) Repayment of borrowings

As at the LPD, the total outstanding amount of our Group's borrowings stood at RM175.30 million which include overdraft, trade financing, bridging loan, term loans, trust receipts and revolving credit.

Our Group intends to utilise proceeds of RM5.00 million from the Rights Issue with Warrants towards the repayment of borrowings in the following manner:-

Type of borrowings	Name of lender / financial institution	Outstanding amount as at the LPD RM'000	⁽¹⁾ Repayment amount RM'000	Estimated interest savings per annum RM'000
Overdraft ⁽²⁾	• Ambank (M) Berhad	966	73	⁽³⁾ 5
	• Ambank Islamic Berhad	4,927	4,927	⁽³⁾ 363
	• RHB Islamic Bank Berhad	4,987	-	
Trade financing	• Ambank Islamic Berhad	5,000	-	-
Bridging loan	• Ambank (M) Berhad	3,295	-	-
Term loans	• Ambank (M) Berhad	82,607	-	-
	• Hong Leong Bank Berhad	5,024	-	-
	• United Overseas Bank (Malaysia) Bhd	13,852	-	-
	• RHB Islamic Bank Berhad	28,570	-	-
	• Apex Equity Capital Sdn Bhd	9,000	-	-
Revolving credit	• United Overseas Bank (Malaysia) Bhd	15,000	-	-
Hire purchase liabilities	• Pac Lease Bhd	142	-	-
	• Malayan Banking Berhad	1,926	-	-
Total		175,296	5,000	368

Notes:-

(1) While our Group intends to allocate proceeds of up to RM5.00 million from the Rights Issue with Warrants to repay these borrowings, these borrowings are subject to prevailing interest rates, drawdown and repayment from time to time. As such, the outstanding principal amount of these borrowings at the point of repayment may differ from the current amount as at the LPD.

In this event, any surplus shall be reallocated for the repayment of other borrowings of our Group (i.e. bridging loan, term loans or revolving credit, whereby the order of priority will be determined later depending on the Group's operational and cash flow requirements at the relevant time). Conversely, any shortfall shall be funded via internally generated funds.

(2) Our Group has allocated the funds to repay the overdraft mainly due to it bearing the highest interest rate among all of our Group's other borrowings. For information, the overdraft was drawn down to finance the Group's working capital. The overdraft is repayable on demand.

(3) Based on an effective interest rate of 7.37% per annum.

For the rest of our Group's borrowings that remain outstanding after the above-mentioned repayment (including the overdraft), our Group intends to repay such outstanding borrowings via internally generated funds.

(ii) Working capital

Our Group intends to utilise part of the proceeds from the Rights Issue with Warrants for working capital purposes in the following manner:-

Working capital	RM'000
Staff costs ⁽¹⁾	2,500
Other operating and administrative expenses ⁽²⁾	500
Total	3,000

Notes:-

(1) As at the LPD, our Group has a total of 85 employees.

Moving forward, our Group expects its manpower requirements to increase in view of several upcoming property development projects to be undertaken, namely Kyra in Shah Alam, Vertex Kuantan City Centre in Pahang, and OCR Logistics Hub in Shah Alam, which have a total combined GDV of RM2.05 billion. Further details on these projects are set out in Section 5(iii) of this Abridged Prospectus below.

Thus, our Group plans to expand its headcount to cater for the growth of our Group's business in tandem with the above. The exact number of new employees to be hired cannot be determined at this juncture as it will depend on the progress of the property development projects to be undertaken by our Group moving forward as well as our Group's operational requirements at the relevant time.

(2) These include, amongst others, upkeep of office premises, rental and general administrative payments. The actual breakdown of these expenses cannot be determined at this juncture as it will depend on the actual operating and administrative requirements of our Group at the relevant time.

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(iii) Funding for existing and future property development projects

Our Group intends to utilise the proceeds to be raised from the Rights Issue with Warrants mainly to fund our existing property development projects and other new property development projects to be undertaken by our Group in the future.

Our Group intends to utilise the said proceeds for the following property development projects (the actual utilisation will depend on the funding requirements of the respective projects at the time of utilisation which cannot be determined at this juncture):-

No.	Project name / location	Estimated GDV RM'million	Estimated GDC RM'million ⁽¹⁾	Remaining cost to complete as at the LPD RM'million	Details	Commencement date ⁽²⁾	Percentage of completion as at the LPD (%)	Expected completion period	Sales as at the LPD ⁽¹⁰⁾ RM'million	Take up rate as at the LPD (%)	Take up rate as at the LPD ⁽¹¹⁾ RM'million
1.	Stellar Damansara, Petaling Jaya, Selangor	179.0	112.9	73.5	88 units of luxury condominium	10 December 2022	⁽⁴⁾ 11.8	⁽⁴⁾ 4 th quarter 2025	114.2	65.8	117.7
2.	Kyra, Shah Alam, Selangor	805.0	710.0	⁽³⁾ 627.0	2,892 affordable housing units with retail space by phases:- Phase 1: 963 units Phase 2: 1085 units Phase 3: 844 units	6 May 2024	2.2	2029	⁽⁸⁾ -	⁽⁸⁾ Phase 1 – 96.7	Phase 1 – 268.1
3.	Vertex Kuantan City Centre, Pahang	337.6	259.7	⁽³⁾ 242.1	Mixed development comprising 34 retail outlets and 978 units of service apartment	⁽⁵⁾ 2 nd half of 2024	⁽⁵⁾ -	2027	⁽⁹⁾ -	⁽⁹⁾ -	-
4.	OCR Logistics Centre, Shah Alam	910.0	740.7	⁽³⁾ 574.6	4-storey of grade A logistic hub	⁽⁶⁾ 4 th quarter of 2024	⁽⁶⁾ -	2027	⁽⁹⁾ -	⁽⁹⁾ -	-
5.	OCR Templer, Rawang	313.0	270.0	270.0	Mixed development comprising semi-detached houses, bungalows and shop lots	⁽⁷⁾ -	⁽⁷⁾ -	-	⁽⁹⁾ -	⁽⁹⁾ -	-
	Total	2,544.6	2,093.3	1,787.2							

Notes:-

- (1) Excludes marketing cost, outright discounts to purchasers, overhead and administrative expenses.
- (2) This represents the date of commencement of physical construction.
- (3) Although construction of these projects has yet to commence, some preliminary cost has already been incurred and these include, amongst others, land related costs, professional costs, finance costs and other development costs (e.g. site clearing, submission costs and processing fees in relation to applications for development order).
- (4) This represents mainly the completion of earthwork and piling works for Stellar Damansara. The next stage of completion, which comprises construction of the main structure of the building, has since commenced in July 2024 and the percentage of completion is expected to accelerate moving forward. Based on that, the Group expects to complete the Stellar Damansara project by the 4th quarter of 2025.
- (5) As at the LPD, the construction of Vertex Kuantan City Centre has yet to commence. Notwithstanding that, the development order and building plan approval for Vertex Kuantan City Centre have been obtained on 2 February 2018 and 18 September 2018 respectively. For information, the development of the project has been delayed mainly due to market demand factors as well as the increase in both material and labour expenses which had collectively affected the project's viability. Nonetheless, pending the funding to be raised from the Rights Issue with Warrants, our Group is anticipating to proceed with the development activities as planned in the 2nd half of 2024 and complete in 2027.
- (6) As at the LPD, the construction of OCR Logistics Centre has yet to commence. The development order and building plan approval is targeted to be obtained in 2nd half of 2024. Further to that, pending the funding to be raised from the Rights Issue with Warrants, the development activities are expected to commence in 4th quarter of 2024 and complete in 4th quarter of 2026.
- (7) As at the LPD, the construction of OCR Templer has yet to commence. The development order has been obtained on 6 July 2018 and the Company is in the midst of preparing for the submission of building plan application for approval.
- (8) The sales of phase 1 of Kyra has been opened to the public following the obtainment of the advertising permit on 5 April 2024.
- (9) As at the LPD, these projects have yet to be launched.
- (10) For the avoidance of doubt, sales are recorded upon the signing and stamping of the sale and purchase agreements with the purchasers.
- (11) For the avoidance of doubt, take up is recorded upon the receipt of signed booking forms from potential buyers or the signing and stamping of the sale and purchase agreements with the purchasers, whichever is earlier. The potential buyers that have subsequently cancelled their booking forms will be removed from the take up classification.

For information, our Group is also involved in the following property development projects which are currently active as at the LPD:-

No.	Project name / location	Estimated GDV RM'million	Estimated GDC RM'million ⁽¹⁾	Remaining cost to complete RM'million	Details	Commencement date ⁽²⁾	Percentage of completion as at the LPD (%)	Expected completion period	Sales as at the LPD ⁽⁵⁾ RM'million	Take up rate as at the LPD (%)	Take up rate as at the LPD ⁽⁶⁾ RM' million
1.	ISOLA @ KLCC, Kuala Lumpur ⁽³⁾	270.9	166.1	13.0	140 units of high-end condominium	2 May 2017 ⁽⁴⁾	89.5	2 nd half 2024 ⁽⁴⁾	212.6	83.6	226.4
2.	The Mate, Damansara Jaya, Selangor	145.0	96.3	25.2	244 units of signature suites high-rise development	29 March 2021	70.1	2 nd half 2024	117.5	86.6	125.6
	Total	415.9	262.4	38.2							

Notes:-

- (1) Excludes marketing cost, outright discounts to purchasers, overhead and administrative expenses.
- (2) This represents the date of commencement of physical construction.
- (3) Due to the delay in construction works, our Group is expected to incur liquidated ascertained damages for delay in handling over completed units within the period stipulated in the respective sale and purchase agreements for the units. Notwithstanding this, our Group endeavours to ensure that the project will be delivered smoothly.
- (4) ISOLA @ KLCC experienced a longer development period due to the halt in construction works during the COVID-19 pandemic.
- (5) For the avoidance of doubt, sales are recorded upon the signing and stamping of the sale and purchase agreements with the purchasers.
- (6) For the avoidance of doubt, take up is recorded upon the receipt of signed booking forms from potential buyers or the signing and stamping of the sale and purchase agreements with the purchasers, whichever is earlier. The potential buyers that have subsequently cancelled their booking forms will be removed from the take up classification.

Further, as at the LPD, our Group had recently completed the following property development project:-

No.	Project name / location	Estimated GDV RM'million	Estimated GDC RM'million ⁽¹⁾	Remaining cost to complete RM'million	Details	Commencement date ⁽²⁾	Percentage of completion as at the LPD (%)	Completion date	Sales ⁽⁴⁾ RM'million	Take up rate (%)	Take up rate ⁽⁵⁾ RM'million
1.	PRIYA, Kuantan, Pahang	170.6	149.2	-	1,124 units of affordable landed developments	1 March 2018 ⁽³⁾	100.00	24 January 2024	170.3	100.0	170.6

Notes:-

- (1) Excludes marketing cost, outright discounts to purchasers, overhead and administrative expenses.
- (2) This represents the date of commencement of physical construction.
- (3) PRIYA, Kuantan experienced a longer development period due to the halt in construction works during the COVID-19 pandemic.
- (4) For the avoidance of doubt, sales are recorded upon the signing and stamping of the sale and purchase agreements with the purchasers.
- (5) For the avoidance of doubt, take up is recorded upon the receipt of signed booking forms from potential buyers or the signing and stamping of the sale and purchase agreements with the purchasers, whichever is earlier. The potential buyers that have subsequently cancelled their booking forms will be removed from the take up classification.

For property development projects, the proceeds are expected to be utilised for, amongst others, payments to contractors, suppliers, consultants as well as payment to the relevant authorities.

The allocation of funding for each of the abovementioned property development projects cannot be determined at this juncture as it will be determined over the progress of the respective projects based on their current stage of completion⁽¹⁾, the balance funding requirement / remaining GDC to be incurred at the relevant point in time, the actual proceeds to be raised from the Rights Issue with Warrants (which is dependent on the final subscription level) as well as the availability and suitability of other funding options⁽²⁾ such as internally generated funds and/or bank borrowings. Nevertheless, the total estimated balance GDC to be incurred for the abovementioned property development projects are expected to be higher than the total proceeds to be allocated from the Rights Issue with Warrants.

Notes:-

- (1) For illustration purpose, since the construction of ISOLA @ KLCC and The Mate is nearing completion, the Group may first allocate the funds from the Rights Issue with Warrants towards completing these projects to ensure their successful and timely delivery by the 2nd half of 2024.
- (2) Before launching a new property development project and deciding on the mode of funding, our Group would consider the availability and suitability of bank borrowings on offer which in turn is dependent on, amongst others, our Group's gearing ratio as well as the interest rate offered by the banks. If the interest rate offered is not favourable, our Group may consider other funding options such as equity fund-raising exercises.

For information, the proceeds to be allocated as funding for our Group's existing and future property development projects under the Minimum Scenario are only RM2.67 million. Nevertheless, any shortfall in our Group's funding requirement for the respective projects are expected to be met via progress billings / progressive sales billings to be received, internally generated funds, bank borrowings and/or future fund-raising exercises to be undertaken (if required).

For the avoidance of doubt, the proceeds to be raised are intended to be utilised mainly to meet any timing differential between the incurrence of development costs and the receipt of progress payments from the sale of the units. Thus, the estimated balance GDC to complete a property development project (as shown in the table above) does not necessarily reflect the funding requirements for that particular project.

As such, notwithstanding our Group's existing property development projects, our Group may, for strategic business and commercial reasons depending on the market conditions at the relevant point in time, allocate some of the proceeds to other new property development projects to be undertaken by our Group in the future. Such future property development projects have not been formulated at this juncture. Nevertheless, this will be subject to, amongst others, whether the funding requirements of our Group's existing property development projects can be met in a timely manner to ensure that their development progresses according to schedule.

(iv) Estimated expenses for the Corporate Exercises

The breakdown of the estimated expenses for the Corporate Exercises is set out below:-

Estimated expenses	Amount RM'000
Professional fees ⁽¹⁾	1,000
Fees to relevant authorities	130
Miscellaneous expenses (printing, advertising and contingencies)	70
Total	1,200

Note:-

- (1) These include, amongst others, professional fees of the Principal Adviser, independent adviser, reporting accountants, solicitors, company secretaries and Share Registrar.

The actual gross proceeds to be raised from the Rights Issue with Warrants will depend on the actual number of Rights Shares that will be issued at the issue price of RM0.035 per Rights Share.

The exact quantum of proceeds that may be raised by our Company from the exercise of the Warrants E would depend on the actual number of Warrants E exercised at the Exercise Price. The proceeds from the exercise of the Warrants E will be received on an “as and when basis” over the tenure of the Warrants E.

Strictly for illustrative purposes, based on the Exercise Price, our Company will raise gross proceeds of up to RM46.77 million upon full exercise of the Warrants E under the Maximum Scenario. Any proceeds arising from the exercise of the Warrants E in the future will be used to finance the future working capital requirements (such as those described in Section 5(ii) of this Abridged Prospectus). The exact utilisation breakdown cannot be determined at this juncture as it would depend on the actual requirements of our Group at the relevant time.

6. RISK FACTORS

You and/or your renounee(s) and/or transferee(s), where applicable, should carefully consider, in addition to the other information contained in this Abridged Prospectus, the following risk factors before subscribing for or investing in the Rights Issue with Warrants:-

6.1 Risks relating to our Group’s property development business

The risk factors relating to our Group’s property development segment, which contributed 63.45% of our Group’s audited total revenue in FYE 31 December 2023, are set out below:-

(i) **Our property development business is dependent on the prevailing market conditions of the property market in Malaysia**

The performance of our property development business is dependent on the performance of the property market in Malaysia in which we operate. The property market in Malaysia is generally affected by, among others, supply of new properties in the market, government policies, economic cycles, population growth, changes in interest rates, consumer sentiment, income and inflation levels as well as demographic trends.

If our Group’s projects were to be launched under adverse property market conditions, our Group may not be able to achieve high take-up rates for its property development projects. Further, our Group may have to incur additional cost to embark on more aggressive advertising and promotional activities. Previously, as a result of the COVID-19 pandemic, our Group has had to incur additional cost to enhance its advertising and promotional activities for property development projects, which in turn affected the profitability of our Group.

Any deterioration in consumer sentiment or softening of the property market may lead to delays in the launching of our Group’s projects. Alternatively, our Group may be required to recalibrate or revise the development plans of some of our launched projects to adjust and cater for the weaker market sentiment or softer property market (e.g. weaker demand for properties or softened consumer spending in general). In turn, this may result in longer payback period and/or lower profit margins for our Group’s projects. Although our Group has not recalibrated or revised the development plans of any of its launched projects for the past 5 years, there is no assurance that the Group will not be required to do so moving forward in the event of a deterioration in property market conditions.

Any deterioration in the conditions of the property market in Malaysia may result in material adverse effect on our Group's business and financial performance.

(ii) Delay in the completion of our property development projects

Our Group's property development business is also dependent on the timely completion of our property development projects. This, in turn, is dependent on various external factors, some of which may be beyond our control, such as shortage of raw materials, changes in regulatory environment, site accidents as well as the performance of our contractors and subcontractors.

Previously, the progress of some of our Group's existing property development projects such as the ISOLA @ KLCC and PRIYA, Kuantan have been affected by delays mainly due to the temporary suspension of construction activities from time to time during relevant stages of the MCO since March 2020. In turn, this has resulted in slower progress billings for the said projects.

Any delay in the progress of our Group's projects may result in compensation to be paid by our Group to end-purchasers in the form of liquidated ascertained damages and may also lead to cost overruns as our Group continues to incur site maintenance costs and other running costs. Our Group may also be required to recalibrate or revise the development plans of its projects, hence incurring further cost. In turn, these may lead to lower profit margin and thus negatively affect our Group's financial performance.

Such unexpected increase in costs may also result in an increase in our Group's funding requirements, thus requiring our Group to undertake further fund raising exercises. If additional funding cannot be obtained, our Group may not be able to launch some of our projects and may have to ultimately abort such projects. Any continued delay will also result in longer payback period for our Group's projects which in turn may result in material adverse impact on the financial performance of our Group.

(iii) Cost fluctuation

Our Group's profitability may be affected by fluctuation in construction costs which is inherent in our industry. Higher cost of materials (including steel and cement), labour costs, contractor fees and overheads will reduce our profit margin in the event we are unable to pass these increased costs to customers in the form of higher selling prices. For information, just like any of our peers in the construction industry, our Group experienced increase in material costs from time to time due to market factors.

Any fluctuation in construction costs may have a material adverse impact on our financial performance.

(iv) Our property development business is capital intensive in nature and is dependent on our ability to raise financing

The launching of new property development projects in the future would require significant capital expenditure, including for the acquisition of land. In order for our Group to meet such capital requirements, we will be required to raise sufficient financing via external debt financing, equity financing and/or internally generated funds. There is no assurance that financing, either on a short-term or a long-term basis, can be secured by our Group, or if available, such financing can be secured on terms favourable to us or will be sufficient for future projects.

In the event that we are unable to secure the necessary financing or secure such financing on terms which are favourable to us, we may be unable to launch new property development projects in the future which in turn may adversely affect the business, financial performance and future prospects of our Group.

6.2 Risks relating to our Group's construction business

The risk factors relating to our Group's construction segment, which contributed 36.28% of our Group's audited total revenue in FYE 31 December 2023, are set out below:-

(i) **We are dependent on subcontractors to perform certain works for our construction projects**

Our Group engages subcontractors to perform works such as civil, structural and architectural works, mechanical and electrical works and other related services for our construction projects. Subcontractor costs accounted for 9.78% (RM4.57 million), 19.91% (RM36.60 million) and 31.96% (RM45.00 million) of our total cost of sales for FYE 31 December 2021, FYE 31 December 2022 and 31 December 2023 respectively. Any unsatisfactory performance of our appointed subcontractors or their inability to deploy sufficient labour, whether skilled or unskilled, and quality building materials will adversely affect the progress of our construction projects. In turn, this may lead to delays and/or cost overruns which in turn may materially impact the financial performance of our Group.

Although our Group may attempt to seek compensation from the relevant subcontractors as a result of unsatisfactory works, we may, from time to time, be required to compensate our customers / developers before receiving the said compensation from the relevant subcontractors. In fact, our Group had previously experienced instances where it had to compensate customers from unsatisfactory performance of its subcontractors. It is also possible that, in some cases, the amount of the claims from our customers / developers cannot be recovered in full or at all from the subcontractors. As such, there is no assurance that our subcontractors will provide the agreed contracted services in a satisfactory manner within the prescribed timeframe. In the event that our subcontractors fail to provide the agreed contracted services in a satisfactory manner within the prescribed timeframe, our Group's financial performance may be adversely affected.

Further, there is no assurance that our reputation will not be adversely affected in the event of any delays and/or sub-standard quality of works from our appointed subcontractors. If our reputation is affected due to delays and/or sub-standard quality of works from our appointed subcontractors, our Group may face lower demand for its property development projects which in turn might adversely affect our Group's financial performance.

(ii) **We are exposed to risk of defect liability claims from our customers / developers**

Due to the nature of our construction business, our Group is subject to risk of defect liability claims by our customers / developers for any defects in the construction works that occur during the defects liability period ("**DLP**"). The DLP for our contracts with our customers / developers is generally extended up to 24 months from the issuance of Certificate of Practical Completion ("**CPC**").

For example, in the recent YOLO Signature Suites project which is currently within the DLP, our Group had incurred costs to undertake repair or rectification works to make good minor defects. This is common in the construction industry, and the costs incurred did not have a material adverse effect on our Group's financial performance. Nevertheless, there is no assurance that future projects undertaken by the Group will not have defects that require major repair works that would materially affect our Group's financial performance.

Typically, our customers / developers retain up to 20% of the total contract sum throughout the contract period where half of the retention sum will be released upon the issuance of CPC by the architect, while the remaining half will be retained by our customers / developers until the end of the DLP and upon the issuance of Certificate of Making Good Defects ("CMGD"). During the DLP, our Group is obliged to undertake any repair works to rectify and make good any defects. If any of the rectification or repair works are not carried out within the agreed period, our customers / developers may utilise the remaining half of the retention sum to remedy such defects. As such, our Group may not receive or recover any of the remaining retention sum, which in turn may adversely affect the financial performance of our Group.

In order to mitigate the above and due to our reliance on subcontractors, our Group typically retains between 5.00% to 10.00% of the awarded sub-contract value against our subcontractors as retention sum. Our Group will release the retention sum to our subcontractors, where half of the retention sum will be released upon the issuance of CPC, while the remaining half will be released to our subcontractors at the end of the DLP and upon the issuance of CMGD. This remaining half of the retention sum serves as a security to our Group to safeguard and guarantee performance by our subcontractors towards the completion of the projects as well as against any defects which may occur during the DLP.

To the extent that we are unable to seek recourse from our suppliers and subcontractors, we would be liable for the repair costs and damages which may lead to cost overruns. If such defects are material, our reputation, business operation and financial performance will be materially and adversely affected.

(iii) We are subject to risks inherent in the construction industry

Our construction business is subject to certain risks inherent in the construction industry which include, among others, the following:-

- (i) general economic conditions, where a slowdown in the economy may cause an increase in unemployment, low or no wage increases, reduction in consumer wealth and consumer confidence as well as deterioration in business conditions and confidence resulting in a lower demand for property investments and purchases thus negatively affecting the construction industry;
- (ii) shortage of labour and increase in labour costs resulting in delays in construction and/or higher project costs. For information, although our Group does not directly employ any foreign labour workers, our Group's subcontractors do employ foreign labour workers with valid permits. In the event that our Group's subcontractors experience a shortage of foreign labour workers, it may still indirectly affect our Group as the main contractor; and

- (iii) increase in the cost of construction materials which may result in lower profit margins for our Group's construction business in the event that our Group is unable to pass on such cost increases to our customers / developers.

In the event of any adverse developments from the risks inherent in the construction industry, the financial performance of our Group's construction business might be adversely affected.

(iv) We are subject to risks of dependency on continuously securing new construction contracts to replenish our order book

Due to the nature of our Group's construction business which is contract based, we are continuously dependent on our ability to bid for and secure new contracts to replenish our order book.

In the construction industry, construction contracts are typically awarded based on the competitive bidding by the contractors as well as the track record of the contractors. In this regard, there is no assurance that our Group will be able to continuously be successful in bidding for new contracts as our Group may not be able to provide the most competitive pricing or that our Group's track record may not be as established as some of its competitors in the construction industry in Malaysia. In fact, our Group had previously experienced being out-bid for various contract tenders.

Our Group's ability to secure new contracts is also dependent on, amongst others, global and local economic growth, market demand for residential and commercial properties, availability and cost of construction materials as well as labour, Government policies and compliance with conditions outlined in various registrations, certificates, licences or permits issued or regulated by the relevant authorities.

In this regard, there is no assurance that our Group would be able to continuously secure new contracts to replenish its order book. In the event that our Group is unable to secure any new contracts, our Group's order book will decline over time, and this would adversely affect our Group's growth and financial performance in the future.

Given the dependency on contracts, the profitability of our Group's construction business may be irregular depending on the timing of completion of existing contracts in hand as well as the inflow of new contracts that our Group may successfully secure. In turn, the financial performance of our Group may fluctuate from time to time.

For information, apart from ISOLA @ KLCC project, our Group's construction segment does not currently provide any construction services for projects undertaken by our property development segment.

(v) We are exposed to political, economic, and regulatory risks in Malaysia and the occurrence of force majeure events

As our Group's sources of income is derived from Malaysia, any adverse developments or uncertainties in political, economic or regulatory conditions in Malaysia (such as unfavourable changes in inflation rates, foreign exchange rates, adverse changes in political leadership, and unfavourable changes in government policies or regulations), as well as occurrence of force majeure events, such as terrorist acts, war, riots, epidemics (including but not limited to the COVID-19 pandemic) and natural disasters (whether globally or in Malaysia) which is out of our Group's control could unfavourably affect our financial and business.

The occurrence of any of these events is beyond our control and may cause delays in construction and/or higher project costs. As a result, our business operations and financial performance will be adversely affected and we cannot assure you that we will be able to record profits or recover the damages caused by these events.

As at the LPD, we have not experienced any political, economic and regulatory changes or any force majeure events which have had a material adverse impact on our business operations and financial performance save for the COVID-19 pandemic.

6.3 Risks relating to our Group's financial performance

Our Group incurred LAT of RM19.70 million in FYE 31 December 2023 mainly due to the following:-

- (i) provision of liquidated ascertained damages to house buyers in relation to ISOLA @ KLCC project of RM4.3 million (FYE 31 December 2022: RM2.08 million) and PRIYA, Kuantan project of RM4.2 million (FYE 31 December 2022: RM0.31 million) respectively due to the delay in the abovementioned projects following the change in previous contractors who were unable to meet their contractual obligations;
- (ii) higher administrative expenses of RM20.64 million in FYE 31 December 2023 (FYE 31 December 2022: RM13.58 million) mainly as a result of:-
 - (a) higher staff costs of RM9.22 million (FYE 31 December 2022: RM6.42 million) as a result of the increase in headcount from 45 staff (as at 31 December 2022) to 86 staff (as at 31 December 2023) to expedite the completion of existing property development projects in our Group's pipeline (namely the ISOLA @ KLCC, PRIYA, Kuantan and The Mate, Damansara Jaya);
 - (b) higher professional fees of RM2.30 million (FYE 31 December 2022: RM1.00 million) including the expenses incurred for Private Placement 2023 - 40% and the Corporate Exercises; and
 - (c) higher marketing costs of RM2.32 million (FYE 31 December 2022: RM1.21 million).

In particular, the increase in expenses set out in (ii) and (iii) above was incurred mainly as a result of our Group being in the midst of aggressively launching new projects to capitalise on the rebound in consumer sentiment following the end of COVID-19 pandemic. In fact, during the current FYE 31 December 2024, our Group has been employing, and is expected to continue employing, additional workforce to cater for the expansion of its business activities in light of the launch of new property development project such as Kyra in Shah Alam, which were launched in first half of 2024.

However, due to the timing difference between the investment in new resources and the planning, launching and construction of new property projects, it may take some time before the Group is able to enjoy the fruits of its investment.

Based on the above, although it is a matter of time before our Group returns to profitability, there is no assurance that our Group would be able to successfully do so in the current or next financial year. In the event that there is a sudden deterioration in market conditions or any other relevant unforeseen factors, the sales of our Group's projects may be adversely affected. In turn, this will lengthen the payback period for our Group's projects and therefore delay our Group's return to profitability.

6.4 Risks relating to the Rights Issue with Warrants

(i) Failure or delay in the completion of the Rights Issue with Warrants

The Rights Issue with Warrants is exposed to the risk that it may be terminated or delayed in the event of a material adverse change of events or circumstances (such as force majeure events including without limitation, acts of government, natural disasters including without limitation the occurrence of a tsunami and/or earthquakes, acts of terrorism, strikes, national disorder, declaration of a state of war or accidents, or any change in law, regulation, policy or ruling), which is beyond the control of our Group and the Principal Adviser, arising prior to the completion of the Rights Issue with Warrants.

There can be no assurance that the abovementioned factors or events will not occur or cause a failure or delay in the completion of the Rights Issue with Warrants.

If you have acquired the Provisional Allotments via the open market, you may not be able to recover your investment cost in the event the Rights Issue with Warrants is terminated or delayed.

In the event the Rights Issue with Warrants is aborted, our Group will repay without interest all monies received in respect of the accepted applications for the subscription for the Rights Shares with Warrants E pursuant to the Rights Issue with Warrants and if such monies are not repaid within 14 days after we become liable to repay, we will repay such monies with interest at the rate of 10% per annum or at such other rate as may be prescribed by the SC in accordance with Section 243(2) of the CMSA.

In the event that the Rights Shares and Warrants have been allotted to the successful subscribers of the Rights Shares, and if the approval for the listing of the Rights Shares is subsequently revoked, a return of monies to the successful subscribers of the Rights Shares could only be achieved by way of cancellation of share capital in accordance with the provisions of the Act and its related rules. Such cancellation may require the approval of our Shareholders by way of special resolution in a general meeting, the consent of our creditors (where applicable) and the confirmation of the High Court of Malaya (where applicable).

There can be no assurance that such monies can be returned within a short period of time or at all under such circumstances. If such monies cannot be returned within a short period of time or at all, we may face legal suits which may ultimately cause us to be liable to pay compensation or damages. In turn, this may have a material adverse impact on our financial performance.

(ii) Capital market risk

The market price of our Shares, the Rights Shares and the Warrants E, like all listed securities traded on Bursa Securities, is subject to fluctuation. The respective prices of our Company's securities are influenced by, amongst others, the prevailing market sentiments, the volatility of the stock market, movements in interest rates and the outlook of the industries in which our Group operates.

In view of the above, there can be no assurance that the Rights Shares (together with any new Shares issued pursuant to the exercise of the Warrants E) will trade at or above the TEAP disclosed in Section 2.2 of this Abridged Prospectus after completion of the Rights Issue with Warrants.

The Warrants E are new instruments issued by our Company. Therefore, there can be no assurance that an active market for the Warrants E will develop upon listing on Bursa Securities, or if developed, will be sustainable. In addition, there is no assurance that the Warrants E will be "in-the-money" during the Exercise Period.

Accordingly, there is no assurance that the market price of the Warrants E will be at a level that meets the specific investment objectives or targets of any subscriber of the Warrants E.

(iii) Potential dilution of existing Shareholders' shareholding

Those Entitled Shareholders who do not subscribe for their entitlement of Rights Shares with Warrants E under the Rights Issue with Warrants will experience dilution in their existing shareholding in our Company as a result of the issuance of the Rights Shares arising from the subscription by other Entitled Shareholders and/or their transferee(s) and/or their renouncee(s) (if applicable). In addition, the issuance of new Shares arising from the exercise of the Warrants E in the future will lead to further such dilution.

Consequently, their proportionate entitlement to any dividends, rights, allotments and/or other distributions that our Company may declare, make or pay after completion of the Rights Issue with Warrants will correspondingly be diluted.

(iv) Forward-looking statements and other information

Certain statements in this Abridged Prospectus are based on historical data, which may not be reflective of future results and others are forward-looking in nature, which are subject to uncertainties and contingencies. All statements, other than statements of historical data, included in this Abridged Prospectus, including without limitation, those regarding the financial position, risk factors, prospects and future plans of our Group are forward-looking statements.

Such forward-looking statements are based on the estimates and assumptions made by our Company, unless stated otherwise, and although our Board believes these forward-looking statements to be reasonable at this point in time given the prevailing circumstances, they are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied in such forward-looking statements.

In light of these uncertainties, the inclusion of such forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company, the Principal Adviser and/or other advisers in relation to the Rights Issue with Warrants that the plans and objectives of our Group will be achieved.

7. INDUSTRY OVERVIEW AND PROSPECTS

7.1 Malaysian economy

Malaysia's economy remains resilient. The Gross Domestic Product (“GDP”) is forecast to expand by approximately 4% in 2023 and between 4% and 5% in 2024. The Government acknowledged the World Bank's forecast that Malaysia's growth will be 4.3% in 2024, which is slightly higher than its initial estimate. This is in line with Malaysia's 2024 growth projection, which will be achieved through robust domestic demand, effectively offsetting the challenges posed by the moderate global growth, supported by the implementation of measures in the new National Energy Transition Roadmap (NETR), New Industrial Master Plan 2030 (NIMP 2030), and the Mid-Term Review of the Twelfth Malaysia Plan (MTR of the Twelfth Plan).

Domestic demand continues to drive growth in an environment of increasing external uncertainties. In the first half of 2023, domestic demand registered a growth of 4.5% contributed by strong private and public expenditures. Domestic demand is expected to expand by 4.9% for the whole year, contributing 4.5 percentage point to GDP growth.

Public consumption registered a marginal growth of 0.8% in the first half of 2023 and is anticipated to record 1% for the whole year, supported by continued spending on emoluments. This is aligned with the continuous efforts by the Government to rationalise and optimise expenditure while upholding the quality of public service delivery. Furthermore, the Government continues to enhance value for money in the procurement of supplies and services, reflecting prudent spending.

The Consumer Price Index (CPI) grew by 2.8% from January to August 2023, attributed to moderating trend in global commodity prices; easing supply-related disruptions; existing price controls and provision of subsidies for selected items; as well as the lagged impact from the normalisation of overnight policy rate (OPR). Inflation is expected to moderate in the remaining months, while core inflation is expected to remain elevated relative to the long-term average. For the year, inflation is estimated to range between 2.5% to 3%.

As an open economy, Malaysia is not spared from external developments. Thus, the GDP is expected to moderate in 2023. Nonetheless, the economy is expected to strengthen in 2024 supported by expansion in all sectors and better prospect in global trade.

(Source: Economic Outlook 2024, Ministry of Finance)

7.2 Property market in Malaysia

The Malaysian economy expanded by 3.0% in Q4 2023 (Q3 2023: 3.3%; Q2 2023: 2.9%), supported by expansion in domestic demand, improving labour market conditions, growth in investment activity, commodities and services sectors. Overall, the 2023 growth for the Malaysian economy normalised to 3.7%, after a strong growth registered in the previous year (2022: 8.7%).

Despite a challenging global financial and economic environment, the property market stayed resilient in 2023 supported by positive performance in all sub-sectors except agriculture compared to the previous year. In 2023, total transactions volume and value increased by 2.5% and 9.9% respectively to 399,008 transactions worth RM196.83 billion (2022: 389,107 transactions; RM179.07 billion; 2021: 300,497 transactions; RM144.87 billion). The residential sub-sector continued to contribute the largest share of transactions, recorded a marginal increase in both volume and value.

The industrial sub-sector recorded moderate growth in 2023, remained positive since Q3 2023 (increased by 10.7%), after experienced negative growth in first half 2023 (declined by 2.5%). It is in tandem to Department of Statistics Malaysia (DOSM), Malaysia's Industrial Production Index (IPI) for the year of 2023, which registered a marginal growth of 0.9% in 2023 as compared to 6.7% in 2022. All sectors posted positive growth namely electricity (2.5%); mining (0.8%) and manufacturing (0.7%).

Foreign Direct Investment (FDI) in Malaysia recorded a higher net inflow of RM926.30 billion in Q4 2023 as compared to Q3 2023 (RM914.90 billion). These investments were channelled mainly into the services sector with a value of RM468.40 billion (50.6%), followed by manufacturing (RM390.80 billion; 42.2%) and mining and quarrying (RM42.1 billion; 4.5%). The top three countries for FDI position were Singapore (RM207.70 billion; 22.4%), and Hong Kong (RM113.30 billion; 12.2%) and the United States of America (RM97.40 billion; 10.5%). Thus, the relaxation of Malaysia My Second Home (MM2H) program which was announced by the Government in December 2023 is on the right track to boost foreign investment in Malaysia particularly in real estate sector.

According to Malaysia Institute of Economic Research (MIER), the Consumer Sentiments Index (CSI) improved cautiously in Q4 2023, increased to 89.4 points (Q3 2023: 78.9 points), CSI still maintain in positive manner due to expected finances and employment improved, and expected inflation among consumers remains cautious and planned consumer spending bounce back. Correspondingly, Business Conditions Index (BSI) indicate similar trend, as the index increased to 89.0 points (Q3 2023: 79.7 points). The business confidence has increased in Q4 2023, mainly due to a rise in capital investment and Expected Index (EI) has improved. Contrarily, sales with both domestic and external orders reduced. Both CSI and BSI, on the same note, approaching the optimism 100 points threshold.

The growth in 2023 property market is highly supported by the implementation of various Government initiatives and assistance and improving labour market conditions. Several initiatives which outlined under Budget 2023 by the Government to a certain extent helped improve property market activities.

1. Full stamp duty exemption on instrument of transfer and loan agreement for the purchase of the first residential home priced up to RM500,000 by Malaysia citizens remained until 31 December 2025.
2. Increase of stamp duty remission from 50% to 75% for the purchase of the first residential properties priced between RM500,000 to RM 1 million by Malaysian citizens and applicable for sale and purchase agreements executed until 31 December 2023.
3. Full stamp duty exemption up to RM1 million and 50% stamp duty remission for the remaining balance on transfers of property by way of love and affection between family members (father to child and grandfather to grandson).
4. Allocation of RM460.2 million for the building of new homes and home renovations in rural areas.
5. Allocation of RM389.5 million will be channelled to the People's Housing Programme.
6. Allocation of RM358 million for the construction of affordable homes under Rumah Mesra Rakyat programme by Syarikat Perumahan Negara Berhad.
7. Allocation of RM462 million for the construction of 23,000 houses under Projek Perumahan Awam Malaysia.
8. Increase the guarantees of up to RM5 billion via Syarikat Jaminan Kredit Perumahan (SJKP) in assisting gig workers such as e-hailing workers in obtaining home financing up to RM500,000.

Overnight Policy Rate (OPR) was stagnant at 3.0% since May 2023, after an increase by 0.25 basis points from 2.75%, last increased in November 2022. The monetary policy stance remains supportive of the economy and is consistent with the current assessment of the inflation and growth prospects, vigilant to ongoing developments to inform the assessment on the outlook of domestic inflation and growth as well as conducive to sustainable economic growth amid price stability. The current level of borrowing rate is seen heading to pre-pandemic rate at 3.00% in 2019, which the latest announced was in 24 January 2024.

On the demand side, mixed movements are shown in the indicators of residential and non-residential property demand. The loan applications for residential purchase indicate a slight decline of 0.7% as compared to 2022 (28.7%) whilst loan approvals increased marginally by 3.1%. Nevertheless, the situation differs for non-residential property where loan applications and approval managed to register an increase of 29.6% and 14.8% respectively

(Source: Property Market Report 2023, Valuation and Property Services Department Malaysia, Ministry of Finance Malaysia)

7.3 Construction sector in Malaysia

The construction sector expanded by 17.3% (1Q 2024: 11.9%) with higher activities particularly in the civil engineering and special trade subsectors.

(Source: The BNM Quarterly Bulletin in the 2nd Quarter of 2024, Bank Negara Malaysia)

The value of work done in the construction sector amounted to RM38.9 billion in the second quarter of 2024, which accelerated further by 20.2% following a 14.2% increase in the previous quarter. The growth was spearheaded by the buoyant performance of the civil engineering and residential buildings sub-sectors, which posted substantial double-digit increases of 25.2% and 19.7%, respectively. Additionally, the growth of this sector was further bolstered by a robust 44.9% (Q1 2024: 11.8%) expansion in the special trade activities sub-sector. The sub-sector of non-residential buildings also gained momentum, expanding by 7.2%.

Out of RM38.9 billion of work done value recorded in the second quarter of 2024, a total of RM15.2 billion or 39.0% was attributed to the civil engineering sub-sector, primarily in the activity of construction of roads and railways (RM7.5 billion) and utility projects (RM5.6 billion). Meanwhile, the value of work done for non-residential buildings and residential buildings accounted for RM10.6 billion (27.4%) and RM8.8 billion (22.6%), respectively. Additionally, the special trade activities accounted for RM4.3 billion (11.0%), largely in the electrical installation; and plumbing, heat and air-conditioning installation activities, both at RM1.1 billion.

The private sector remained the primary driver of growth in the construction sector, contributing RM23.6 billion or 60.8% of the total value. The private sector sustained its double-digit momentum with a 15.8% growth (Q1 2024: 10.1%), propelled by strong performance in the residential buildings (19.9%) and the special trade activities (46.0%) sub-sectors. Likewise, the value of work done owned by the public sector registered a strong increase of 27.8% (Q1 2024: 20.6%) to RM15.3 billion (share: 39.2%), which was primarily fuelled by the civil engineering sub-sector at a 23.8% growth.

Nearly 59.0% of the work done value was concentrated in Selangor, Johor, Sarawak and Wilayah Persekutuan (Kuala Lumpur, Putrajaya and Labuan). The construction value in Selangor amounted to RM8.7 billion or 22.4%, contributed by the civil engineering (RM3.0 billion), followed by residential buildings (RM2.5 billion) and non-residential buildings (RM2.3 billion) sub-sectors. Meanwhile, Johor ranked second with a value of RM5.4 billion or 13.8%, primarily in civil engineering (RM1.9 billion) and non-residential buildings (RM1.8 billion) sub-sectors. In the meantime, the value of work done in Sarawak was RM4.5 billion (11.7%), while Wilayah Persekutuan recorded RM4.3 billion (11.2%).

Summarising the performance of the construction work done for the first half of 2024, the sector posted a value of RM75.7 billion, reflecting a 17.2% increase compared to the same period in 2023 (Q1 2023 to Q2 2023: 8.7%). The better performance was underpinned by expansion across all sub-sectors largely by civil engineering (25.0%); and residential buildings (15.7%).

(Source: Quarterly Construction Statistics Second Quarter 2024 published on 12 August 2024, Department of Statistics Malaysia)

The civil engineering subsector rebounded, supported by the acceleration of ongoing infrastructure and utilities projects, which include East Coast Rail Link (“**ECRL**”) and Large Scale Solar 4 projects. The non-residential buildings and residential buildings subsectors also registered positive growth in line with vibrant economic activities. The residential buildings subsector is anticipated to remain encouraging on the back of Government’s initiatives such as i-MILIKI and Housing Credit Guarantee Scheme in assisting first-time home buyers, spurring demand for home ownership. Similarly, the non-residential buildings subsector is envisaged to increase, particularly with the realisation of approved private investments. The continuous implementation of strategic infrastructure and utilities projects will further support the civil engineering subsector.

The construction sector is forecast to increase by 6.80% in 2024 following better performance in civil engineering subsector. Civil engineering subsector continues to be bolstered by strategic infrastructure and utilities projects which include ongoing projects such as the CSR the Pan Borneo Sabah Highway and acceleration of projects under the Twelfth Malaysia Plan, 2021 – 2025 (“**Twelfth Plan**”). Furthermore, a new solar power plant project under the Corporate Green Power Programme will support the subsector’s growth. The implementation of New Industrial Master Plan 2030 is expected to further strengthen the performance of non-residential buildings subsector as the Plan will provide a platform to attract more investments into the country.

In addition, the residential buildings subsector is projected to improve further in line with the Government’s effort to increase more affordable houses as outlined under the mid-term review of the Twelfth Plan and the MADANI Neighbourhood scheme, as well as new launching by the private sector.

(Source: Economic Outlook 2024, Ministry of Finance)

7.4 Prospects and future plans of our Group

Our Group is primarily involved in the property development, construction, project management consultation and related businesses. Our Group is a real estate player focused on providing innovative homes in Klang Valley and strategic growth areas in Malaysia.

The following table sets out a summary of the historical business segment of our Group:-

	Audited			Unaudited
	FYE 31 December 2021	FYE 31 December 2022	FYE 31 December 2023	6-month FPE 30 June 2024
Segment revenue	RM’000	RM’000	RM’000	RM’000
Property development	37,043	160,734	93,224	80,415
Construction	7,749	47,393	53,306	-
Others ⁽¹⁾	11	226	388	228

Note:-

(1) This includes rental income derived from the investment properties.

As at the LPD, our Group’s existing property development projects and their details are as listed in Section 5(iii) of this Abridged Prospectus.

In terms of the construction segment, OCR Construction Sdn Bhd, a wholly-owned subsidiary of our Company, is the main contractor for the YOLO Signature Suites development in Bandar Sunway, Selangor which is the main contributor to this segment’s revenue in the latest audited financial results for the FYE 31 December 2023.

Further details of the YOLO Signature Suites development are as follows:-

Project name / location	Contract value RM'million	Details	Project owner	Date of commencement ⁽¹⁾	Total construction cost incurred as at the LPD RM'million	Order book balance as at the LPD RM'million
YOLO Signature Suites, Bandar Sunway, Selangor	159.6	41-storey commercial building comprising office units, shop lots, commercial space and other ancillary facilities	OCR Properties (YOLO) Sdn Bhd	3 September 2018	119.3	-

Note:-

(1) This represents the date of commencement of physical construction.

The construction of YOLO Signature Suites, which commenced in September 2018, experienced a delay⁽¹⁾ due to the temporary cessation of construction works during the COVID-19 pandemic following the MCO imposed by the Government. However, with the gradual easing of restrictions by the Government since 2021, the construction of YOLO Signature Suites has resumed in 3rd quarter of 2021 and was completed in the end of November 2023 and the Certificate of Completion and Compliance has been obtained on 29 July 2024.

Note:-

(1) For the avoidance of doubt, our Group was not required to pay any compensation in the form of liquidated ascertained damages for such delay in construction works.

In addition to YOLO Signature Suites, OCR Construction Sdn Bhd is also currently the main contractor for ISOLA @ KLCC project. The construction of ISOLA @ KLCC, which commenced in May 2017, has also experienced a delay as the previous third party contractor was unable to meet its contractual obligations and was subsequently replaced by our Group's in-house construction arm, OCR Construction Sdn Bhd. In addition, the temporary cessation of construction works during the COVID-19 pandemic following the MCO imposed by the Government also contributed to the delay.

For the avoidance of doubt, apart from the reasons stated above, the Group is not aware of any other major reasons for the delay in the construction of the YOLO Signature Suites and the ISOLA @ KLCC project.

The Malaysian economic sentiment has improved, supported by progressive relaxation of containment measures and continued policy support, and is expected to continue its positive growth trajectory in 2024. In addition, our Group remains steadfast in its commitment to the successful delivery of ISOLA @ KLCC and The Mate, Damansara Jaya in view that these developments are pivotal to our Group's growth strategy of offering upmarket properties situated in prime central locations, and thus are being managed with utmost diligence.

Premised on our Group's pipeline of existing projects and potential new launches, including OCR Templer⁽¹⁾ and Phase 2 of Kyra which are both expected to be launched in 2025, as well as the outlook of Malaysian economy and the prospects of the property and construction market in Malaysia as set out in Sections 7.1, 7.2 and 7.3 of this Abridged Prospectus while also considering the risk factors as detailed in Section 6 of this Abridged Prospectus, the prospects of our Group appear positive whereby the existing and future projects, which have a total combined GDV of RM2.96 billion, are expected to contribute positively to the future earnings of our Group.

Note:-

(1) OCR Templer is a joint-development project between OCR Templer Sdn Bhd (an indirect wholly-owned subsidiary of the Company) and Lecca Properties (M) Sdn Bhd which involves the development of 18.37 acres of freehold lands located in Templer, Rawang into semi-detached houses, bungalows and shop lots, with an estimated GDV of approximately RM313.00 million.

8. EFFECTS OF THE RIGHTS ISSUE WITH WARRANTS

8.1 Share capital

The pro forma effects of the Rights Issue with Warrants on the issued share capital of our Company are as follows:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	Share capital RM	No. of Shares	Share capital RM
Issued share capital as at LPD	2,004,522,801	318,474,726	2,004,522,801	318,474,726
New Shares to be issued pursuant to the Rights Issue with Warrants	337,003,420	⁽¹⁾ 11,795,120	1,336,348,534	⁽¹⁾ 46,772,199
Enlarged issued share capital after the Rights Issue with Warrants	2,341,526,221	330,269,846	3,340,871,335	365,246,925
New Shares to be issued assuming full exercise of the Warrants E	337,003,420	⁽²⁾ 11,795,120	1,336,348,534	⁽²⁾ 46,772,199
Enlarged issued share capital	2,678,529,641	342,064,966	4,677,219,869	412,019,124

Notes:-

- (1) Based on an issue price of RM0.035 per Rights Share.
(2) Based on the Exercise Price of RM0.035 per Warrant E.

8.2 NA and gearing

As at the LPD, there are no material transactions which may have a material effect on the operations, financial position and results of our Group since our Group's latest unaudited 6-month FPE 30 June 2024.

The pro forma effects of the Settlement and the Rights Issue with Warrants on the NA and gearing of our Group are as follows:-

Minimum Scenario

	Unaudited as at 30 June 2024 RM'000	(I) After subsequent event ⁽¹⁾ RM'000	(II) After (I) and the Rights Issue with Warrants ⁽²⁾⁽³⁾ RM'000	(III) After (II) and assuming full exercise of the Warrants E ⁽⁴⁾ RM'000
Share capital	275,178	318,475	319,553	342,065
Warrants reserve	-	-	10,717	-
Fair value reserve of financial assets	(1,216)	(1,216)	(1,216)	(1,216)
Accumulated losses	(79,992)	(79,992)	⁽⁵⁾ (81,192)	(81,192)
Shareholders' equity / NA	193,970	237,267	247,862	259,657
Non-controlling interest	11,160	11,160	11,160	11,160
Total equity	205,130	248,427	259,022	270,817
No. of Shares in issue ('000)	1,385,997	2,004,523	2,341,526	2,678,530
NA per Share (RM)	0.14	0.12	0.11	0.10
Total borrowings (RM'000)	176,838	176,838	⁽⁶⁾ 171,838	171,838
Gearing (times)	0.86	0.71	0.66	0.63

Notes:-

- (1) After accounting for the issuance of 618,525,646 Settlement Shares at the issue price of RM0.0700 pursuant to the Settlement which was completed on 1 August 2024.
- (2) Based on the issuance of 337,003,420 Rights Shares at the issue price of RM0.035 each together with 337,003,420 Warrants E.
- (3) After accounting for the creation of warrant reserve based on the issuance of 337,003,420 Warrants E at an allocated fair value of RM0.0318 per Warrant E (computed based on the Trinomial option pricing model with data sourced from Bloomberg) and estimated expenses incidental to the Corporate Exercises of RM1.20 million.
- (4) Based on the Exercise Price of RM0.035 per Warrant E and after accounting for the reversal of warrant reserve.
- (5) After accounting for the estimated expenses incidental to the Corporate Exercises of RM1.20 million.
- (6) After accounting for the utilisation of proceeds from the Rights Issue with Warrants for repayment of borrowings pursuant to Section 5(i) of this Abridged Prospectus.

Maximum Scenario

	Unaudited as at 30 June 2024 RM'000	(I) After subsequent event ⁽¹⁾ RM'000	(II) After (I) and the Rights Issue with Warrants ⁽²⁾⁽³⁾ RM'000	(III) After (II) and assuming full exercise of the Warrants E ⁽⁴⁾ RM'000
Share capital	275,178	318,475	322,751	412,019
Warrants reserve	-	-	42,496	-
Fair value reserve of financial assets	(1,216)	(1,216)	(1,216)	(1,216)
Accumulated losses	(79,992)	(79,992)	⁽⁵⁾ (81,192)	(81,192)
Shareholders' equity / NA	193,970	237,267	282,839	329,611
Non-controlling interest	11,160	11,160	11,160	11,160
Total equity	205,130	248,427	293,999	340,771
No. of Shares in issue ('000)	1,385,997	2,004,523	3,340,871	4,677,220
NA per Share (RM)	0.14	0.12	0.08	0.07
Total borrowings (RM'000)	176,838	176,838	⁽⁶⁾ 171,838	171,838
Gearing (times)	0.86	0.71	0.58	0.50

Notes:-

- (1) After accounting for the issuance of 618,525,646 Settlement Shares at the issue price of RM0.0700 pursuant to the Settlement which was completed on 1 August 2024.
- (2) Based on the issuance of 1,336,348,534 Rights Shares at the issue price of RM0.035 each together with 1,336,348,534 Warrants E.
- (3) After accounting for the creation of warrant reserve based on the issuance of 1,336,348,534 Warrants E at an allocated fair value of RM0.0318 per Warrant E (computed based on the Trinomial option pricing model with data sourced from Bloomberg) and estimated expenses incidental to the Corporate Exercises of RM1.20 million.
- (4) Based on the Exercise Price of RM0.035 per Warrant E and after accounting for the reversal of warrant reserve.
- (5) After accounting for the estimated expenses incidental to the Corporate Exercises of RM1.20 million.
- (6) After accounting for the utilisation of proceeds from the Rights Issue with Warrants for repayment of borrowings pursuant to Section 5(i) of this Abridged Prospectus.

For information, the Company is expected to recognise an impairment loss on trade receivables of approximately RM2.78 million in the next unaudited quarterly financial statements for the quarter ended 30 September 2024 arising from the material litigation as set out in Section 8(i) of Appendix I of this Abridged Prospectus.

8.3 Substantial Shareholders' shareholdings

The pro forma effects of the Rights Issue with Warrants on the substantial Shareholders' shareholdings in our Company based on the Register of Substantial Shareholders of our Company as at the LPD are as follows:-

Minimum Scenario

Substantial shareholders	As at the LPD				(I) After the Rights Issue with Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
OKH	505,505,131	25.22	⁽⁴⁾ 41,678,800	2.08	842,508,551	35.98	⁽⁴⁾ 41,678,800	1.78
TCH	299,311,978	14.93	-	-	299,311,978	12.78	-	-

Substantial shareholders	(II) After (I) and assuming full exercise of the Warrants E			
	Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%
OKH	1,179,511,971	44.04	⁽⁴⁾ 41,678,800	1.56
TCH	299,311,978	11.17	-	-

Notes:-

- (1) Based on the issued share capital of 2,004,522,801 Shares as at the LPD.
- (2) Based on the enlarged issued share capital of 2,341,526,221 Shares after the Rights Issue with Warrants.
- (3) Based on the enlarged issued share capital of 2,678,529,641 Shares assuming the full exercise of the Warrants E.
- (4) Deemed interested by virtue of his interest in OCR Land Holdings Sdn Bhd pursuant to Section 8 of the Act and his parents' and siblings' direct shareholdings in OCR.

Maximum Scenario

Substantial shareholders	As at the LPD				(I) After the Rights Issue with Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
OKH	505,505,131	25.22	⁽⁴⁾ 41,678,800	2.08	842,508,551	25.22	⁽⁴⁾ 69,464,666	2.08
TCH	299,311,978	14.93	-	-	498,853,296	14.93	-	-

Substantial shareholders	(II) After (I) and assuming full exercise of the Warrants E			
	Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%
OKH	1,179,511,971	25.22	⁽⁴⁾ 97,250,532	2.08
TCH	698,394,614	14.93	-	-

Notes:-

- (1) Based on the issued share capital of 2,004,522,801 Shares as at the LPD.
- (2) Based on the enlarged issued share capital of 3,340,871,335 Shares after the Rights Issue with Warrants.
- (3) Based on the enlarged issued share capital of 4,677,219,869 Shares assuming the full exercise of the Warrants E.
- (4) Deemed interested by virtue of his interest in OCR Land Holdings Sdn Bhd pursuant to Section 8 of the Act and his parents' and siblings' direct shareholdings in OCR.

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8.4 Earnings and EPS

The potential effects of the Rights Issue with Warrants on the future consolidated earnings/losses and EPS/LPS of our Company for the FYE 31 December 2024 will depend on, amongst others, the number of Rights Shares to be issued and the level of returns generated from the utilisation of the proceeds to be raised from the Rights Issue with Warrants.

Assuming that the consolidated earnings of our Group remain unchanged, the EPS of our Company will be diluted as a result of the increase in the number of Shares in issue following the issuance of the Rights Shares and any new Shares arising from the exercise of the Warrants E.

For illustration, assuming the Settlement and the Rights Issue with Warrants had been completed at the beginning of the FYE 31 December 2023, the pro forma effects of the Settlement and the Rights Issue with Warrants on the consolidated losses and LPS of our Company are as follows:-

	Audited FYE 31 December 2023	(I) After subsequent event ⁽¹⁾	(II) After (I) and the Rights Issue with Warrants		(III) After (II) and assuming full exercise of the Warrants E	
			Minimum Scenario ⁽²⁾	Maximum Scenario ⁽³⁾	Minimum Scenario ⁽⁴⁾	Maximum Scenario ⁽⁵⁾
LAT attributable to owners of our Company (RM'000)	(18,700)	(18,700)	⁽⁶⁾ (19,900)	⁽⁶⁾ (19,900)	⁽⁶⁾ (19,900)	⁽⁶⁾ (19,900)
Weighted average no. of Shares ('000)	1,121,299	1,739,825	2,076,828	3,076,173	2,413,831	4,412,522
LPS (sen)	(1.67)	(1.07)	(0.96)	(0.65)	(0.82)	(0.45)

Notes:-

- (1) After accounting for the issuance of 618,525,646 Settlement Shares pursuant to the Settlement which was completed on 1 August 2024.
- (2) Based on the issuance of 337,003,420 Rights Shares.
- (3) Based on the issuance of 1,336,348,534 Rights Shares.
- (4) Based on the issuance of 337,003,420 new Shares pursuant to the exercise of Warrants E.
- (5) Based on the issuance of 1,336,348,534 new Shares pursuant to the exercise of Warrants E.
- (6) After accounting for estimated expenses incidental to the Corporate Exercises of RM1.20 million assuming the estimated expenses are not capitalised.

The pro forma effects above have not taken into consideration any returns which may be generated from the utilisation of the proceeds to be raised from the Rights Issue with Warrants.

For information, the Company is expected to recognise an impairment loss on trade receivables of approximately RM2.78 million in the next unaudited quarterly financial statements for the quarter ended 30 September 2024 arising from the material litigation as set out in Section 8(i) of Appendix I of this Abridged Prospectus.

8.5 Convertible securities

As at the LPD, our Company has up to 300,678,420 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS. Notwithstanding that, our Company has undertaken not to grant any ESOS Options until the completion of the Corporate Exercises.

Save for the above, our Company does not have any other outstanding convertible securities.

9. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES AND MATERIAL COMMITMENTS

9.1 Working capital and sources of liquidity

Our Group's working capital is funded through our Group's existing deposit, cash and bank balances, cash generated from operating activities, proceeds from the issuance of equity securities, credit terms granted by suppliers as well as credit facilities from licensed financial institutions.

As at the LPD, our Group's cash and bank balances stood at RM7.10 million and short-term deposits stood at RM17.70 million. Our Group also has available credit facilities with an unutilised limit of RM79.64 million.

Apart from the sources of liquidity described above, our Group does not have access to other material unused sources of liquidity as at the LPD.

Our Board confirmed that, after taking into consideration our Group's existing cash and bank balances, short-term deposits, monthly commitments for outstanding borrowings, contingent liabilities, the banking facilities available to our Group and the proceeds to be raised from the Rights Issue with Warrants, our Group has sufficient working capital for our current level of operations for a period of 12 months from the date of this Abridged Prospectus.

9.2 Borrowings

As at 30 June 2024, our Group's total outstanding borrowings (all of which are interest bearing and denominated in RM) are set out as below:-

Borrowings	Total RM'000
<u>Short term borrowings (secured)</u>	
- Bank overdrafts	10,880
- Revolving credit	15,000
- Bridging loan	3,295
- Term loan	10,486
- Trust receipt	5,000
- Hire purchase liabilities	1,206
- Share margin financing	1,542
<u>Long term borrowings (secured)</u>	
- Term loan	128,567
- Hire purchase liabilities	862
Total	176,838

There has not been any default on payments of either interest and/or principal sums on any borrowings throughout the past 1 financial year and subsequent financial period up to the LPD.

9.3 Contingent liabilities

As at the LPD, our Board confirmed that, save as disclosed below, there are no other contingent liabilities incurred or known to be incurred by our Group which, upon becoming due or enforceable, may have a material impact on the financial results or position of our Group:-

- (i) corporate guarantees given by our Company as set out below:-

Corporate guarantees	RM'000
- Corporate guarantees extended to financial institutions for credit facilities granted to our subsidiaries	160,154

9.4 Material commitments

As at the LPD, our Board confirmed that there are no material commitments incurred or known to be incurred by our Group.

10. INSTRUCTIONS FOR ACCEPTANCE, PAYMENT, SALE/TRANSFER AND EXCESS APPLICATION

Full instructions for the acceptance of and payment for the Provisional Allotments as well as Excess Rights Shares with Warrants E and the procedures to be followed should you and/or your renounee(s) and/or your transferee(s) (if applicable) wish to sell or transfer all or any part of your Provisional Allotments as well as instructions to apply for Excess Rights Shares with Warrants E are set out in this Abridged Prospectus and the accompanying RSF.

You and/or your renounee(s) and/or your transferee(s) (if applicable) are advised to read this Abridged Prospectus, the accompanying RSF and the notes and instructions contained therein carefully. In accordance with the CMSA, the RSF must not be circulated unless accompanied by this Abridged Prospectus.

Acceptance of and/or payment for the Provisional Allotments which do not conform strictly to the terms of this Abridged Prospectus, the RSF or the notes and instructions contained therein or which are illegible may not be accepted at the absolute discretion of our Board.

10.1 General

As you are an Entitled Shareholder, you will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such number of Provisional Allotments into your CDS Account and the RSF to enable you to subscribe for such Provisional Allotments as well as to apply for the Excess Rights Shares with Warrants E if you choose to do so.

This Abridged Prospectus and the RSF are also available at the registered office of our Company, the Share Registrar's website at <https://www.shareworks.com.my> or on Bursa Malaysia Berhad's website at <https://www.bursamalaysia.com>.

10.2 NPA

The Provisional Allotments are prescribed securities under Section 14(5) of the SICDA and therefore, all dealings in the Provisional Allotments will be by book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository. As an Entitled Shareholder, you and/or your renounee(s) and/or transferee(s) (if applicable) are required to have valid and subsisting CDS Accounts when making the applications to subscribe for the Provisional Allotments or to apply for Excess Rights Shares with Warrants E.

10.3 Last date and time for acceptance and payment

The last date and time for acceptance and payment for the Provisional Allotments and the Excess Rights Shares with Warrant E is **5.00 p.m. on Monday, 23 September 2024**, being the Closing Date.

Within 5 Market Days after the Closing Date, our Company will make the relevant announcement on Bursa Malaysia Berhad's website in relation to the subscription rate of the Rights Issue with Warrants and the outcome of the allocation of the excess Rights Shares with Warrants E, if any.

10.4 Methods of acceptance and application

You may subscribe for the Provisional Allotments as well as apply for Excess Rights Shares with Warrants E, if you choose to do so, using either of the following methods:-

<u>Method</u>	<u>Category of Entitled Shareholders</u>
RSF	All Entitled Shareholders
e-RSF	All Entitled Shareholders

10.5 Procedures for acceptance and payment

10.5.1 By way of RSF

Acceptance of and payment for the Provisional Allotment must be made on the RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF. Acceptances and/or payments which do not conform to the terms of this Abridged Prospectus, the RSF and the notes and instructions contained therein or which are illegible may not be accepted at the absolute discretion of our Board.

If you and/or your renounee(s) and/or transferee(s) (if applicable) wishes to accept the Provisional Allotments, either in full or in part, please complete Parts I(A) and II of the RSF in accordance with the notes and instructions contained in the RSF. Each completed and signed RSF together with the relevant payment must be sent to our Share Registrar using the reply envelope provided (at your own risk) by ordinary post, courier or delivery by hand at the following address:-

ShareWorks Sdn Bhd
 No. 2-1, Jalan Sri Hartamas 8
 Sri Hartamas
 50480 Kuala Lumpur
 Telephone number: 03-6201 1120
 Email : ir@shareworks.com.my

so as to arrive not later than **5.00 p.m. on Monday, 23 September 2024**, being the Closing Date.

If you, your renounee(s) and/or transferee(s) (if applicable) lose, misplace or for any other reasons require another copy of the RSF, you, your renounee(s) and/or transferee(s) (if applicable) may obtain additional copies from your stock broker, our Share Registrar at the address stated above, at our registered office or the website of Bursa Malaysia Berhad (<https://www.bursamalaysia.com>).

1 RSF can only be used for acceptance of Provisional Allotments standing to the credit of 1 CDS Account. Separate RSFs must be used for the acceptance of Provisional Allotments standing to the credit of more than 1 CDS Account. If successful, the Rights Shares with Warrants E subscribed by you and/or your renounee(s) and/or transferee(s) (if applicable) will be credited into the CDS Account(s) as stated in the completed RSF(s).

A reply envelope is enclosed with this Abridged Prospectus. To facilitate the processing of the RSF by our Share Registrar, you are advised to use 1 reply envelope for each completed RSF.

You should take note that a trading board lot for the Rights Shares and Warrants E will comprise 100 Rights Shares and 100 Warrants E respectively. Successful applicants of the Rights Shares will be given free Warrants E on the basis of 2 Warrants E for every 2 Rights Shares successfully subscribed for, or 1 Warrant E for every 1 Rights Shares successfully subscribed for. The minimum number of Provisional Allotments that can be subscribed for is 1 Rights Share. Fractions of Rights Shares with Warrants E, if any, shall be disregarded and dealt with in such manner as our Board shall in their absolute discretion deem fit, expedient and in the best interest of our Company.

If acceptance and payment for the Provisional Allotments (whether in full or in part) is not received by our Share Registrar by **5.00 p.m. on Monday, 23 September 2024**, being the last time and date for acceptance and payment, you and/or your renounee(s) and/or transferee(s) (if applicable) will be deemed to have declined the Provisional Allotments and it will be cancelled. Our Board will then have the right to allot such Rights Shares with Warrants E not taken up to applicants who have applied for Excess Rights Shares with Warrants E in the manner set out in Section 11.8 of this Abridged Prospectus. Our Board reserves the right to accept any application in full or in part only without assigning any reasons.

EACH COMPLETED RSF MUST BE ACCOMPANIED BY REMITTANCE MADE IN RM FOR THE FULL AMOUNT PAYABLE FOR THE PROVISIONAL ALLOTMENTS ACCEPTED IN THE FORM OF BANKER'S DRAFT(S) OR CASHIER'S ORDER(S) DRAWN ON A BANK IN MALAYSIA CROSSED "ACCOUNT PAYEE ONLY" AND MADE PAYABLE TO "OCR RIGHTS ISSUE ACCOUNT" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME IN BLOCK LETTERS, CONTACT NUMBER AND CDS ACCOUNT NUMBER SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY OR MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE RSF.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR APPLICATION MONIES WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS ISSUE WITH WARRANTS. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS AS SHOWN IN OUR RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

YOU SHOULD NOTE THAT THE RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN. APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED ONLY IN PART, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, SHALL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE MADE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED TO YOU BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

ALL RIGHTS SHARES AND WARRANTS E TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING SUCH RIGHTS SHARES AND WARRANTS E INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) AND/OR TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE OR WARRANT CERTIFICATES WILL BE ISSUED.

10.5.2 By way of electronic submission of the e-RSF

The electronic submission of the e-RSF is available to you, your renounee(s) and/or transferee(s) upon your login to the Share Registrar's Investor Portal at <https://www.shareworks.com.my>. You are advised to read the instructions as well as the terms and conditions of the electronic submission of the e-RSF.

The electronic submission of the e-RSF is available to all Entitled Shareholders who are registered users of the Share Registrar's Investor Portal at <https://www.shareworks.com.my>. You are no longer required to complete and lodge the physical RSF to ShareWorks Sdn Bhd for the Rights Issue with Warrants, if you have successfully lodged the e-RSF on the acceptance for the Provisional Allotments and the Excess Rights Shares with Warrants E Applications by way of electronic submission of e-RSF.

Entitled Shareholders who wish to subscribe for the Rights Shares with Warrants E and apply for the Excess Rights Shares with Warrants E by way of electronic submission of the e-RSF, shall take note of the following:-

- (a) the electronic submission of the e-RSF will be closed at **5.00 p.m on Monday, 23 September 2024**, being the Closing Date. All valid electronic submission of the e-RSF received by our Share Registrar is irrevocable and cannot be subsequently withdrawn;

- (b) the electronic submission of the e-RSF must be made in accordance with the procedures and terms and conditions of the electronic submission of the e-RSF, this Abridged Prospectus and the notes and conditions contained in the RSF. Any incomplete or incorrectly completed e-RSF submitted via our Share Registrar's Investor Portal may or may not be accepted at the absolute discretion of our Board.
- (c) your application for the Rights Shares with Warrants E and Excess Rights Shares with Warrants E must be accompanied by the remittance in RM via internet bank transfer, the bank account details as follows:-

Name of Bank: Hong Leong Bank Berhad
 Name of Account: OCR RIGHTS ISSUE ACCOUNT
 Bank Account No.: 39500048518

You are required to pay an additional fee of RM15.00 being the stamp duty and handling fee for each electronic submission of the e-RSF.

- (d) All Entitled Shareholders who wish to submit by way of electronic submission of the e-RSF are required to follow the procedures and read the terms and conditions as stated below:-
- (i) Procedures

	Procedures	Action
User registration		
1.	Register as a user with the Investor Portal	<ul style="list-style-type: none"> • Access the website at https://www.shareworks.com.my. Click Investor Portal. Refer to the online help tutorial for assistance. • Read and agree to the terms and conditions and confirm the declaration. • Upon submission of your registration, your account will be activated within one working day. • If you have already registered an account with Investor Portal, you are not required to register again.
Electronic submission of e-RSF		
2.	Sign in to Investor Portal	<ul style="list-style-type: none"> • Login with your user ID and password for electronic submission of the e-RSF before the Closing Date.
3.	Complete the electronic submission of e-RSF	<ul style="list-style-type: none"> • Open the corporate exercise "RIGHTS ISSUE WITH WARRANTS FOR OCR GROUP BERHAD". • Key in your full name, CDS account number, contact number, the number of units for acceptance of your Rights Shares with Warrants E and Excess Rights Shares with Warrants E (if you choose to apply for additional Rights Shares with Warrants E).

		<ul style="list-style-type: none"> • Upload the proof of payment(s) and print your e-RSF for your reference and record. • Ensure all information in the form is accurate and then submit the form.
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If you encounter any problems during the registration or submission, please email our Share Registrar at support@shareworks.com.my for assistance.

(ii) Terms and conditions of the electronic submission of the e-RSF

By submitting your acceptance of the Rights Shares with Warrants E and application of the Excess Rights Shares with Warrants E (if applicable) by way of electronic submission of the e-RSF:-

(A) You acknowledge that your submission by way of electronic submission of the e-RSF is subject to the risks of electrical, electronic, technical, transmission, communication and computer related faults and breakdowns, fires and other events beyond our control or our Share Registrar and irrevocably agree that if:-

- (i) our Company or our Share Registrar does not receive your electronic submission of the e-RSF; or
- (ii) data on the e-RSF is wholly or partially lost, corrupted or inaccessible, or not transmitted,

your electronic submission of the e-RSF will be deemed as failed and not to have been made.

Our Company and our Share Registrar will not be held liable for any delays, failures or inaccuracies in the processing of your electronic submission of the e-RSF due to the above reasons and you further agree that you may not make any claims whatsoever against us or our Share Registrar for any loss, compensation or damage in relation to the unsuccessful or failure of your electronic submission of the e-RSF.

(B) You will ensure that all information provided by you in the e-RSF is identical with the information in the records of Bursa Depository and further agree and confirm that in the event the said information differs from the records of Bursa Depository, your application by way of electronic submission of the e-RSF may be rejected at the absolute discretion of our Board without assigning any reason.

(C) You agree that your application shall not be deemed to have been accepted by reason of the remittance have been made.

- (D) You agree that all the Rights Shares and Warrants E to be issued pursuant to the Rights Issue with Warrants will be allotted by way of crediting the Rights Shares and Warrants E into your CDS Account. No physical share or warrant certificates will be issued.
- (E) You agree that our Company and our Share Registrar reserve the right to reject your application which does not conform to these terms and conditions.
- (F) If your application is successful, a notice of allotment will be issued and despatched by ordinary post to the address as shown in the Record of Depositors provided by Bursa Depository at your own risk within 8 Market Days from the Closing Date.
- (G) Where your application is not accepted or accepted only in part, the full amount or the balance of the application monies, as the case may be, shall be refunded without interest by banker's cheque within 15 Market Days from the Closing Date and will be despatched by ordinary post to the address as shown in the Record of Depositors provided by Bursa Depository at your own risk.

10.6 Procedures for part acceptance

You are entitled to accept part of your Provisional Allotments, provided always that the minimum number of Rights Shares that may be subscribed or accepted is 1 Rights Share. Fractions of Rights Shares with Warrants E, if any, shall be disregarded and dealt with in such manner as our Board shall in their absolute discretion deem fit, expedient and in the best interests of our Company.

You must complete both Part I(A) and II of the RSF by specifying the number of Rights Shares with Warrants E which you are accepting and deliver the completed and signed RSF together with the relevant payment to our Share Registrar in the same manner as set out in Section 10.5 of this Abridged Prospectus.

YOU ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF.

10.7 Procedures for sale or transfer of Provisional Allotments

As the Provisional Allotments are prescribed securities, should you wish to sell or transfer all or part of your entitlement to the Provisional Allotments to 1 or more persons, you may do so through your stockbroker without first having to request for a split of the Provisional Allotments standing to the credit of your CDS Account. To sell or transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement in the open market during the period up to the last date and time for sale or transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository) or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository during period up to the last date and time for transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository).

YOU ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF. IN SELLING OR TRANSFERRING ALL OR PART OF YOUR PROVISIONAL ALLOTMENTS, YOU ARE NOT REQUIRED TO DELIVER ANY DOCUMENT (INCLUDING THE RSF) TO YOUR STOCKBROKER IN RESPECT OF THE PORTION OF THE PROVISIONAL ALLOTMENTS SOLD OR TRANSFERRED. YOU ARE HOWEVER ADVISED TO ENSURE THAT YOU HAVE SUFFICIENT NUMBER OF PROVISIONAL ALLOTMENTS STANDING TO THE CREDIT OF YOUR CDS ACCOUNT THAT IS AVAILABLE FOR SETTLEMENT OF THE SALE OR TRANSFER.

Renouncee(s) and transferee(s) of the Provisional Allotments may obtain a copy of this Abridged Prospectus and the RSF from their stockbrokers, our Share Registrar or at our registered office. This Abridged Prospectus and the RSF are also available on Bursa Malaysia Berhad's website at www.bursamalaysia.com.

If you have sold or transferred only part of the Provisional Allotments, you may still accept the balance of the Provisional Allotments by completing Parts I(A) and II of the RSF and delivering the completed RSF together with the full amount payable on the balance of the Rights Shares with Warrants E applied for to our Share Registrar. Please refer to Section 10.5 of this Abridged Prospectus for the procedures for acceptance and payment.

10.8 Procedures for application for the Excess Rights Shares with Warrants E

10.8.1 By way of RSF

If you wish to apply for additional Rights Shares with Warrants E in excess of your entitlement, you may do so by completing Part I(B) of the RSF (in addition to Parts I(A) and II). A combined remittance for the Excess Rights Shares with Warrants E can be made together with your entitlements. The completed RSF together with the payment must be received by the Share Registrar no later than **5.00 p.m. on Monday, 23 September 2024**, being the last time and date for Excess Rights Shares with Warrants E Applications and payment.

The payment must be made for the exact amount payable for the Provisional Allotments subscribed for and Excess Rights Shares with Warrants E Applications. Any excess or insufficient payment may be rejected at the absolute discretion of our Board. Cheques or other mode(s) of payment not prescribed in Section 10.5.1 of this Abridged Prospectus are not acceptable.

10.8.2 By way of electronic submission of the e-RSF

You may apply for the Excess Rights Shares with Warrants E via the electronic submission of the e-RSF in addition to your Provisional Allotments. If you wish to do so, you may apply for the Excess Rights Shares with Warrants E by following the steps as set out in Section 10.5.2 of this Abridged Prospectus. The electronic submission of the e-RSF for Excess Rights Shares with Warrants E will be made on, and subject to, the same terms and conditions set out in Section 10.5.2 of this Abridged Prospectus.

It is the intention of our Board to allot the Excess Rights Shares with Warrants E, if any, in a fair and equitable manner to our Entitled Shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) who have applied for Excess Rights Shares with Warrants E in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for Excess Rights Shares with Warrants E, calculated based on their respective shareholdings in our Company as at the Entitlement Date;

- (iii) thirdly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for Excess Rights Shares with Warrants E, calculated based on the quantum of their respective Excess Rights Shares with Warrants E Applications; and
- (iv) finally, on a pro-rata basis and in board lots, to the renouncee(s) and/or transferee(s) (if applicable) who have applied for Excess Rights Shares with Warrants E, calculated based on the quantum of their respective Excess Rights Shares with Warrants E applied for.

In the event there is any remaining balance of the Excess Rights Shares with Warrants E after carrying out steps (i) to (iv) set out above, steps (ii) to (iv) will be repeated again in the same sequence to allocate the remaining balance of the Excess Rights Shares with Warrants E until such balance is fully allocated.

Nevertheless, our Board reserves the right to allocate any Excess Rights Shares with Warrants E applied for under Part I(B) of the RSF in such manner as our Board deems fit, expedient and in the best interests of our Company, subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in step (i) to (iv) above is achieved. Our Board also reserves the right at its absolute discretion not to accept any Excess Rights Shares with Warrants E Applications, in full or in part, without assigning any reason thereto.

Within 5 Market Days after the Closing Date, our Company will make the relevant announcement on Bursa Malaysia Berhad's website in relation to the subscription rate of the Rights Issue with Warrants and the outcome of the allocation of the excess Rights Shares with Warrants E, if any.

APPLICATIONS ACCOMPANIED BY PAYMENT OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY OR MAY NOT BE ACCEPTED AT THE ABSOLUTE DISCRETION OF OUR BOARD.

NO ACKNOWLEDGEMENT WILL BE ISSUED FOR THE RECEIPT OF THE EXCESS RIGHTS SHARES WITH WARRANTS E APPLICATION OR APPLICATION MONIES IN RESPECT THEREOF. HOWEVER, IF YOUR APPLICATION IS SUCCESSFUL, A NOTICE OF ALLOTMENT WILL BE DESPATCHED TO YOU AND/OR YOUR RENOUNCEE(S) AND/OR YOUR TRANSFEREE(S) BY ORDINARY POST TO THE ADDRESS AS SHOWN ON BURSA DEPOSITORY'S RECORD AT YOUR OWN RISK WITHIN 8 MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

APPLICATIONS FOR EXCESS RIGHTS SHARES WITH WARRANTS E SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT ANY SUCH APPLICATION OR TO ACCEPT ANY SUCH APPLICATION IN PART ONLY WITHOUT ASSIGNING ANY REASON THEREOF.

IN RESPECT OF UNSUCCESSFUL OR PARTIALLY SUCCESSFUL APPLICATIONS FOR EXCESS RIGHTS SHARES WITH WARRANTS E, THE FULL AMOUNT OR THE SURPLUS APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST. THE REFUND WILL BE MADE BY ISSUANCE OF CHEQUE AND SHALL BE DESPATCHED BY ORDINARY POST TO THE ADDRESS AS PROVIDED BY BURSA DEPOSITORY AT YOUR OWN RISK WITHIN 15 MARKET DAYS FROM THE CLOSING DATE.

10.9 Procedures for acceptance by renounee(s) and/or transferee(s)

As a transferee and/or renounee, the procedures for acceptance, selling or transferring of Provisional Allotments, applying for the Excess Rights Shares with Warrants E and/or payment is the same as that which is applicable to the Entitled Shareholders as described in Sections 10.3 to 10.8 of this Abridged Prospectus. Please refer to the relevant sections for the procedures to be followed.

If you wish to obtain a copy of this Abridged Prospectus and/or accompanying RSF, you can request the same from the registered office of our Company, our Share Registrar's website (<https://www.shareworks.com.my>) or Bursa Malaysia Berhad's website (<https://www.bursamalaysia.com>).

TRANSFEREES AND/OR RENOUNCEES ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF.

10.10 Form of issuance

Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares and Warrants E are prescribed securities and, as such, all dealings with such securities will be by book entries through CDS Accounts and shall be governed by the SICDA and the Rules of Bursa Depository. Failure to comply with these specific instructions or inaccuracy of the CDS Account number may result in your application being rejected.

Your subscription for the Rights Shares with Warrants E shall signify your consent to receiving such Rights Shares with Warrants E as deposited securities that will be credited directly into your CDS Account. No physical certificates will be issued. All Excess Rights Shares with Warrants E allotted shall be credited directly into the CDS Accounts of successful applicants.

10.11 Laws of foreign countries or jurisdictions

The Documents have not been (and will not be) made to comply with the laws of any foreign jurisdiction and have not been (and will not be) lodged, registered or approved pursuant to or under any legislation (or with or by any regulatory authorities or other relevant bodies) of any jurisdiction other than Malaysia. The Rights Issue with Warrants to which the Documents relate is only available to Entitled Shareholders receiving the Documents electronically or otherwise within Malaysia.

The Documents are not intended to be (and will not be) issued, circulated or distributed in any country or jurisdiction other than Malaysia and no action has been or will be taken to ensure that the Rights Issue with Warrants complies with the laws of any countries or jurisdictions other than the laws of Malaysia.

Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) may accept or renounce (as the case may be) all or any part of their entitlements and exercise any other rights in respect of the Rights Issue with Warrants only to the extent that it would be lawful to do so.

The Principal Adviser, our Company and our Directors and officers (collectively, the "**Parties**") would not, in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which the Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are or may be subject. Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are solely responsible to seek advice as to the laws of the jurisdictions to which they are or may be subject. The Parties do not accept any responsibility or liability in the event that any acceptance or renunciation made by any Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable), is or will become unlawful, unenforceable, voidable or void in any such jurisdiction.

Accordingly, the Documents have not been (and will not be) sent to the Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) who do not have a registered address in Malaysia. However, such Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) may collect the Documents from our Share Registrar, in which event our Share Registrar will be entitled to request for such evidence as it deems necessary to satisfy itself as to the identity and authority of the person collecting the aforesaid Documents.

The Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) will be responsible for payment of any issue, transfer or any other taxes or other requisite payments due in such jurisdiction and we will be entitled to be fully indemnified and held harmless by such Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) for any issue, transfer or other taxes or duties as such person may be required to pay. The Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) will have no claims whatsoever against the Parties in respect of their rights and entitlements under the Rights Issue with Warrants. Such Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) should consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to accept the Rights Issue with Warrants.

By signing any of the forms in the Documents, the Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are deemed to have represented, acknowledged and declared in favour of (and which representations, acknowledgements and declarations will be relied upon by) the Parties that:-

- (i) the Parties would not, by acting on the acceptance or renunciation in connection with the Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which those Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are or may be subject to;
- (ii) Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation;
- (iii) Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are not a nominee or agent of a person in respect of whom we would, by acting on the acceptance or renunciation, be in breach of the laws of any jurisdiction to which that person is or may be subject to;
- (iv) Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) are aware that the Provisional Allotments can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;
- (v) Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) have obtained a copy of this Abridged Prospectus and have had access to such financial and other information and have been afforded the opportunity to pose such questions to the Parties and receive answers thereto as they deem necessary in connection with their decision to subscribe for or purchase the Rights Shares and Warrants E; and
- (vi) Foreign-Addressed Shareholders and/or their renounee(s) and/or transferee(s) (if applicable) have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights Shares and Warrants E, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the Rights Shares and Warrants E.

Persons receiving the Documents (including, without limitation, custodians, nominees and trustees) must not, in connection with the offer, distribute or send it into any jurisdiction where to do so would or might contravene local securities, exchange control or relevant laws or regulations.

No person in any territory outside of Malaysia receiving this Abridged Prospectus and/or its accompanying Documents may treat the same as an offer, invitation or solicitation to subscribe for or acquire any Rights Shares and Warrants E unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other regulatory or legal requirements in such territory.

We reserve the right, in our absolute discretion, to treat any acceptance of the Rights Shares with Warrants E as invalid, if we believe that such acceptance may violate applicable legal or regulatory requirements. The Provisional Allotments relating to any acceptance which is treated as invalid will be included in the pool of excess Rights Shares with Warrants E available for excess application by the other Entitled Shareholders.

You and/or your renounee(s) and/or transferee(s) (if applicable) will also have no claims whatsoever against the Parties in respect of your, and/or your renounee(s)'s and/or transferee(s)'s entitlement under the Rights Issue with Warrants or to any net proceeds thereof.

NOTWITHSTANDING ANYTHING HEREIN, THE FOREIGN-ADDRESSED SHAREHOLDERS AND ANY OTHER PERSON HAVING POSSESSION OF THIS ABRIDGED PROSPECTUS AND/OR ITS ACCOMPANYING DOCUMENTS ARE ADVISED TO INFORM THEMSELVES OF AND TO OBSERVE ANY LEGAL REQUIREMENTS APPLICABLE TO THEM.

11. TERMS AND CONDITIONS

The issuance of the Rights Shares and Warrants E pursuant to the Rights Issue with Warrants is governed by the terms and conditions as set out in this Abridged Prospectus, the Deed Poll E, the NPA and RSF.

12. FURTHER INFORMATION

You are requested to refer to the enclosed Appendix I for further information.

Yours faithfully
For and on behalf of the Board of
OCR GROUP BERHAD



JULIAN KOH LU ERN
Independent Non-Executive Director

APPENDIX I – INFORMATION ON OUR COMPANY**1. SHARE CAPITAL**

As at the LPD, the issued share capital of our Company is RM318,474,726 comprising 2,004,522,801 Shares.

2. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Please refer to Section 8.3 of this Abridged Prospectus for information on our substantial Shareholders' shareholdings before and after the Rights Issue with Warrants.

3. DIRECTORS

The details of our Board as at the LPD are set out in the table below:-

Name (Designation)	Age	Address	Nationality
YAM Tunku Azudinsyah Ibni Tunku Annuar (Chairman / Independent Non-Executive Director)	55	17, Elitis Pinggiran Ancala Valencia, 47000 Sungai Buloh Selangor	Malaysian
Ong Kah Hoe (Group Managing Director)	50	No 7 Jalan PJU 1A/54B Damansara Idaman 47301 Petaling Jaya Selangor	Malaysian
Chan Lian Sei (Executive Director)	47	No 7 Jalan PJU 1A/54B Damansara Idaman 47301 Petaling Jaya Selangor	Malaysian
Hj. Abdullah Bin Abdul Rahman (Independent Non-Executive Director)	67	6, Jalan Bidai U8/13D, Bukit Jelutong, 40150 Shah Alam Selangor	Malaysian
Julian Koh Lu Ern (Independent Non-Executive Director)	63	No. 33, Jalan SU 2B, Sering Ukay, 68000 Ampang Selangor	Malaysian

Save for Ong Kah Hoe, none of our Directors has any direct and/or indirect shareholding in our Company as at the LPD. Please refer to Section 8.3 of this Abridged Prospectus on the pro forma effects of the Rights Issue with Warrants on his shareholding.

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**4. HISTORICAL FINANCIAL INFORMATION**

A summary of the historical financial information of our Group is as follows:-

Historical financial performance

	Audited			Unaudited	
	FYE 31 December 2021	FYE 31 December 2022	FYE 31 December 2023	6-month FPE 30 June 2023	6-month FPE 30 June 2024
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	44,803	208,353	146,918	68,724	80,643
Cost of sales	(46,707)	(183,783)	(140,804)	(58,089)	(65,675)
(GL) / GP	(1,904)	24,570	6,114	10,635	14,968
Other income	812	1,752	4,197	3,712	2,645
Administrative expenses	(12,473)	(13,579)	(20,638)	(8,858)	(9,800)
Share of results of associates, net of tax	(3)	(4)	406	(2)	-
Net loss on impairment of financial instruments	(3,828)	(164)	(351)	-	-
Other expenses	(3,145)	(2,139)	(2,456)	(1,384)	(1,250)
Finance costs	(5,392)	(4,773)	(6,304)	(2,524)	(3,926)
(LBT) / PBT	(25,933)	5,663	(19,032)	1,579	2,637
Taxation	(1,466)	(214)	(667)	(605)	(101)
(LAT) / PAT	(27,399)	5,449	(19,699)	974	2,536
(LAT) / PAT attributable to:-					
- owners of our Company	(25,923)	(8,038)	(18,701)	147	3,340
- minority interest	(1,476)	13,487	(998)	827	(804)
(GL) / GP margin (%)	(4.25)	11.79	4.16	15.47	18.56
(LAT) / PAT margin (%)	(61.15)	2.62	(13.41)	1.42	3.14
Weighted average no. of Shares in issue ('000)	550,296	905,101	1,121,299	989,998	1,385,977
(LPS) / EPS					
- basic (sen)	(4.71)	(0.89)	(1.67)	0.01	0.24
- diluted (sen)	(4.71)	(0.89)	(1.67)	0.01	0.24

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**Historical financial position**

	Audited			Unaudited
	As at 31 December 2021	As at 31 December 2022	As at 31 December 2023	As at 30 June 2024
	RM'000	RM'000	RM'000	RM'000
Non-current assets	89,294	95,990	249,711	248,181
Current assets	348,824	392,539	377,231	386,685
Total assets	438,118	488,529	626,942	634,866
Share capital	211,100	244,458	275,178	275,178
Fair value reserve of financial assets at fair value through other comprehensive income ("FVOCI")	1,223	1,421	887	(1,216)
Share option reserve	739	613	-	-
Accumulated losses	(55,937)	(63,635)	(81,723)	(79,992)
	157,125	182,857	194,342	193,970
Non-controlling interests	140	15,354	10,355	11,160
Total equity	157,265	198,211	204,697	205,130
Non-current liabilities	94,650	109,550	186,728	211,116
Current liabilities	186,203	180,768	235,517	218,620
Total liabilities	280,853	290,318	422,245	429,736
Total equity and liabilities	438,118	488,529	626,942	634,866

Historical cash flow

	Audited			Unaudited
	FYE 31 December 2021	FYE 31 December 2022	FYE 31 December 2023	6-month FPE 30 June 2024
	RM'000	RM'000	RM'000	RM'000
Net cash generated from / (used in)				
Operating activities	(17,347)	(57,714)	63,839	(19,645)
Investing activities	(7,252)	18,818	(113,205)	(445)
Financing activities	17,608	34,216	54,622	18,124
Net increase / (decrease) in cash and cash equivalents	(6,991)	(4,680)	5,256	(1,966)
Cash and cash equivalents at beginning of the year / period	4,612	(2,379)	(7,059)	(1,803)
Cash and cash equivalents at end of the year / period	(2,379)	(7,059)	(1,803)	(3,769)

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**(i) 6-month FPE 30 June 2024 vs 6-month FPE 30 June 2023**

Our Group's revenue for the 6-month FPE 30 June 2024 increased by RM11.92 million or 17.34% as compared to the 6-month FPE 30 June 2023. The higher revenue was mainly due to higher sales recorded and higher progress billings arising from the accelerated progress in the ongoing projects, namely Isola KLCC (As at 30 June 2024: 89.5%; As at 30 June 2023: 62.0%), The Mate, Damansara Jaya (As at 30 June 2024: 70.1%; As at 30 June 2023: 36.9%) as well as Stellar Damansara (As at 30 June 2024: 11.8%; As at 30 June 2023: 4.4%), where both Isola KLCC and The Mate, Damansara Jaya are expected to be completed by second half of 2024.

In line with the higher revenue, our Group recorded a GP of RM14.97 million (GP margin of 18.56%) as compared to a GP of RM10.64 million (GP margin of 15.48%) in the previous corresponding period.

In line with the higher GP, our Group recorded a higher PAT of RM2.54 million as compared to a PAT of RM0.97 million in the previous corresponding period which was contributed by the higher revenue recognised in the 6-month FPE 30 June 2024.

Our Group recorded a net decrease in cash and cash equivalents of RM1.17 million in the 6-month FPE 30 June 2024 (6-month FPE 30 June 2023: net increase of RM1.70 million) mainly due to the net cash used in operating activities of RM19.65 million and repayment of bank borrowings of RM19.49 million. However, this was partly offset by the drawdown of bank borrowings of RM38.56 million in the 6-month FPE 30 June 2024.

(ii) FYE 31 December 2023 vs FYE 31 December 2022

Our Group's revenue for the FYE 31 December 2023 decreased by RM61.44 million or 29.49% as compared to the FYE 31 December 2022. The lower revenue was mainly due to the provision of liquidated ascertained damages to house buyers in relation to ISOLA @ KLCC project of RM4.3 million (FYE 31 December 2022: RM2.08 million) and PRIYA, Kuantan project of RM4.2 million (FYE 31 December 2022: RM0.31 million) respectively due to the delay in the abovementioned projects following the change in previous contractors who were unable to meet their contractual obligations. Additionally, our Group has incurred additional development cost of RM10.00 million in completing PRIYA, Kuantan project mainly due to termination of underperforming main contractors during the pandemic period.

In line with the lower revenue, our Group recorded a lower GP of RM6.11 million (GP margin of 4.16%) as compared to a GP of RM24.57 million (GP margin of 11.79%) in the previous corresponding period.

In line with the lower GP, our Group registered a LAT of RM19.70 million for the FYE 31 December 2023 as compared to a PAT of RM5.45 million in the previous corresponding period. Apart from the lower GP, the LAT was also contributed by higher staff costs of RM9.22 million (FYE 31 December 2022: RM6.42 million) as a result of the increase in headcount from 45 staff (as at 31 December 2022) to 86 staff (as at 31 December 2023) to cater for the increase in the amount of property development projects in our Group's pipeline. In the FYE 31 December 2023, the Group was actively involved in 4 property development projects (ISOLA @ KLCC, PRIYA, Kuantan, The Mate, Damansara Jaya and Stellar Damansara) whereas during the most of the FYE 31 December 2022, the Group was only actively involved in 3 property development projects (ISOLA @ KLCC, PRIYA, Kuantan and The Mate, Damansara Jaya).

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

However, this was partly offset by the increase in other income of RM4.20 million in FYE 31 December 2023 (FYE 31 December 2022: RM1.75 million) which was mainly due to the following:-

- (a) forfeiture of deposits of RM1.73 million (FYE 31 December 2022: RM0.99 million) as a result of termination of sales of properties by customers mainly due to the default in payment of the balance purchase price by customers in relation to the ISOLA @ KLCC project;
- (b) reversal of impairment of trade receivables of RM0.88 million (FYE 31 December 2022: nil); and
- (c) gain on disposal of 100% equity stake in Amazing Symphony Sdn Bhd, a company principally involved in construction of residential properties, of RM0.25 million (FYE 31 December 2022: nil).

Our Group recorded a net increase in cash and cash equivalents of RM5.25 million in FYE 31 December 2023 (FYE 31 December 2022: net decrease of RM4.68 million) mainly due to the net cash generated from operating activities of RM63.84 million, proceeds raised from the Private Placement 2023 – 40% amounting to RM30.72 million and drawdown of bank borrowings amounting to RM57.27 million mainly to fund the acquisition of a 20-acre land (see below). However, this was partly offset by acquisition of a 20-acre land in Seksyen 15, Shah Alam for RM109.38 million for the proposed development of a 4-storey of grade A logistic hub in Shah Alam as stated in Section 5(iii) of this Abridged Prospectus, repayment of bank borrowings of RM33.12 million as well as the dividend paid to non-controlling interests on shares of a subsidiary of RM4.00 million.

(iii) FYE 31 December 2022 vs FYE 31 December 2021

Our Group's revenue for the FYE 31 December 2022 increased by RM163.55 million or 365.04% as compared to the FYE 31 December 2021. The higher revenue was mainly due to higher property sales and progress revenue arising from the lifting of the MCO. Additionally, the acquisition of OCR Selayang in 2022 contributed to the increased sales in FYE 31 December 2022 through the consolidation of revenue recognised directly under OCR Selayang which was mainly derived from the sales of the existing industrial plots developed by OCR Selayang.

In line with the higher revenue, our Group recorded a GP of RM24.57 million (GP margin of 11.79%) as compared to a GL of RM1.90 million (GL margin of 4.25%) in the previous corresponding period due to the same abovementioned reason.

In line with the higher GP, our Group recorded a PAT of RM5.45 million as compared to a LAT of RM27.40 million in the previous corresponding period. Apart from the higher GP, this was contributed by one-off income from the forfeiture of deposits as a result of termination of sales of properties by customers mainly due to the default in payment of the balance purchase price by customers in relation to the ISOLA @ KLCC project amounting to RM0.98 million in FYE 31 December 2022. Moreover, there was a one-off net impairment loss on trade and other receivables of RM3.82 million in the previous FYE 31 December 2021 in accordance with the relevant accounting standards.

Our Group recorded a net decrease in cash and cash equivalents of RM4.68 million in FYE 31 December 2022 (FYE 31 December 2021: net decrease of RM6.99 million) mainly due to the net cash used in operating activities of RM57.71 million as well as repayment of bank borrowings of RM37.63 million. However, this was partly offset by the drawdown of bank borrowings of RM50.08 million mainly to fund the working capital of our Group, proceeds raised from the Private Placement 2022 – 30% amounting to RM21.81 million as well as the net cash flows generated from acquisition of 50% equity interest in OCR Selayang of RM20.07 million.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

(iv) FYE 31 December 2021 vs FYE 31 December 2020

Our Group's revenue for the FYE 31 December 2021 decreased by RM28.19 million or 38.62% as compared to the FYE 31 December 2020. The lower revenue was mainly due to the COVID-19 pandemic and the continued implementation of the MCO which caused operations to be halted and resulted in slower progress billings for the property development and construction projects as well as less sales for development projects.

In line with the lower revenue, our Group recorded a GL of RM1.90 million (GL margin of 4.25%) as compared to a GP of RM11.79 million (GP margin of 16.15%) in the previous corresponding period. Apart from the lower revenue, the GL was contributed by the increase in overall project costing for PRIYA, Kuantan project of approximately RM8.68 million as a result of higher prices of key raw materials such as steel and cement due to supply chain disruptions, as well as acute labour shortage resulting from international border closures.

In line with the GL, our Group recorded a higher LAT of RM27.40 million as compared to a LAT of RM2.68 million in the previous corresponding period. Apart from the GL, the higher LAT was contributed by the net impairment loss on financial instruments of RM3.82 million compared to the reversal of impairment loss on financial instruments of RM3.68 million in the previous FYE 31 December 2020. The net impairment loss on financial instruments were mainly attributable to the impairment on long outstanding trade receivables, other receivables, deposits and amount due from an associate company, namely AES Builders Sdn Bhd as a result of lower recoverable amount as compared to the carrying amount of the respective financial instruments after considering the probability of default on the respective financial instruments.

Our Group recorded a net decrease in cash and cash equivalents of RM6.99 million in FYE 31 December 2021 (FYE 31 December 2020: net increase of RM8.97 million) mainly due to repayment of bank borrowings of RM33.35 million, net cash used in operating activities of RM17.35 million, investment in quoted shares amounting to RM4.00 million as well as acquisition of property, plant and equipment of RM2.32 million. However, this was partly offset by drawdown of bank borrowings of RM29.08 million mainly to fund the working capital of our Group as well as the proceeds raised from Private Placement 2021 – 20% amounting to RM21.88 million.

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APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**5. HISTORICAL SHARE PRICES**

The historical share prices including the monthly highest and lowest market prices of the Shares as transacted on Bursa Securities for the past 12 months preceding the date of this Abridged Prospectus are as follows:-

	High RM	Low RM
2023		
September	0.095	0.075
October	0.085	0.065
November	0.075	0.065
December	0.075	0.055
2024		
January	0.075	0.055
February	0.065	0.055
March	0.060	0.045
April	0.070	0.055
May	0.095	0.065
June	0.120	0.085
July	0.145	0.060
August	0.075	0.045
Last transacted market price on 12 December 2023, being the last Market Day immediately prior to the first announcement of the Rights Issue with Warrants (RM)	0.070	
Last transacted market price on 3 September 2024, being the Market Day immediately prior to the ex-date for the Rights Issue with Warrants (RM)	0.050	
Last transacted market price on the LPD (RM)	0.065	

(Source: Bloomberg)

6. OPTION TO SUBSCRIBE FOR SHARES

As at the LPD, save as disclosed below and the Provisional Allotments and the Excess Rights Shares with Warrants E, no option to subscribe for any securities of our Company has been granted or is entitled to be granted to any person:-

- (i) under the ESOS, our Company may grant ESOS Options to subscribe for new Shares up to but not exceeding 15% of our Company's total number of issued Shares (excluding treasury shares, if any) at any point of time during the duration of 5 years from the effective date of the ESOS (i.e. 10 July 2020). The exercise price for such ESOS Options shall be determined by the Board at its discretion upon recommendation of the ESOS committee based on the 5-day VWAP of the Shares immediately prior to the date of offer with a discount of not more than 10%.

As at the LPD, our Company has up to 300,678,420 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS. For the avoidance of doubt, there are no ESOS Options which have been granted but not exercised as at the LPD.

Notwithstanding that, our Company has undertaken not to grant any ESOS Options until the completion of the Corporate Exercises.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)**7. MATERIAL CONTRACTS**

Save as disclosed below, as at the LPD, our Board confirmed that there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by our Group during the 2 years preceding the date of this Abridged Prospectus:

- (i) The Settlement Agreement dated 13 December 2023 entered into between OCR, Stack Builder, OKH and TCH for the settlement of the Stack Builder Advances via the allotment and issuance of 618,525,646 Settlement Shares. The Settlement Agreement has been completed on 1 August 2024 in accordance with its terms and conditions; and
- (ii) The conditional joint venture agreement (“**JVA**”) dated 24 April 2024 entered into between OCR Templer Sdn Bhd, an indirect wholly-owned subsidiary of OCR (“**OCR Templer**”) (as developer) and Lecca Properties (M) Sdn Bhd (“**LPSB**”) (as owner) for the purpose of undertaking the development of the identified freehold lands located in Templer, Rawang (“**Lands**”) into residential and/or commercial development by OCR Templer (“**Development**”). Subject to the fulfilment of the conditions precedent under the JVA, OCR Templer and LPSB have, amongst others, agreed as follows:
 - (a) OCR Templer shall pay to LPSB a sum of RM45,000,000.00 (“**Minimum Entitlement**”) in the following manner:
 - (1) RM900,000.00, being 2% of the Minimum Entitlement, shall be paid to the appointed stakeholder within 14 days from the date of the JVA, which shall be released to LPSB within 7 days from the date the JVA having become unconditional; and
 - (2) RM44,100,000.00, being the remaining 98% of the Minimum Entitlement, shall be paid to LPSB within 4 months from the date of the JVA, or such other date to be mutually agreed between the OCR Templer and LPSB;
 - (b) within 14 days from the date of settlement of the Minimum Entitlement by OCR Templer, LPSB shall deliver the vacant possession of the Lands to OCR Templer, and LPSB shall, at its own cost and expense, cause the removal of all debris, structures, squatters, trespassers, other unauthorised occupiers and/or aggrieved parties and any adverse claim from and in respect of the Lands prior to the delivery of the vacant possession of the Lands; and
 - (c) OCR Templer shall pay LPSB the differential sum between 50% of the development profit computed based on the terms and conditions of the JVA and the Minimum Entitlement, if any, in cash or in kind to be determined by OCR Templer, to LPSB within 6 months after the completion of the Development and the determination of the final accounts for the Development.

As at the LPD, the JVA is pending the fulfilment of its conditions precedent.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

8. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, our Board confirmed that our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of our Group and our Board confirmed that there are no proceedings pending or threatened against our Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Group:-

(i) **OCR Construction Sdn Bhd (“OCSB”) v Gold Prestige Development Sdn Bhd (“GPDSB”)**

OCSB, a wholly-owned subsidiary of our Company, had been appointed by GPDSB to provide the following services to GPDSB, commencing from 16 December 2016 for a period of 12 months (“**Services**”):-

- (a) Construction project management service for an agreed fee of RM433,000 per month.
- (b) Additional services of sub-contracted administration, cost management and site management to GPDSB for a fee of RM60,000 per month.

Upon providing and completing the Services, OCSB issued interim progress claim and the respective tax invoices to GPDSB for a total sum of RM6,080,160. However, GPDSB had only made payment in respect of certain tax invoices and there is a total outstanding sum of RM2,778,790.

On 28 July 2022, OCSB filed a writ of summons and statement of claim against GPDSB for GPDSB’s failure and/or negligence and/or omission to make payment to OCSB and/or GPDSB’s breach of the terms of the contract at the Shah Alam High Court where OCSB sought, amongst others:-

- (a) GPDSB to pay an outstanding sum of RM2,778,790;
- (b) late payment interest at the rate of 1.5% per month from the date of expiry of the relevant tax invoices in the sum of RM2,361,158.86 as at 28 July 2022; and
- (c) late payment interest at the rate of 1.5% per month on the outstanding sum of RM2,778,790 subsequent to 28 July 2022 until full and final settlement of the amount,

(collectively, “**Claims**”).

On 11 September 2022, GPDSB has entered its defence whereby GPDSB disputed the validity of the Claims and terms of appointment of OCSB (“**Defence**”). Additionally, GPDSB requested for the case to be transferred to the construction court. On 26 September 2022, OCSB filed its reply to the Defence. The case was subsequently transferred to the construction court.

On 4 July 2024, OCSB has withdrawn its suit with no order as to cost and with liberty to file a fresh suit in the future, after taking into consideration of the advice from its solicitors that OCSB’s position may not be sufficiently strong to proceed with a successful claim after a thorough evaluation of the trial documents.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

(ii) **In the matter of an arbitration between O&C Makok Isola Sdn Bhd (“OCMI”) and Jetson Construction Sdn Bhd (“JCSB”)**

OCMI, a 50.01% owned subsidiary of our Company, had awarded the contract to JCSB for the construction of the main building and external works (“**Works**”) of Isola @ KLCC project for the contract sum of RM88,029,450.03 (“**Contract**”).

JCSB has delayed the Works and committed various breaches of its obligations under the Contract, including, amongst others, the following:

- (a) JCSB had failed, refused and/or neglected to proceed regularly and/or diligently with the Works, in particular, on the agreed scope of works;
- (b) JCSB had persistently failed, refused and/or neglected to comply with the architect’s instructions; and
- (c) JCSB had failed to complete the Works provided under the agreed scope of works by the first completion date.

As a result of JCSB’s continued defaults and breaches of the Contract, and subsequent determination of JCSB’s employment by OCMI via its letter dated 23 September 2022 by reason of these continued defaults and breaches of the Contract, OCMI has suffered and continues to suffer loss, expenses and damages.

On 22 January 2024, OCMI commenced arbitration proceedings (“**Arbitration Proceedings**”) against JCSB where OCMI is seeking to claim against JCSB for, amongst others, the following:

- (a) an estimated sum of approximately RM30,879,626.14 or alternatively a sum to be assessed by the tribunal for the additional costs relating to the appointment of a replacement contractor to complete the Works;
- (b) liquidated damages;
- (c) reimbursement of all and any over payment of Works;
- (d) reimbursement of all advance payment made by OCMI under the Contract;
- (e) general damages including loss and expense as a result of JCSB’s breach of the Contract including for delay/failure to complete the Works and/or the agreed scope of works;
- (f) interest;
- (g) cost and expenses of the Arbitration Proceedings, including OCMI’s legal costs and expenses; and
- (h) any further and/or other relief as the arbitrator deems fit to award,

(collectively, the “**Claims**”).

On 23 May 2024, Pertubuhan Arkitek Malaysia notified the parties on the appointment of the sole arbitrator for the Arbitration Proceedings and requested the parties to make the payment of deposits for such appointment.

As at the LPD, the requisite deposits has not been paid by JCSB. Pending the payment of the requisite deposits by JCSB, the parties are unable to file their pleadings. The solicitors in charge is unable to form a definitive view on the probable outcome of the Arbitration Proceedings and/or the Claims.

APPENDIX I – INFORMATION ON OUR COMPANY (CONT'D)

9. CONSENTS

- (i) The written consents of the company secretaries, Principal Adviser, solicitors, Share Registrar and reporting accountants for the inclusion in this Abridged Prospectus of their names and all references thereto in the form and context in which they appear have been given before the issuance of this Abridged Prospectus and have not been subsequently withdrawn.
- (ii) The written consent of Bloomberg for the inclusion in this Abridged Prospectus of its name and citation of the market data made available to its subscribers in the form and context in which such name and market data appear has been given before the issuance of this Abridged Prospectus and has not been subsequently withdrawn.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia during normal business hours from Monday to Friday (except public holidays) for a period of 6 months from the date of this Abridged Prospectus:-

- (i) Constitution of our Company;
- (ii) Undertaking referred to in Section 3 of this Abridged Prospectus;
- (iii) letters of consent referred to in Section 9 of Appendix I of this Abridged Prospectus;
- (iv) Deed Poll E;
- (v) material contracts referred to in Section 7 of Appendix I of this Abridged Prospectus; and
- (vi) relevant cause papers for the material litigation referred to in Section 8 of Appendix I of this Abridged Prospectus.

11. RESPONSIBILITY STATEMENT

- (i) Our Board has seen and approved this Abridged Prospectus, together with the NPA and RSF, and they collectively and individually accept full responsibility for the completeness and accuracy of the information contained therein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in these documents false or misleading.
- (ii) Interpac, being the Principal Adviser for the Rights Issue with Warrants, acknowledges that, based on all available information and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue with Warrants.