

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be held at Level 16, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf and Country Resort, 47410 Petaling Jaya, Selangor, Malaysia on Wednesday, 29 May 2019, at 2:00 p.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:-

- To receive the Audited Financial Statements of the Company and of the Group for the financial period ended 31 December 2018 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees amounting to RM308,000 for the period of 1 August 2017 until the financial period ended 31 December 2018 of the Company in year 2018.
- To approve the payment of Directors' benefits of RM3,800 for the period from 1 August 2017 until the financial period ended 31 December 2018 of the Company in year 2018.
- To approve the payment of Directors' fees and benefits of not exceeding RM500,000 for the period from 1 January 2019 up to the next Annual General Meeting to be held in year 2020.
- To re-elect the following Directors who retire in accordance with Article 92 and Article 98 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:-
 - Dato Lim Heng Ee
 - Mr. Lee Chin Cheh
 - Admiral (Retired) Tan Sri Dato' Sri Panglima Ahmad Kamarulzaman Hj Ahmad Badaruddin
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Board of Directors to determine their remuneration.

AS SPECIAL BUSINESS:-

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

7. As Ordinary Resolution

Proposed Authority to Directors to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company (and the Constitution of the Company being adopted upon the passing of the Special Resolution below), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot shares in the Company, from time to time, at such price, upon such terms and conditions, and for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for additional shares so issued from Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

8. As Ordinary Resolution

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT, subject always to the provisions of the Companies Act, 2016 ("the Act"), the Articles of Association of the Company (and the Constitution of the Company being adopted upon passing of the Special Resolution below), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and guidance notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given for the Company and its subsidiaries (collectively the "Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part A of Section 4(i) (the "Proposed Renewal of Shareholders' Mandate") of the Circular/Statement to Shareholders dated 30 April 2019 ("Circular/Statement") provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations of the Group;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company.

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company (following the AGM at which the Proposed Renewal of Shareholders' Mandate was passed) at which time it shall lapse unless by a resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- revoked or varied by a resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.

AND THAT the estimates given in respect of the recurrent related party transactions specified in Part A of Section 4(i) of the Circular/Statement being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts(s) thereof provided that such amount or amounts comply with the procedures set out in Part A of Section 5 of the Circular/Statement."

9. As Ordinary Resolution

Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT, subject always to the provisions of the Companies Act, 2016 ("the Act"), the Articles of Association of the Company (and the Constitution of the Company being adopted upon passing of the Special Resolution below), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and guidance notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given for the Company and its subsidiaries (collectively the "Group") to enter into the additional new recurrent related party transactions of a revenue or trading nature with the related parties as specified in Part A of Section 4(ii) (the "Proposed New Shareholders' Mandate") of the Circular/Statement to Shareholders dated 30 April 2019 ("Circular/Statement") provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations of the Group;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company.

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed New Shareholders' Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company (following the AGM at which the Proposed New Shareholders' Mandate was passed) at which time it shall lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- revoked or varied by a resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate.

(Please refer Explanatory Note 1)

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

(Ordinary Resolution 5)

(Ordinary Resolution 6)

(Ordinary Resolution 7)

(Ordinary Resolution 8)

(Ordinary Resolution 9)

(Ordinary Resolution 10)

AND THAT the estimates given in respect of the recurrent related party transactions specified in Part A of Section 4(ii) of the Circular/Statement being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts(s) thereof provided that such amount or amounts comply with the procedures set out in Part A of Section 5 of the Circular/Statement."

10. As Special Resolution

Proposed Adoption of a New Constitution of the Company in place of the Existing Memorandum and Articles of Association ("Proposed New Constitution")

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Appendix III of the Circular/Statement to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial period ended 31 December 2018 be and is hereby adopted as the Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient, and/or appropriate in order to complete and give full effect to the Proposed New Constitution with full powers to assent to any conditions, modifications, variation and/or amendment as may be required or imposed by the relevant authorities."

- To transact any other business of which due notice has been given in accordance with the Companies Act, 2016.

By order of the Board,
OCR GROUP BERHAD
NG BEE LIAN (MAICSA 7041392)
Company Secretary

Melaka
30 April 2019

NOTES:

1. APPOINTMENT OF PROXY

- A proxy may but need not a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of the Companies.
- In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power attorney.
- A member shall not, subject to Paragraphs (iv) and (v) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the registered office of the Company at 49-B, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, Malaysia, not less than 48 hours before the time appointed for holding the meeting.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR of Bursa Securities"), all resolutions set out in the Notice of 21st AGM will be put to vote on a poll.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2018

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("CA2016") for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

3. RESOLUTIONS 1 TO 3 : PAYMENT OF DIRECTORS' FEES AND BENEFITS

Section 230(1) of the CA2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval will be sought at this AGM on the Directors' fees and Directors' benefits for the period of 1 August 2017 until the financial period ended 31 December 2018 in year 2018 and the period from 1 January 2019 up to the next AGM to be held in year 2020.

4. RESOLUTIONS 4 TO 6 : RE-ELECTION OF DIRECTORS

Article 92 of the Articles of Association of the Company provides that one-third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company and Article 98 of the Articles of Association stated that a Director so appointed shall hold office only until the next following AGM shall then be eligible for re-election.

Mr. Tee, Tze Chern, JP is scheduled for retirement by rotation as Director of the Company in accordance with Article 92 of the Company's Articles of Association at the 21st AGM.

As Mr. Tee had notified vide his letter to the Company of his intention not to seek for re-election, he shall retire as Director of the Company at the conclusion of the 21st AGM of the Company.

The Directors standing for re-election pursuant to the Company's Articles of Association are:-

- Dato Lim Heng Ee (Article 92)
- Mr. Lee Chin Cheh (Article 92)
- Admiral (Retired) Tan Sri Dato' Sri Panglima Ahmad Kamarulzaman Hj Ahmad Badaruddin (Article 98)

The Board has through the Nominating Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

5. RESOLUTION 7 : RE-APPOINTMENT OF AUDITORS

The Audit Committee had at its meeting held on 11 April 2019 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2019. The Board has in turn reviewed the recommendation of the Audit Committee and recommended the same be tabled to the shareholders for approval for the forthcoming AGM of the Company.

6. ORDINARY RESOLUTION 8 : PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed Ordinary Resolution 8, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, the Company had allotted and issued 29,239,000 shares in relation to Private Placement pursuant to the mandate granted to the Directors at the 20th AGM of the Company held on 13 December 2017.

7. ORDINARY RESOLUTION 9 : PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Ordinary Resolution 9, if passed, will renew the authority given to the Company and its subsidiaries (the "OCR Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the OCR Group's day-to-day operations with the respective related parties, subject that the transactions are transacted in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

8. ORDINARY RESOLUTION 10 : PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Ordinary Resolution 10, if passed, will authorise the OCR Group to enter into new recurrent related party transactions of a revenue or trading nature which are necessary for the OCR Group's day-to-day operations with the respective related parties, subject that the transactions are transacted in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

9. SPECIAL RESOLUTION : PROPOSED NEW CONSTITUTION

The Special Resolution, if passed, will streamline the Company's Constitution with the new provisions of the Act, amendments made to the MMLR of Bursa Securities and enhance administrative efficiency. The Board proposed that the existing Memorandum and Articles of Association be amended in its entirety by replacement of a new Constitution in view of the substantial amount of the amendments. The proposed new Constitution shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at 21st AGM.