



**OCR GROUP BERHAD**  
(Registration No. 199701025005 (440503-K))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of OCR Group Berhad ("**OCR**" or the "**Company**") will be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) (Domain registration number with MYNIC: D1A403841) provided by ShareWorks Sdn. Bhd. on Tuesday, 30 May 2023 at 3.30 p.m. or immediately after the 25th Annual General Meeting of the Company (which will be held on the same day at 2.00 p.m.), whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution by way of poll:-

### **ORDINARY RESOLUTION**

**PROPOSED PRIVATE PLACEMENT OF UP TO 395,999,000 NEW ORDINARY SHARES IN OCR, REPRESENTING UP TO APPROXIMATELY 40% OF THE EXISTING NUMBER OF ISSUED SHARES OF OCR, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

**"THAT** subject to the approval of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue up to 395,999,000 new ordinary shares in OCR ("**Shares**") ("**Placement Shares**") to independent third-party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board ("**Price-Fixing Date**") upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 12 May 2023 in relation to the Proposed Private Placement ("**Circular**");

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately prior to the relevant Price-Fixing Date;

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

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

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

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

**AND THAT** pursuant to Section 85(1) of the Companies Act, 2016 read together with Clause 12(3) of the Company's Constitution, it could possibly be construed that all new shares or other convertible securities in the Company shall, before issue, be offered to such persons for the time being holding shares in proportion as nearly as the circumstances admit, to the number of existing shares or securities to which they are entitled and accordingly, should this resolution for the allotment and issuance of the Placement Shares be passed by shareholders of the Company, this resolution shall have the effect of the shareholders agreeing to waive their pre-emptive rights in respect of the Placement Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect <sup>(1)</sup>.

*(1) Please refer to Section 13 of the Circular to Shareholders in details for the provisions of Section 85(1) of the Companies Act 2016 and Clause 12(3) of the Company's Constitution respectively.*

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

**TAN TONG LANG (SSM PC No. 202208000250/ MAICSA 7045482)**  
Company Secretary

Kuala Lumpur  
12 May 2023

### Notes:-

1. A member entitled to attend and vote at the general meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead.
2. Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each such proxy. There is no restriction to the qualification of the proxy.
3. Where a member of the Company is an Exempt Authorised Nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provision of subsection 25A (1) of the (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
5. The Form of Proxy must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
6. For the purposes of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 23 May 2023. Only a depositor whose name appears on the Record of Depositors as at 23 May 2023 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her stead.