



Registration No. 195901000114 (3465-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of OCB Berhad will be conducted fully virtual and live-streamed from the broadcast venue at the Conference Room, 2B-5, Level 5, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Wednesday, 7 September 2022 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN ENIGMA SINAR SDN BHD (“ESSB”), AN 80%-OWNED SUBSIDIARY OF OCB BERHAD (“OCB” OR THE “COMPANY”), AND WORLDKLANG GROUP PROPERTY DEVELOPMENT SDN BHD (“WKGPD”), FOR THE PROPOSED DEVELOPMENT OF A PIECE OF LAND SITUATED IN MUKIM KAPAR, DAERAH KLANG, NEGERI SELANGOR WHICH IS OWNED BY ESSB (“PROPOSED JOINT VENTURE”)

“**THAT** subject to the relevant approvals being obtained, approval be and is hereby given to OCB to undertake the Proposed Joint Venture (details of which are set out in the circular to the shareholders of OCB dated 23 August 2022 (“**Circular**”)) in accordance with the terms and conditions as stipulated in the Development Agreement entered into between ESSB and WKGPD dated 30 May 2022 (salient terms of which are set out in **Appendix I** of the Circular);

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Joint Venture and all agreements entered into pursuant to the Proposed Joint Venture with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Joint Venture, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Joint Venture as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OPERATIONS OF OCB BERHAD (“OCB” OR THE “COMPANY”) AND ITS SUBSIDIARIES TO INCLUDE THE BUSINESS OF PROPERTY DEVELOPMENT (“PROPOSED DIVERSIFICATION”)

“**THAT** subject to the passing of the Ordinary Resolution 1 and subject always to the relevant approvals being obtained, approval be and is hereby given to OCB and its subsidiaries to diversify their existing principal activities to include property development;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Diversification with full powers to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Diversification, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Diversification as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

By Order of the Board

TAN BEE KENG
SSM PC No. 201908002597
MAICSA 0856474

NOR ZARIFAH BINTI ABDULLAH @ MAHMUD
SSM PC No. 202208000338
LS0010328
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
Malaysia
23 August 2022

Notes:-

(A) GENERAL MEETING RECORD OF DEPOSITORS

Only a depositor whose name appears on the General Meeting Record of Depositors as at 30 August 2022 shall be entitled to participate at the EGM of the Company or appoint proxy(ies) to participate and vote in his/her stead.

(B) MODE OF MEETING AND PROXY

(i) *The venue of the EGM of the Company is strictly a Broadcast Venue as the conduct of the EGM of the Company will be fully virtual and live-streamed. The Broadcast Venue is also for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.*

Members will not be allowed to attend the EGM of the Company in person at the Broadcast Venue on the day of the Meeting.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM of the Company via the Remote Participation and Voting facilities ("RPV") provided by Agmo Digital Solutions Sdn. Bhd. ("Agmo") through its Vote2U Online website at <https://web.vote2u.my>. Please follow the Procedures for RPV in the Administrative Details for the EGM.

(ii) *A member of the Company entitled to participate at the EGM of the Company is entitled to appoint not more than 2 proxies of his/her own choice to participate in his/her stead. A proxy may but need not be a member of the Company. Where a member appoints more than 1 proxy, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which, the appointment shall be invalid.*

(iii) *Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than 2 proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account to participate at the EGM of the Company. Where a member of the Company is an Exempt Authorised Nominee ("EAN") which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("Omnibus Account"), such EAN may appoint multiple proxies in respect of each Omnibus Account it holds. In both cases, such appointment shall be invalid unless the Authorised Nominee or EAN specifies the proportion of its shareholdings to be represented by each proxy it has appointed.*

(iv) *The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, under its common seal or signed by its attorney duly authorised in writing or by 2 officers, 1 of whom shall be a director, on behalf of the corporation. Any alteration to the instrument appointing a proxy must be initialled.*

(v) *The appointment of a proxy may be made in hard copy form or by electronic form and must be deposited with/received by the Company or Agmo, not less than 48 hours before the time appointed for holding the EGM of the Company or any adjournment thereof, and in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, otherwise the person so named shall not be entitled to vote in respect thereof.*

(vi) *In the case of an appointment made in hard copy form, the Proxy Form, together with the power of attorney (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited with the Company at 2B-5, Level 5, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.*

(vii) *In the case of appointment by electronic form, the Proxy Form must be electronically lodged with the Agmo via Vote2U Online at <https://web.vote2u.my>. Please refer to the Administrative Details for the EGM on the procedures for electronic lodgement of proxy form via Vote2U Online.*

(C) POLL VOTING

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to the vote by way of poll. Independent Scrutineers will be appointed to verify the results of the poll.

(D) PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming EGM of the Company and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");*
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and*
- (iii) agrees that the member will indemnify the Company in respect of any penalty, claim, demand, loss and damage as a result of the member's breach of warranty.*