

SCHEDULE 2

SUBSCRIPTION FORM

OCR Group Berhad (Company No.: 440503-K)
(Incorporated in Malaysia)

Registered Office:

49-B, Jalan Melaka Raya 8 Taman Melaka Raya 75000 Melaka, Malaysia
**91,967,721 WARRANTS D TO SUBSCRIBE FOR NEW ORDINARY SHARES IN
OCR GROUP BERHAD**

SUBSCRIPTION FORM

Terms used in this Subscription Form shall (unless the context requires otherwise) have the same meaning as in the Deed Poll D dated _____ executed by the Company ("the Deed Poll D").

This Subscription Form is to be executed and lodged with the Registrar in connection with the exercise of the Exercise Rights under the Warrants D ("Warrants") which are deposited with Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") on any Market Day on or after **19 February 2019** but no later than 5:00 pm on **18 February 2022** ("Expiry Date"), and otherwise subject to the terms and conditions of the Deed Poll D. Any such Warrant in respect of which this Subscription Form is not duly completed and delivered in accordance with the provisions of the Deed Poll D on or before 5:00 pm on the Expiry Date shall lapse and cease to be valid for any purpose.

A Warrant Holder who exercises his Exercise Rights ("Depositor") shall be entitled to subscribe for New Shares in the Issuer **at RM0.22 per New Share**, or such other price as may be approved by the relevant authorities and subject to adjustment in accordance with the Deed Poll D ("the Exercise Price").

Particulars of Depositor

* Name of Depositor (Applicant) : _____

* Old NRIC/passport/armed forces/
police personnel/registration no. : _____

* New NRIC No. : _____

Correspondence address of Depositor : _____

Contact number : _____

[* All information given above must be the same as the information in the records of Bursa Depository]

To: **Share Registrar of OCR Group Berhad**
Shareworks Sdn Bhd

I/We, the undersigned as Depositor:-

- (a) hereby confirm and declare that all information provided by me/us herein is true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk (*) is identical with the information in the records of Bursa Depository with regard to my/our CDS account maintained with Bursa Depository ("CDS account(s)") and further agree and confirm that in the event that the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll D to exercise the Exercise Rights for such number of New Shares in the Issuer specified below at the Exercise Price, and agree to accept such New Shares subject to the terms of the Constitution of the Issuer;

- (d) hereby make payment for the Subscription Monies for such New Shares by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "OCR Group Berhad – Warrants D" amounting to Ringgit Malaysia _____ with Bankers' Cheques No _____
- (e) hereby authorise you to instruct Bursa Depository to debit the quantity(ies) of Warrants specified below from my/our CDS account(s) in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll D;
- (f) hereby confirm that the Warrants specified below intended for the exercise of rights are or have been designated as "free securities" in my/our account(s);
- (g) hereby authorise you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our CDS account(s) stated below and for the notice of allotment to be despatched to me/the Depositor at my/our risk to the correspondence address mentioned herein;
- (h) hereby confirm that with the submission of this form to the Issuer, I/we shall not dispose, transfer or charge the securities intended for the exercise of rights herein, until the exercise is completed by debiting the Warrants from my/our CDS account(s) or the exercise is rejected by the Issuer, whichever shall be applicable; and
- (i) hereby undertake to fully indemnify the Issuer and Bursa Depository against any loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Issuer or Bursa Depository as a result of any demand, actions and proceedings made in respect of or arising from the debiting of the Warrants specified below from my/our CDS account(s), in reliance by you on this Subscription Form.

Terms and expressions used in this Subscription Form shall have the meanings defined in the Deed Poll D.

Source account for debiting Warrants (Securities Code _____)			Targeted account for New Shares (Securities Code _____)			
Quantity of Warrants (State Number)	CDS Account Number ADA & Branch Code/Account No.		Quantity of New Shares (State Number)	CDS Accounts Number ADA & Branch Code/Account No.		

Dated: _____

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

The common seal of Warrant Holder ()
was hereto affixed in the presence of:- ()

Director
Name:

Director/Secretary
Name:

Notes:-

- No scrip will be issued to the Depositor as a result of any exercise of rights herein.
- In exercising the Exercise Rights represented by the above Warrants, a Depositor which is a corporation must comply with its Constitution.
- A corporation completing this Subscription Form is required to affix its Common Seal in accordance with its Constitution.
- A processing fee of RM21.20 inclusive of 6% SST is to be made payable to **Shareworks Sdn Bhd**.
- No depositor shall be allowed to instruct the crediting of New Shares into a CDS account other than one of those from which the securities are to be debited.