

OCR GROUP BERHAD

(formerly known as O&C Resources Berhad)

(Company No. : 440503-K)

**CONVERSION FORM RELATING TO
661,412,697 NOMINAL VALUE OF RM0.05 EACH
2016/2021 IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS”)
INTO NEW ORDINARY SHARES IN OCR GROUP BERHAD (“OCR”)**

Tenure : Five (5) years commencing from and inclusive of the date of issue of the ICPS

Issue Date : 25th. July 2016

Maturity Date : 23th. July 2021. The day immediately preceding the fifth (5th) anniversary from the date of the ICPS. If such day falls on a day which is not a market day, then on the preceding market day.

Conversion Ratio and Conversion Price : The Conversion Ratio and Conversion Price have been fixed at either ten (10) ICPS to be converted into one (1) new OCR share or combination of one (1) ICPS and RM0.45 in cash for one (1) new OCR share

Treatment of ICPS On Maturity Date : Any remaining ICPS that are not converted by the maturity date shall be automatically converted into new OCR Shares at the conversion ratio of Ten (10) ICPS to be converted into one (1) new OCR Share.

To the Registrars : **SHAREWORKS SDN BHD**
No 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur

Name of Issuer : **OCR GROUP BERHAD** (Company No : 440503-K)
(formerly known as O&C Resources Berhad)

I/We the undersigned, the registered holder of the ICPS :-

Name of Depositor :

Old/New NRIC :

Company No. :

Correspondence Address :

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Contact No. :

- (iv) confirm that the securities specified below intended for the exercise of rights are designated as “free securities” in my/our CDS Account(s);
- (v) where I/we am/are entitled to receive new shares upon the exercise of my/our rights herein, I/we authorise you to instruct Bursa Depository to credit the quantity(ies) of new shares specified below into my/our CDS Accounts stated below and for the Notice of Allotment to be despatched to me/us at my /our risk to the correspondence address mentioned herein;
- (vi) confirm that after the submission of this form to the Issuer, I/we shall not dispose, transfer, charge or any way deal in the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my/our CDS Account(s) or the exercise is rejected by the Issuer, whichever shall be applicable; and
- (vii) undertake to fully indemnify and keep the Issuer indemnified against any claims, losses, damages, liabilities, cost and expenses, including without limitation legal costs, that may be incurred or suffered by the Issuer as a result of or arising from the Issuer acting in accordance with my/our instructions, authorisations and confirmations herein or from any breach of my/our undertakings herein.

If ICPS holder in an individual

If ICPS holder is a corporation / society

Signature :
 Date :

The common seal of ICPS holder)
 was hereto affix in the presence of :-)

.....
 Director
 Name :
 Date :

.....
 Director/Secretary
 Name :
 Date :

Notes :

1. No scrip will be issued to the depositor as a result of any exercise of rights herein
2. No depositor shall be allowed to instruct crediting of new shares into a CDS Account other than one of those from which the securities are to be debited
3. A corporation completing this Conversion Form is required to affix its Common Seal in accordance with its Memorandum And Articles of Association.
4. Duly completed form shall be submitted to the Registrar, Shareworks Sdn Bhd, No.2-1 Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur together with **RM21.20** being the administration fees made payable to **“Shareworks Sdn Bhd”**