

**EXERCISE FORM RELATING TO
66,141,269 WARRANTS 2016/2021 TO SUBSCRIBE FOR
NEW ORDINARY SHARES OF RM0.25 EACH IN
OCR GROUP BERHAD (“NEW SHARES”)
(Company No. : 440503-K)**

EXERCISE PRICE : RM0.50

EXPIRY DATE : 23 JULY 2021

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)

Name of Depositor :

Old/New NRIC :

Company No. :

Correspondence Address :

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Contact No. :

I/We, the undersigned, being the Warrant Holder of the Warrants:

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk * above is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd (“**Bursa Depository**”) with regard to my/our account(s) with Bursa Depository (“**CDS account (s)**”) and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository’s records as mentioned earlier, the exercise of my/our right hereunder may be rejected;
- (c) hereby authorize 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 dated 1 June 2016, executed by the Company (“Deed Poll”)
- (d) where I/we am/are entitled to receive the issued New Shares in the Company upon the exercise of my/our rights herein (apart from the exercise of rights in respect of all warrants), I/we hereby authorize 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 dispatched to me/us at my/our risk to the correspondence address mentioned herein:
- (e) hereby confirm the Warrants specified below intended for the exercise of rights are or have been designated as “free securities” in my/our CDS account(s) in accordance with the Rules and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;

- (f) hereby confirm that after the submission of this form to the Company, I/we will not dispose, transfer or charge the Warrants intended for 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 Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares at the **Exercise Price of RM0.50** per New Share, subject to adjustments in accordance with Condition 6 of schedule 3 of the Deed Poll and together with any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rules of the Bursa Depository and the Deed Poll, by banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia no. _____ in favours of **O&C-Warrants 2016/2021** crossed "A/C Payee Only" amounting to **RM** _____ and endorsed on the reverse side with my/our name, NRIC No./Passport No./Armed Forces Identity Card No./Police Personnel Identity Card No./Company No. together with a payment of **Ringgit Malaysia Twenty One and Twenty Sen only (RM21.20)** including of 6% GST in **CASH/CHEQUE** no. _____ made payable to **Shareworks Sdn Bhd** being the administrative charge payable to the Share Registrar.
- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Exercise Rights represented by the Warrants in my/our CDS account(s) specified below, and to subscribe for such number of New Shares of the Company specified below at the Exercise Price, and agree to accept such number of New Shares of the Company specified below at the Exercise Price, and agree to accept such New Shares subject to the terms of the Memorandum and Articles of Association of the Company;
- (i) hereby undertake to fully indemnify and keep the Company indemnified against any claims, loss, damage, liability, cost or expense (including legal cost) that may be suffered or incurred by the Company as a result of the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertaking herein;
- (j) hereby enclose a legible photocopy of:
- (a) my/our statement of account issued by Bursa Depository in respect of my/our CDS account;
 - (b) (in the case where the Warrant Holder is an individual) my identity card; and
 - (c) (in the case where the Warrant Holder is a corporation) our certificate of incorporation; and
- (k) hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the Exercise Rights.

Source account for debiting Warrants and crediting new shares

Securities Code (for Warrants) :

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No. of Warrants to debit : _____ from

No. of Warrants to credit : _____ to

CDS Account Number

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If Warrant holder in an individual

Signature :

Date :

If Warrant holder is a corporation / society

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

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

Notes :

1. No script will be issued to the Warrant Holder as a result of any exercise of rights herein.
2. In exercising the Exercise Rights represented by the above Warrants 2016/2021, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
3. The subscription right for any Warrant 2016/2021 that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its memorandum and articles of association, a copy of which must be lodged with the Share Registrar.
5. The terms and expressions used in this Exercise Form (unless otherwise defined in this Exercise Form) will have the same meanings and interpretation as defined in the Deed Poll.
6. Exercise Right mean the rights of a Warrants Holder to subscribe for One (1) New Share for every Warrant 2016/2021 held at the Exercise Price, in accordance with the provisions of the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Malaysia Depository Sdn Bhd.
8. The Exercise Right of any Warrant that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
9. For the avoidance of doubt, if no CDS account number is provided any exercise of purported exercise e of the Exercise Right shall be deemed to be invalid.
10. No Depositor shall be allowed to instruct crediting of new shares into a Central Depository Account other than on of those from which the securities are to be debited.

11. The Exercise Price shall be RM0.50 for one (1) Warrant as the same may be adjusted in accordance with the conditions of the Deed Poll.
12. Where the relevant payment made for the New Shares is less than the full amount for the subscription moneys required based on the Exercise Price, the Warrant Holder authorizes the Company to, and the Company may but is not obliged to, treat the exercise by the Warrant Holder of the Exercise Rights as an exercise by the Warrant Holder of the Exercise Rights of such a reduced number of Warrant 2016/2021 (in such multiples of board lots of 100 Warrants or in such other whole number of Warrants 2016/2021 as the Company may determine) such that the relevant payment made for the New Shares shall thereafter be sufficient to pay for the full amount of the subscription moneys required in respect of the reduced number of Warrants 2016/2021. In such event, the Warrant Holder is deemed to have exercised his Exercise Rights in respect of such reduced number of Warrants 2016/2021.
13. Joint holders are not recognized under the Central Depository System.
14. The attention of the Warrants Holders is drawn to Part VI Division 1 of the Capital Markets and Services Act 2007 and Part III of the Malaysian Code on Take-overs and Mergers 2010 as amended or replaced from time to time.

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