THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has perused this Circular in respect of the Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature on limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

The above proposal will be tabled as Special Business at the Twenty-Fourth (24th) Annual General Meeting ("AGM") of the Company to be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. on Monday, 30 May 2022 at 2.00 p.m. or any adjournment thereof.

The Notice of the 24th AGM and the Form of Proxy are set out in the Annual Report of OCR for the financial year ended 31 December 2021 despatched together with this Circular.

The Form of Proxy should be completed and returned in accordance with the instructions therein as soon as possible and shall be deposited at the Share Registrar office of the Company, Shareworks Sdn. Bhd, No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, W.P. Kuala Lumpur, not less than forty-eight (48) hours before the time stipulated for holding the meeting. The completion and return of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Saturday, 28 May 2022 at 2:00 pm

Day, date and time of the 24th AGM : Monday, 30 May 2022 at 2:00 pm

This Circular is dated 29 April 2022

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

"Act"	:	The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
"AGM"	:	Annual General Meeting
"Board"	:	The Board of Directors of OCR
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
"Directors"	:	The directors of OCR and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer of the OCR Group
"FVSB"	:	Fantastic Voyage Sdn. Bhd. [201401041105 (1117259-A)]
"GASB"		Goldcoast Achievements Sdn. Bhd. [200501002783 (679829-A)]
"Interested Directors"	:	Directors who are deemed to be Related Parties and are interested in the Proposed Shareholders' Mandate
"Interested Major Shareholders"	:	Major Shareholders who are deemed to be Related Parties and are interested in the Proposed Shareholders' Mandate
"Interested Persons Connected"	:	In relation to a director and/or Major Shareholder, who falls under any one of the following categories: -

(a) a family member of the Director or Major Shareholder which shall include the spouse, parent, child (including adopted child and stepchild), brother, sister, and the spouse of the child (including adopted child and stepchild), brother or sister;
(b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;
(c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
(d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
(e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
(f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
(g) a body corporate or its directors whose directions, instructions or wishes the director or major shareholder is accustomed or under an obligation, whether formal or informal, to act;

		(h) a body corporate in which the Director or Major Shareholder, or persons connected with him are entitled to exercise, or control the exercise of, not less than twenty percent (20%) of the votes attached to voting shares in the body corporate; or (i) a body corporate which is a related corporation.
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
"LPD"	:	31 March 2022, being the latest practicable date prior to the printing of this Circular and the cut-off date for the information disclosed in this Circular unless otherwise indicated
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in a company and the number or the aggregate number of those shares is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act and for the purpose of the Proposed Shareholders' Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of OCR or its subsidiaries or holding company.
"OCRCSB"	:	OCR Construction Sdn. Bhd. [201401042973 (1119151-W)]
"OCRDSB"	:	OCR Development Sdn. Bhd. [200801009125 (810413-W)]
"OCRLDSB"	:	OCR Land Development Sdn. Bhd. [201801012568 (1274584-H)]
"OCRLHSB"	:	OCR Land Holdings Sdn. Bhd. [198901003836 (181143-V)]
"OCR" or "the Company"	:	OCR Group Berhad [199701025005 (440503-K)]
"OCR Group" or "the Group"	:	Collectively, OCR and its subsidiaries as defined in Section 4 of the Act.
"OCRSIPSB"	:	OCR Selayang Industrial Park Sdn. Bhd. (f.k.a. Suong Sdn. Bhd.) [201101002849 (930987-K)]
"OCR Shares" or "the Shares"	:	Ordinary shares in the Company
"ODKSB"	:	OCR Development (Kuantan) Sdn. Bhd. [201501016754 (1142088-K)]
"OKH"	:	Ong Kah Hoe is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCR Land Holdings Sdn. Bhd. and his parents and siblings

"OKC"	:	Ong Kim Chong @ Ong Hwee Choo is the father of OKH
"OKW"	:	Ong Kah Wee is the brother of OKH
"OMISB"	:	O&C Makok Isola Sdn. Bhd. [201101009616 (937755- H)]
"ONLTP"	:	OCR Noble Land (The Pano) Sdn. Bhd. [201101020514 (948649- V)]
"OPYSB"	:	OCR Properties (YOLO) Sdn. Bhd. [200601021381 (741134-P)]
"OPKSB"	:	OCR Properties (Kuantan) Sdn. Bhd. [201701011996 (1226161- P)]
"OYM"	:	Ong Yew Ming is the sister of OKH
"Proposed Shareholders' Mandate"	:	Proposed shareholders' mandate for the OCR Group to enter into new and existing recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business which are necessary for the OCR Group's day-to-day operations.
"Related Party(ies)"	:	Directors, major shareholders or persons connected with such director or major shareholder of OCR
"Recurrent Related Party Transaction or RRPT(s)"	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Company or its subsidiaries.
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"TPY"	:	Tan Poo Yot is the mother of OKH
"UOSB"	:	Unilink Outdoor Sdn. Bhd. [201101043097(971217-U)]
"USB"	:	Unilink Sdn. Bhd. [198101000726 (66835-D)]
"SBSB"	:	Stack Builder Sdn. Bhd. [201801039692 (1301723-X)]
"WPSB"	:	Wonderland Projects Sdn. Bhd. [201101024913 (953049-T)]

All references to "our Company" in this Circular are to OCR, references to "our Group" are to our Company and our subsidiaries. All references to "we", "us", "our" and "ourselves" are to our Company, or where the context requires, our Group. All references to "you" in this Circular are references to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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

Registered office:

Level 5, Block B, Dataran PHB
Saujana Resort, Section U2
40150 Shah Alam, Selangor

29 April 2022

Board of Directors

YAM Tunku Azudinshah Ibni Tunku Annuar	*(Chairman / Independent Non-Executive Director)*
Ong Kah Hoe	*(Group Managing Director)*
Hj. Abdullah Bin Abdul Rahman	*(Independent Non-Executive Director)*
Chong Min Shih	*(Independent Non-Executive Director)*
Julian Koh Lu Ern	*(Independent Non-Executive Director)*

To: The Shareholders of OCR Group Berhad

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the 23rd AGM of the Company held on 10 June 2021, the Company sought and obtained from its shareholders the general mandate for OCR Group to enter into RRPT(s) of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for OCR Group's day-to-day operations. The aforesaid mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 24th AGM of the Company unless authority for its renewal is obtained from the Shareholders.

The Company had on 26 April 2022 announced that the Company has proposed to seek its shareholders' approval in respect of the Proposed New and Renewal of Shareholders' Mandate for RRPT(s) at the forthcoming 24th AGM of the Company.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution relating to Proposed Shareholders' Mandate which will be tabled at the forthcoming 24th AGM of the Company, to be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at www.swsb.com.my provided by ShareWorks Sdn. Bhd. on Monday, 30 May 2022 at 2.00 p.m. The Notice of the 24th AGM and the Form of Proxy are enclosed in the 2021 Annual Report.

SHAREHOLDERS OF OCR ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING 24TH AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of the Listing Requirements and Practice Note 12, the listed Company may seek a shareholders' mandate in respect of its RRPTs subject to the following:-

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;

(ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where, the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09 (1) of the Listing Requirements;

(iii) the listed issuer's circular to shareholders for the shareholder mandate includes the information as may be prescribed by the Exchange. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(iv) in a meeting to obtain the shareholders' mandate, the Interested Directors, interested Major Shareholders or interested persons connected; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An Interested Director or interested Major Shareholder must also ensure that persons connected with him abstain from voting on the resolutions approving the transactions; and

(v) the listed issuer immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed issuer, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a shareholder mandate pursuant to Paragraph 10.09(2) of the Listing Requirements has been procured, the provisions of Paragraph 10.08 of the Listing Requirements shall not apply.

The Proposed Shareholders' Mandate, if approved at OCR's 24th AGM shall take effect from the passing of the ordinary resolutions on the Proposed Shareholders' Mandate at OCR's 24th AGM and shall continue to be in force until:-

(i) the conclusion of the next AGM of the Company following the general meeting at which such ordinary resolution is passed, at which time it shall lapse, unless by a resolution passed at such AGM, the authority conferred by this resolution is renewed; or

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or

(iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting before the next AGM, whichever is earlier.

3. PRINCIPAL ACTIVITIES OF OCR GROUP

The Company is principally an investment holding company. The details of OCR's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name of Company	Effective Equity Interest (%)	Principal activities
OCR Commerce Sdn. Bhd.	100	Trading and provision of construction materials.
OCR Construction Sdn. Bhd.	100	Construction of residential and commercial properties and property development.
Tristar City Sdn. Bhd.	100	Property development and property investment.
Grand Superland Sdn. Bhd.	100	Construction of residential and commercial properties and property development.
Sunrise Meadow Sdn. Bhd.	100	Property development and property investment.
Kirana Masyhur Sdn. Bhd.	100	Investment holding and project management consultation.
OCR Ventures Sdn. Bhd. (f.k.a YP OCR Development Sdn. Bhd.)	100	Property development and property investment.
OCR (The Mate) Sdn Bhd (f.k.a. Fajar Simfoni Sdn. Bhd.)	100	Engage in the business of investment holding, export and import of goods and real property management.
Junjung Simfoni Sdn. Bhd.	100	Engage in the business of investment holding, export and import of goods and real property management.
OCR Land Development Sdn. Bhd.	100	Property development.

Name of Company	Effective Equity Interest (%)	Principal activities
Amazing Symphony Sdn. Bhd.	100	Construction of residential properties.
Wonderland Projects Sdn. Bhd.	100	Property investment holding and leasing of temporary structure space to tenants.
OCR Properties (Kuantan) Sdn. Bhd.	90	Property development and property investment.
OCR Development (Kuantan) Sdn. Bhd	70	Property development and property investment.
Pangkal Teguh Sdn. Bhd.	70	Construction of residential and commercial properties, project management and real estate.
Kita Mampan Sdn. Bhd.	70	Construction of residential and commercial properties.
O&C Makok Isola Sdn. Bhd.	50.01	Property development.
Stack Builder Sdn. Bhd.	50	Property development.
OCR Selayang Industrial Park Sdn. Bhd. (f.k.a. Suong Sdn. Bhd.)	50	Property development, investment holding and receiving rental activities
Subsidiary of Grand Superland Sdn. Bhd.		
Greatway Capital Sdn. Bhd.	100	Construction of residential and commercial properties.
Serba Simfoni Sdn. Bhd.	100	Engage in the business of investment holding, export and import of goods and real property management.
OCR Avenue Sdn. Bhd.	100	Property development.

Name of Company	Effective Equity Interest (%)	Principal activities
Subsidiary of Grand Superland Sdn. Bhd.		
Visi Anggun Properties Sdn. Bhd.	80	Construction of residential and commercial properties
Subsidiary of Kirana Masyhur Sdn. Bhd.		
Mampan Esa (Melaka) Sdn. Bhd.	50.0005	Property and facilities management.
Subsidiary of Serba Simfoni Sdn. Bhd.		
Fotopop (M) Sdn. Bhd.	100	Property Investment
Associate of Kita Mampan Sdn. Bhd.		
AES Builders Sdn. Bhd.	49	Construction of residential and commercial properties.
Associate of Kirana Masyhur Sdn. Bhd.		
Landasan Surimas Sdn. Bhd	40	Investment holding, project management consultation and construction.
Joint Venture through Landasan Surimas Sdn. Bhd.		
Taraf Raya Sdn. Bhd.	70	Project management consultation and construction.

Due to the diversity of OCR Group, it is anticipated that OCR Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 5 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate for the OCR Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 5 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders. Such a mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 6 below.

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4. NATURE OF TRANSACTIONS

Principal activities of the Related Parties are as follows:-

Related Parties		Principal Activities
FVSB	:	Principally engaged in property development activities
GASB	:	Principally engaged in property development activities
OCRDSB	:	Principally engaged in property development activities
OCRLHSB	:	Principally engaged in property development activities
ONLTP	:	Principally engaged in property development activities
OPYSB	:	Principally engaged in property development activities
UOSB	:	Principally engaged in billboard advertising activities
USB	:	Principally engaged in construction activities

5. Classes of Related Parties and Nature of RRPT(s)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
UOSB	OCR	OCR rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,500	-	1,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.
UOSB	OMISB	OMISB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,500	278	1,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
UOSB	ODKSB	ODKSB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,000	-	1,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.
UOSB	OPKSB	OPKSB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,000	-	1,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
UOSB	OCRCSB	OCRCSB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,500	278	1,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.
UOSB	OCRLDSB	OCRLDSB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,500	-	1,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OCRLHSB	OMISB	OMISB pays marketing fee to OCRLHSB for advertising and marketing for Isola at KLCC. Marketing fee of up to 3% on the net development value of Isola at KLCC.**	7,000	212	7,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.
OCRLHSB	OPKSB	OPKSB pays marketing fee to OCRLHSB for advertising and marketing for PRIYA Kuantan. Marketing fee of up to 3% on the net development value of the PRIYA Kuantan.**	5,000	423	5,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OCRLHSB	ODKSB	ODKSB pays marketing fee OCRLHSB for advertising and marketing for Vertex at Kuantan City Centre. Marketing fee of up to 3% on the net development value of Vertex at Kuantan City Centre.**	8,250	-	8,250	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.
OCRLHSB	OCRCSB	OCRCSB pays marketing fee to OCRLHSB for advertising and marketing for The Mate at Damansara Jaya. Marketing fee of up to 3% on the net development value of The Mate at Damansara Jaya.**	4,500	775	4,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OPYSB	OCRCSB	OPYSB awards a construction contract for YOLO Signature Suites to OCRCSB. Comprised of 1 block of 41-level commercial building at Lot 62142, Jalan PJS 8/9, PJS 8, Bandar Sunway, Petaling Jaya, Selangor.	159,000	8,420	159,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OPYSB with a direct interest of 50% as at LPD date.
ONLTP	OCRCSB	ONLTP awards a construction contract for The Pano at Jalan Ipoh to OCRCSB. Comprised of 363 units of service apartments and 8 units of retails located at Jalan Ipoh, Wilayah Persekutuan Kuala Lumpur.	21,000	3,860	21,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of ONLTP with a direct interest of 50% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
USB	OCRCSB	OCRCSB awards a construction contract for The Mate at Damansara Jaya to USB. Comprised of 268 units of office suites and 4 units of retails located at Damansara Jaya, Petaling Jaya, Selangor.	58,000	2,641	58,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.
USB	OCRCSB	OCRCSB awards labour and related services in relation to the construction of The Pano at Jalan Ipoh to USB. Comprised of 363 units of service apartments and 8 units of retails located at Jalan Ipoh, Wilayah Persekutuan Kuala Lumpur.	15,000	1,641	15,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
USB	ODKSB	ODKSB awards a construction contract for Vertex at Kuantan City Centre to USB. Comprised of 34 retail outlets and 2 blocks of service apartments with 978 units located at Lot 421, Kuantan, Pahang.	183,000	-	200,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.
USB	OPKSB	ODKSB awards a construction contract for PRIYA Kuantan to USB. Comprised of 978 units of single-storey terrace houses and 146 units of single-storey semi-detached homes, located at Kuantan, Pahang.	90,000	17,410	87,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OCRDSB	OCRLDSB	OCRDSB to jointly develop Boulevard Gardens at Damansara with OCRLDSB. Comprised of 88 units of residential units at Kayu Ara, Petaling Jaya, Selangor.	25,000	4,000	25,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRDSB with a direct interest of 50% as at LPD date.
FVSB	OCRCSB	FVSB awards a construction contract for the PRIYA II to OCRCSB. Comprised of 288 units of residentials and 26 units of retail lots at KM 13 and KM 14 of Jalan Kuantan – Pekan, Mukim Penor, Kuantan, Pahang.	50,000	-	50,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of FVSB with a direct interest of 50% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(a) Existing RRPT

Related Party	Related party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 12 May 2021 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2021 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
USB	OCRLDSB	OCRLDSB awards a construction contract for Boulevard Gardens at Damansara to USB. Comprised of 88 units of residentials at Kayu Ara, Petaling Jaya, Selangor.	64,000	-	70,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.
OCRLHSB	OCRLDSB	OCRLDSB pays marketing fee to OCRLHSB for advertising and marketing for Boulevard Gardens at Damansara. Marketing fee of up to 3% on the net development value of Boulevard Gardens at Damansara.**	3,885	-	4,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(b) New RRPT

Related Party	Related party within OCR Group	Nature of Transaction	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
USB	OCRSIPSB	OCRSIPSB awards a construction contract for the Selayang Industrial Park project to USB. Comprised of 5 sub-divided lands with basic infrastructures at Kawasan Perindustrian Taman Selayang Baru, Selangor.	20,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.
UOSB	SBSB	SBSB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(b) New RRPT (Cont'd)

Related Party	Related party within OCR Group	Nature of Transaction	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
UOSB	WPSB	WPSB rents the billboard from UOSB for advertising and marketing projects purposes. Renting Period: 1 year / Annual renewal	1,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of UOSB with a direct interest of 99% as at LPD date.
OCRLHSB	SBSB	SBSB pays marketing fee to OCRLHSB for advertising and marketing for Rumah Selangorku project at Shah Alam. Marketing fee of up to 3% on the net development value of Rumah Selangorku project at Shah Alam.**	22,500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(b) New RRPT (Cont'd)

Related Party	Related party within OCR Group	Nature of Transaction	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OCRLHSB	WPSB	WPSB pays marketing fee to OCRLHSB for advertising and marketing for Jalan Alor project. Marketing fee of up to 3% on the net development value of the Jalan Alor project.**	3,200	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD date.
USB	SBSB	SBSB awards a construction contract in phases for Rumah Selangorku Project at Shah Alam to USB. Comprised of 2,892 units of affordable homes and 60 units of retail lots located at Lot 96079, Shah Alam, Selangor	200,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.

5. Classes of Related Parties and Nature of RRPT(s) (Cont'd)

The Proposed Shareholders' Mandate will apply to the transactions with the following Companies:

(b) New RRPT (Cont'd)

Related Party	Related party within OCR Group	Nature of Transaction	*Estimated Value of transaction from the date of forthcoming 24th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
USB	WPSB	WPSB awards a construction contract for Jalan Alor project to USB. Comprised of 120 units of SOHO units and 8 units of stratified retail lots located at Lot 442, Bukit Bintang, Kuala Lumpur.	30,000	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of USB with a direct interest of 35% as at LPD date.
GASB	OCR	OCR rents office premises from GASB as corporate headquarters. <u>Particulars of the office premises</u> No. A-G-01, A-G-02, A-2-01, A-2-02, A-3-01, A-3-02, A-3A-01, A-3A-02, A-5-01, A-5-02 Block Allamanda, 10 Boulevards, Lebuhraya SPRINT PJU 6A 47400, Petaling Jaya, Selangor. Tenancy Period: 1 year / Annual renewal	500	OKH	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 20.98% and indirect interest of 4.69% by virtue of his interest in OCRLHSB, a company in which OKH is deemed interested pursuant to Section 8 of the Act, and his parents and siblings' direct shareholdings as at LPD date. ● OKH is a director and major shareholder of GASB with a direct interest of 74% as at LPD date.

Notes:

* As at LPD, there was no deviation of the actual value that exceeded the estimated value by 10% or more in the existing mandate.

** Marketing fee of up to 3% on the net development value is within the industry norm and practice.

6. REVIEW METHODS OR PROCEDURES FOR RRPT(S)

The following review procedures have been formalised to ensure that the RRPTs contemplated under the Proposed Shareholders' Mandate are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of OCR:-

(a) Identification

(i) A list of the Related Parties will be circulated to all heads of department within the OCR Group to notify that all transactions with the Related Parties are required to be undertaken on an arm's length basis, under normal commercial terms consistent with the Group's business practices and policies and on terms not more favourable to the Related Party(ies) than those generally available to the public and, are not to the detriment of the minority shareholders of OCR.

(ii) All companies within the OCR Group are required to inform the Management before entering into any RRPTs other than those entered into pursuant to the Proposed Shareholders' Mandate. In addition, all heads of department are advised to report to the Management all transactions involving Related Parties who will monitor and report to the Audit and Risk Management Committee for review on a quarterly basis.

(b) Authorisation

(i) The pricing methods and procedures of the transactions are to be determined by market forces, under similar commercial terms for transactions with third parties that depend on the demand and supply, quality and the availability of the products.

(ii) All types of RRPTs are carried out at arm's length and under the Group's normal commercial terms, and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of OCR Group.

(iii) The Related Parties and Directors who are deemed interested have been advised of their responsibilities and obligations under the relevant Listing Requirements, the Group's policy and procedures for RRPTs.

(iv) If a member of the Board or Audit and Risk Management Committee has an interest, direct or indirect, in any RRPT(s), he shall abstain from any decision-making by the Board or Audit and Risk Management Committee in respect of the said transaction(s).

(v) Where a transaction is valued at more than RM500,000, it will be notified to the Audit and Risk Management Committee and subject to approval by the Board. Where a transaction is valued at RM500,000 or less, it will be approved by a senior management staff who has been identified for this purpose and who shall have no interest in the transaction and notify the Audit and Risk Management Committee.

(vi) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantial similar type of products/services and/or quantities.

(vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Management will rely on the usual business norms and practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the OCR Group.

6. REVIEW METHODS OR PROCEDURES FOR RRPT(S) (Cont'd)

(c) Monitoring and Reporting

(i) A register shall be maintained by the respective companies within the OCR Group to record all RRPTs, which are entered into pursuant to the Proposed New Shareholders' Mandate.

(ii) All RRPTs shall be reported to the Audit and Risk Management Committee on a quarterly basis together with the quarterly financial reports.

(iii) The Audit and Risk Management Committee will review the existing procedures, on an annual basis and as and when required, to ensure that the RRPTs are at all times carried out on commercial terms consistent with the OCR Group's usual business practices and policies.

7. OUTSTANDING RRPT RECEIVABLES

As at 31 December 2021, the amount due and owing to the OCR Group by the following parties under RRPTs which is exceeded the credit terms are as follows:-

Nature of RRPT	Amount of Outstanding RRPT Receivables (RM'000)				Total
	< 1 year	>1 year to 3 years	>3 years to 5 years	>5 years	
OCRLHSB awarded a construction contract for Flexus atJalan Kuching to OCRCSB.	-	11,074	-	-	11,074
USB awarded a construction contract for Laguna Biru Project to OCRCSB.	-	4,041	2,601	-	6,642
OPYSB awarded a construction contract for YOLO Project to OCRCSB	6,455	16,173	-	-	22,628
ONLTP awards a construction contract for The Pano Project to OCRCSB.	4,947	13,904	-	-	18,851
Total	**11,402**	**45,192**	**2,601**	-	**59,195**

OCRLHSB awarded a construction contract for Flexus @ Jalan Kuching to OCRCSB

Construction of 1 block of commercial building with 21 floors at Jalan Kuching, Wilayah Persekutuan Kuala Lumpur ("**Flexus @ Jalan Kuching Project**") awarded by OCRLHSB to OCRCSB had been completed during the financial period ended 31 December 2018. Both parties have finalised the final claim and target to settle the total outstanding amount on or before 2023.

As at LPD, there is a sum of RM11,074,000 yet to be collected.

7. OUTSTANDING RRPT RECEIVABLES (Cont'd)

USB awarded a construction contract for Laguna Biru Project to OCRCSB

Design and construction of 6 blocks of middle cost apartments at Laguna Phase 2 at Rawang, Selayang, Selangor ("**Laguna Biru Project**") had been completed and handed over in April 2019. Both parties were in the midst of finalising the final claims and the total outstanding amount. Both parties target to settle the total outstanding amount on or before 2023.

As at LPD, there is a sum of RM4,041,000 yet to be collected.

OPYSB awarded a construction contract for YOLO Project to OCRCSB

Construction of 1 block of commercial building with 41 floors at Bandar Sunway, Petaling Jaya, Selangor ("**YOLO Project**") which is ongoing and expected to be completed in 1st half of year 2023. The delay in payment is mainly due to slowdown in sales and site progress caused by the economic repercussions from the Covid-19 pandemic.

As at LPD, there is a sum of RM 22,628,000 yet to be collected.

ONLTP awarded a construction contract for The Pano Project to OCRCSB

Construction of 1 block of 363 units of service apartments and 8 units of retails at Jalan Ipoh, Kuala Lumpur ("**The Pano Project**") which is ongoing and expected to be completed in 2nd half of year 2022.

As at LPD, there is a sum of RM 18,050,000 yet to be collected.

No late interest charges were imposed on the outstanding amounts as the balances are trade in nature and there were consistent repayments during the year. The Management is monitoring the outstanding amount very closely and will engage in regular communication with the Related Parties to ensure payments are made. The Audit and Risk Management Committee and the Board have reviewed the outstanding amount and are of the opinion that the outstanding amount arose strictly as part and parcel of the Group's business operations. Collections from the Related Party continue to come in during the financial year and they do not have high default risk due to the good market response to their development projects.

8. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The Audit and Risk Management Committee will review and ascertain at least once a year whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 7 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit and Risk Management Committee will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit and Risk Management Committee of the Company is of the opinion that review procedures are sufficient to ensure that and the RRPTs will be carried out at arms' length and in accordance with OCR Group's normal commercial terms, and hence, will not be prejudicial to the shareholders or disadvantageous to OCR and not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of OCR.

8. STATEMENT BY THE AUDIT AND RISK MANAGEMENT COMMITTEE (Cont'd)

The Audit and Risk Management Committee of the Company have seen and reviewed the procedures set out in Section 7 above and is of the view that OCR has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the Audit and Risk Management Committee.

9. RATIONALE OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable the OCR Group to carry out RRPT(s) necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPT(s) carried out within the OCR Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPT(s) are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close co-operation and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPT(s).

10. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is administrative in nature and is therefore not expected to have any effect on the issued and paid-up capital, major shareholders' shareholdings and any material effect on the consolidated net assets, consolidated earnings per share and consolidated gearing of OCR.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Based on the Register of Shareholdings as at the LPD, the direct and indirect shareholdings of the Substantial Shareholders, Directors of OCR and person connected to them are as follows:

Names	As at LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Substantial Shareholders				
Ong Kah Hoe	186,291,463	20.98	41,678,800	4.69[(1)]

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM (Cont'd)

Names	As at LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Director				
Ong Kah Hoe	186,291,463	20.98	41,678,800	4.69(1)
Persons Connected				
Ong Kim Chong @ Ong Hwee Choo	800,000	0.09	227,170,263	25.58(2)
Tan Poo Yot	2,600,000	0.29	225,370,263	25.38(3)
Ong Kah Wee	3,681,900	0.41	224,288,363	25.26(4)
Ong Yew Ming	3,381,900	0.38	224,588,363	25.29(5)
OCR Land Holdings Sdn Bhd	31,215,000	3.52	-	-

Notes:

(1) Deemed interested by virtue of his interest in OCRLHSB pursuant to Section 8 of the Act and his parents' and siblings' direct shareholdings in OCR.

(2) Held through OKC's spouse and children shareholdings and also via OCRLHSB in which OKC is deemed interested under Section 8 of the Act.

(3) Held through TPY's spouse and children shareholdings and also via OCRLHSB in which TPY is deemed interested under Section 8 of the Act.

(4) Held through OKW's parents and siblings' shareholdings and also via OCRLHSB in which OKW is deemed interested under Section 8 of the Act.

(5) Held through OYM's parents and siblings' shareholdings and also via OCRLHSB in which OYM is deemed interested under Section 8 of the Act.

The Interested Director, OKH, has and shall continue to abstain from all deliberations and voting at Board meetings pertaining to the Proposed Shareholders' Mandate.

The above Interested Directors and Interested Major Shareholders have undertaken that they will ensure that the persons connected to them will abstain from voting on the resolution approving the Proposed Shareholders' Mandate at the forthcoming 24th AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

12. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming 24th AGM to be convened.

13. BOARD'S RECOMMENDATION

The Board, (except for OKH) having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate are in the best interest of the Group and accordingly, the Board (save for OKH) recommended that the shareholders of OCR vote in favour of the resolutions pertaining to the aforementioned Proposed Shareholders' Mandate to be tabled at the forthcoming 24th AGM.

14. 24TH AGM

The 24th AGM of the Company, the notice of which is enclosed together with the 2021 Annual Report of 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 provided by ShareWorks Sdn. Bhd. on Monday, 30 May 2022 at 2.00 p.m. or any adjournment thereof for the purpose considering and, if thought fit, passing the resolution to give effect to the Proposed Shareholders' Mandate.

If you are unable to attend and vote in person at the 24th AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the 2021 Annual Report in accordance with the instructions printed therein as soon as possible so as to arrive at Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Malaysia not less than forty-eight (48) hours before the time set for the 24th AGM.

The completion and return of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

15. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
OCR GROUP BERHAD

YAM TUNKU AZUDINSHAH IBNI TUNKU ANNUAR
Independent Non-Executive Chairman

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of OCR who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

Save as disclosed below, as at the LPD, neither OCR nor any of its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Group and, to the best of the Board's knowledge and belief, the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group:-

Ismail Bin Othman v Duta Skyline Sdn. Bhd. ("DSSB") and Amazing Symphony Sdn. Bhd. ("ASSB")

ASSB, a wholly-owned subsidiary of the Company, had entered into a joint venture agreement dated 22 April 2019 with DSSB ("**JVA**") for the purpose of the development of a parcel of freehold land held under GRN 23940, Lot 613, Mukim Ulu Semenyih, Daerah Ulu Langat, Selangor Darul Ehsan, measuring approximately 501.5 acres owned by DSSB ("**Lot 613 Land**"). Pursuant thereto, DSSB had also executed an irrevocable limited power of attorney in favour of ASSB ("**Power of Attorney**").

On 28 August 2019, Ismail Bin Othman, one of the Directors of DSSB ("**Plaintiff**"), filed an originating summons ("**OS**") against DSSB (being the first defendant) and ASSB (being the second defendant) at the Shah Alam High Court, where the Plaintiff sought, amongst others:-

(i) a declaration that the JVA is null and void ab initio and of no effect whatsoever; and
(ii) as a consequence of the above, an order that the Power of Attorney be revoked and/or cancelled.

The Plaintiff had also filed an application for injunction dated 28 August 2019 to, amongst others, restrain both DSSB and ASSB from acting upon and/or giving effect in any manner to the JVA and the Power of Attorney and dealing with the Lot 613 Land ("**Injunction Application**").

On 11 September 2019, the Plaintiff applied for and was granted an ad interim injunction until 30 September 2019, subject to undertaking as to damages ("**Ad Interim Injunction**").

AASB and DSSB filed an application to strike out the OS on 20 September 2019 and 24 September 2019 respectively ("**Striking Out Applications**").

On 30 September 2019, the Plaintiff applied for and was granted an extension of the Ad Interim Injunction until 14 October 2019.

On 14 October 2019, the Plaintiff was subsequently granted with another extension of the Ad Interim Injunction until the disposal of the Injunction Application and Striking Out Applications, subject to undertaking as to damages.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION (Cont'd)

On 4 October 2021, the Plaintiff put in an application for stay of all the proceedings ("**Stay Application**"). During the case management on 11 January 2022, the Court fixed Stay Application, OS, Striking Out Applications and Injunction Application on 8 March 2022.

After hearing parties on 8 March 2022, the Judge allowed the Stay Application and ordered that the proceedings be stayed until the grounds of judgment ("**GOJ**") of Kuala Lumpur High Court, Civil Suit No.: WA-22NCC-603-10/2019 ("**Suit 603**") is ready.

During the case management on 29 March 2022, the Plaintiff's solicitors informed that they had received the GOJ of Suit 603 and will file an affidavit in respect of the GOJ.

In the subsequent case management on 13 April 2022, the Court has fixed the OS, Striking Out Applications and Injunction Application for hearing on 26 April 2022.

3. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, neither OCR nor its subsidiary companies have entered into any material contracts (not being contracts entered into in the ordinary course of business) during the two (2) years immediately preceding the date of this Circular:-

(i) On 2 January 2020, ODKSB had at the request of SSPP Development Sdn. Bhd. ("**SSPP**") vide SSPP solicitors' letter dated 31 December 2019 agreed to extend the time frame for Conditions Precedent under Section 3 of the Joint Venture Agreement dated 1 June 2015 to be extended for another one (1) year from 30 May 2019 and to be expiring on 30 May 2020 as SSPP's application to the State Authorities for the conversion of the said land is still in progress.

On 4 June 2020, ODKSB had granted SSPP an extension of time frame for the Condition Precedent under Section 3 of the Joint Venture Agreement ("**JVA**") dated 1 June 2015 to be extended for another six (6) months from 1 June 2020 and to be expiring on 30 November 2020 as SSPP's application to the State Authorities for the conversion of the said land is still in progress.

On 24 November 2020, ODKSB further granted SSPP an extension of time to 31 May 2021.

(ii) On 10 March 2020, Fajar Simfoni Sdn. Bhd. ("**FSSB**") has terminated the Joint Venture Agreement dated 17 May 2019 entered with D'nonce Properties Sdn. Bhd. ("**DNP**"), a wholly owned subsidiary of D'nonce Technology Berhad ("**D'nonce**") and reserves the rights to claim against DNP under the Joint Venture Agreement and the laws.

Upon the execution of the Joint Venture Agreement, FSSB had paid RM100,000 as deposit to DNP.

(iii) On 6 May 2020, Serba Simfoni Sdn. Bhd., a wholly-owned subsidiary of Grand Superland Sdn. Bhd., a wholly-owned subsidiary of OCR had entered into a Shares Sale Agreement to acquire 900,000 ordinary shares representing 100% of the issued and paid-up capital of Fotopop (M) Sdn. Bhd. for a consideration of RM10,900,000.00.

The above acquisition of Fotopop (M) Sdn. Bhd. was completed on 6 May 2020.

3. MATERIAL CONTRACTS (CONT'D)

(iv) On 1 June 2020, OCR Land Development Sdn. Bhd. ("**OCRLDSB**"), a wholly-owned subsidiary of OCR had entered into a Joint Development Agreement ("**JDA**") with OCR Development Sdn. Bhd. ("**OCRDSB**") to jointly develop a parcel of vacant land held under PM454, Lot 13844, Kampung Sungai Kayu Ara, Mukim Sungai Buloh, District of Petaling, Negeri Selangor measuring in area approximately 6,022.8 square meter into a residential development.

On 18 June 2020, Landasan Surimas Sdn. Bhd. entered into a Joint Venture and Shareholders' Agreement ("**JVSA**") with Perbadanan Kemajuan Negeri Pahang for the purpose of investment into a joint venture company known as Taraf Raya Sdn. Bhd. ("**TRSB**"). On 21 December 2020, TRSB entered into a Memorandum of Understanding ("**MOU**") with Malaysia Rail Link Sdn Bhd ("**MRL**") and China Communications Construction (ECRL) Sdn Bhd ("**CCC**") for exploring the prospects of forming a strategic collaboration involving implementation of the East Coast Rail Link Project ("**Project**").

(v) Acquisition of Stack Builder Sdn Bhd ("**SBSB**") and Wonderland Projects Sdn Bhd ("**WPSB**")

On 9 July 2021, the Company had signed heads of agreements for the proposed acquisition of 80% of SBSB and 100% of WPSB from its substantial shareholder Ong Kah Hoe along with various other owners of the companies. Subsequently, on 5 October 2021, the Company signed a Share Sales Agreement to revise the proposed acquisition in Stack Builder to 50%.

The total purchase consideration of up to RM7.56 million and debt settlement of WPSB's vendors up to RM9.85 million are to be entirely satisfied via issuance and allotment of 91,656,642 new ordinary shares in OCR at the issue price of RM0.19 per Consideration Share.

The acquisition of SBSB, acquisition of WPSB and debt settlement to WPSB Vendors was completed 26 November 2021 following the listing and quotation of 91,656,642 Consideration Shares on the Main Market of Bursa Securities.

(vi) ODKSB has entered into a Supplementary Agreement with SSPP on 29 October 2021 to vary the JVA dated 1 June 2015 subject to the terms and conditions contained therein and the Supplementary Agreement is made supplemental to the JVA.

(vii) OCR Selayang Industrial Park Sdn Bhd (formerly known as Suong Sdn Bhd) ("**OCRSIPSB**")

The Company had on 8 November 2021 entered into a conditional share sale agreement with OKH and Lee Wei Jack (collectively, the "**OCRSIPSB Vendors**") to acquire a total of 500,000 ordinary shares in OCRSIPSB ("**OCRSIPSB Shares**") ("**Sale Shares**"), representing 50% equity interest in OCRSIPSB for an indicative purchase consideration of approximately RM14.12 million to be satisfied entirely via issuance and allotment of 104,953,197 new ordinary shares in OCR at the issue price of RM0.1345 per Consideration Share.

The acquisition of OCRSIPSB was completed 8 March 2022 following the listing and quotation of 104,953,197 Consideration Shares on the Main Market of Bursa Securities.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at OCR's Registered Office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor during business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of our forthcoming 24th AGM:-

a. the Constitution of the Company;

b. the audited consolidated financial statements of our Group for the past two (2) financial period ended 31 December 2020 and year ended 31 December 2021;

c. the relevant cause papers in respect of the material litigations as set out in Section 2 of Appendix I above; and

d. the agreements in respect of the material contracts as set out in Section 3 of Appendix I above.

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