

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of OCR Group Berhad ("OCR" or the "Company") will be held on a fully virtual basis and entirely via remote participation and voting through an online meeting platform at www.svwb.com.my (Domain registration number with MYNIC: D1A403841) provided by ShareWorks Sdn. Bhd. on Tuesday, 25 June 2024 at 3:30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution by way of poll, with or without any modifications: -

ORDINARY RESOLUTION 1

PROPOSED SETTLEMENT OF ADVANCES OWING BY STACK BUILDER SDN BHD ("STACK BUILDER"), A 50.5%-OWNED SUBSIDIARY OF THE COMPANY, TO ONG KAH HOE ("OKH") AND TAN CHIN HOONG ("TCH") AMOUNTING TO RM43,296,795 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 618,525,646 NEW ORDINARY SHARES IN THE COMPANY ("OCR SHARES" OR "SHARES") AT THE ISSUE PRICE OF RM0.0700 PER SHARE ("PROPOSED SETTLEMENT")

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant parties and/or authorities being obtained (if required) and the conditions precedent in the settlement agreement dated 13 December 2023 entered into between OCR, Stack Builder, OKH and TCH ("Settlement Agreement") being fulfilled and waived (as the case may be), approval be and is hereby given to the Company to settle the shareholders' advances with the total amount of RM43,296,795 owing by Stack Builder to OKH and TCH ("Stack Builder Advances") in the following proportions:-

- to OKH in the sum of RM22,344,957; and
- to TCH in the sum of RM20,951,838,

upon the terms and subject to the conditions of the Settlement Agreement ;

THAT the Stack Builder Advances shall be fully settled by capitalising the entire Stack Builder Advances into 618,525,646 new Shares ("Settlement Shares"), all credited as fully paid-up, and to be issued by the Company at the issue price of RM0.0700 per Settlement Share;

THAT pursuant to the terms and conditions of the Settlement Agreement, approval and authority be and is hereby given to the Company to allot and issue the Settlement Shares to OKH and TCH in their respective proportion in accordance with the terms and conditions of the Settlement Agreement;

THAT the Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Settlement Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of the Company ("Shareholders"), the entitlement date of which is prior to the date of allotment and issuance of such Settlement Shares;

THAT pursuant to Section 85(1) of the Companies Act, 2016 read together with Clause 12(3) of the Company's Constitution, it could possibly be construed that all new shares or other convertible securities in the Company shall, before issue, be offered to such persons for the time being holding shares in proportion as nearly as the circumstances admit, to the number of existing shares or securities to which they are entitled and accordingly, should this resolution for the allotment and issuance of the Settlement Shares be passed by shareholders of the Company, this resolution shall have the effect of the shareholders agreeing to waive their pre-emptive rights in respect of the Settlement Shares to be allotted and issued by the Company pursuant to the Proposed Settlement, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect⁽¹⁾.

(1) Please refer to Section 20, Part A of the Circular to Shareholders of the Company dated 10 June 2024 in details for the provisions of Section 85(1) of the Companies Act, 2016 and Clause 12(3) of the Company's Constitution respectively.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to do all acts, deeds, things and execute, sign, deliver and cause to be delivered all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect and complete the Proposed Settlement with full powers to assent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Settlement or as the Board may deem necessary or expedient; and deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Settlement, in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCABLE RIGHTS ISSUE OF UP TO 1,336,348,534 NEW ORDINARY SHARES IN THE COMPANY ("RIGHTS SHARES") TOGETHER WITH UP TO 1,336,348,534 FREE DETACHABLE WARRANTS IN THE COMPANY ("WARRANTS E") ON THE BASIS OF 2 RIGHTS SHARES TOGETHER WITH 2 WARRANTS E FOR EVERY 3 EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 4 as well as the approvals of all relevant parties and/or authorities being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board be and is hereby authorised to undertake the Proposed Rights Issue with Warrants as follows:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 1,336,348,534 Rights Shares together with up to 1,336,348,534 Warrants E to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board ("Entitlement Date") ("Entitled Shareholders") and/or their renounee(s), on the basis of 2 Rights Shares together with 2 Warrants E for every 3 existing Shares held on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- to enter into and execute the deed poll constituting the Warrants E ("Deed Poll E") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll E (including, without limitation, the affixing of the Company's company seal, where necessary);
- to allot and issue the Warrants E in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (as defined below), if any, who subscribe for and are allotted the Rights Shares, each Warrant E conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board on the Entitlement Date, subject to the provisions for adjustment to the subscription rights attached to the Warrants E in accordance with the provisions of the Deed Poll E;
- to allot and issue such number of additional Warrants E pursuant to adjustments as provided for under the Deed Poll E ("Additional Warrants E") and to adjust from time to time the exercise price of the Warrants E as a consequence of the adjustments under the provisions of the Deed Poll E and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (where required); and
- to allot and issue such number of new Shares credited as fully paid-up to the holders of Warrants E upon their exercise of the relevant Warrants E to subscribe for new Shares during the tenure of the Warrants E, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants E and such adjustments in accordance with the provisions of the Deed Poll E;

THAT the Board be and is hereby authorised and empowered to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants E to be issued in connection with the Proposed Rights Issue with Warrants;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants E and the new Shares to be issued pursuant to the exercise of the Warrants E and Additional Warrants E (if any) shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants shall be utilised for the purposes as set out in Section 5, Part A of the Circular to Shareholders of the Company dated 10 June 2024 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Rights Shares;

THAT the new Shares to be issued arising from the exercise of the Warrants E (including the Additional Warrants E, if any) shall, upon allotment, issuance and full payment of the exercise price of the Warrants E (or the Additional Warrants E, if any), rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares to be issued arising from the exercise of the Warrants E (including the Additional Warrants E, if any);

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants E arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

AND THAT this Ordinary Resolution 2 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants E (including Additional Warrants E, if any) and the new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY SECURITIES COMMISSION OF MALAYSIA ("SC") ("RULES") TO OKH, TCH AND PERSONS ACTING IN CONCERT WITH THEM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING OCR SHARES NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED SETTLEMENT ("PROPOSED EXEMPTION 1")

"THAT subject to the passing of Ordinary Resolution 1 and the relevant approvals from the Securities Commission Malaysia ("SC") and/or any other relevant authorities and/or parties being obtained (if required), including compliance with such conditions as may be imposed by the SC, approval be and is hereby given to OKH, TCH and persons acting in concert with them under subparagraph 4.08(1) (b) of the Rules to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining OCR Shares not already held by them upon completion to the Proposed Settlement;

AND THAT the Board be and is hereby authorised and empowered to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Exemption 1 with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Exemption 1."

ORDINARY RESOLUTION 4

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES TO OKH AND PERSONS ACTING IN CONCERT WITH HIM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING OCR SHARES NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED RIGHTS ISSUE WITH WARRANTS ("PROPOSED EXEMPTION 2")

"THAT subject to the passing of Ordinary Resolution 2 and the relevant approvals from the SC and/or any other relevant authorities and/or parties being obtained (if required), including compliance with such conditions as may be imposed by the SC, approval be and is hereby given to OKH and persons acting in concert with him under subparagraph 4.08(1)(b) of the Rules to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining OCR Shares not already held by them upon completion of the Proposed Rights Issue with Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Exemption 2 with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Exemption 2."

By Order of the Board

OCR GROUP BERHAD

TAN TONG LANG (SSM PC No. 202208000250/ MAICSA 7045482)
LIM WEN THENG (SSM PC No. 202308000441/ MAICSA 7073397)
Company Secretaries

Kuala Lumpur
10 June 2024

Notes:-

- A member entitled to attend and vote at the general meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead.
- Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each such proxy. There is no restriction to the qualification of the proxy.
- Where a member of the Company is an Exempt Authorised Nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provision of subsection 25A (1) of the (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- The Form of Proxy must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or email at ir@shareworks.com.my not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purposes of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 18 June 2024. Only a depositor whose name appears on the Record of Depositors as at 18 June 2024 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her stead.