

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF OCR GROUP BERHAD (“OCR” OR “THE COMPANY”) CONDUCTED THROUGH ONLINE MEETING PLATFORM AT www.swsb.com.my ON TUESDAY, 30 MAY 2023 AT 3.30 P.M. OR IMMEDIATELY AFTER THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY (WHICH WILL BE HELD ON THE SAME DAY AT 2.00 P.M.), WHICHEVER IS LATER

Directors present:

1. Tunku Azudinsyah Ibni Tunku Annuar – Independent Non-Executive Chairman
2. Mr. Ong Kah Hoe – Group Managing Director
3. En. Hj. Abdullah Bin Abdul Rahman – Independent Non-Executive Director
4. Mr. Julian Koh Lu Ern – Independent Non-Executive Director

In Attendance:

1. Ms. Tan Pooi Fan (Head of Corporate Finance)
2. Mr. Soo Win Ning (Group Financial Controller)
3. Mr. Patrick Lee (Manager of Corporate Finance)
4. Ms. Yeoh Hui Qiong (Senior Executive of Corporate Finance)
5. Mr Tan Tong Lang (Company Secretary)
6. Mr. Tan Chee Ping (Principal Adviser – Kenanga Investment Bank Berhad)
7. Ms. Yee Chew Yan (Solicitors – Mah-Kamariyah & Philip Koh)

Shareholders/ Proxies (by remote participation)

As per the Attendance List

1.0 CHAIRMAN

Tunku Azudinsyah Ibni Tunku Annuar (“**Chairman**”) chaired the Meeting and welcomed all present to the EGM of the Company. The Chairman then welcomed the shareholders and proxies who have joined the EGM of the Company via remote participation and introduced the Board of Directors and the Company Secretary who were joined the Meeting.

2.0 QUORUM

The requisite quorum being present, the Chairman declared the Meeting duly convened at 3.30 p.m.

3.0 NOTICE

The Notice of the Meeting having been circulated within the prescribed period, was taken as read.

4.0 PROCEEDINGS OF EGM

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution at the general meeting would be voted by poll.

The Chairman then informed that the EGM would proceed according to the sequence in the agenda, which was to be followed by a question and answer (“**Q&A**”) session. Shareholders were given the opportunity to ask question on the agenda, which would be responded during the Q&A session. The

responses to questions not addressed during the Q&A session due to time constraint would be made available on the Company's website within 7 days after the meeting.

The Chairman further informed the Meeting that the Company had appointed ShareWorks Sdn Bhd ("**ShareWorks**") as Poll Administrator and Sharepolls Sdn Bhd as the Independent Scrutineer to validate the poll results.

A video presentation from ShareWorks was played to brief the participants on the electronic/remote poll voting process.

5.0 ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 395,999,000 NEW ORDINARY SHARES IN OCR, REPRESENTING UP TO APPROXIMATELY 40% OF THE EXISTING NUMBER OF ISSUED SHARES OF OCR, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")

The Chairman informed that Ordinary Resolution 1 of the agenda is to seek shareholders' approval on the proposed private placement of up to 395,999,000 new ordinary shares in OCR, representing up to approximately 40% of the existing number of issued shares of OCR, to independent third-party investor(s) to be identified later in one (1) or more tranches and at an issue price for each tranche to be determined later.

6.0 Q&A SESSION

The Chairman informed that there were no questions received from the shareholders or proxies in attendance.

7.0 DECLARATION OF RESULTS

The Meeting resumed after the conclusion of the verification of the poll votes.

The Chairman called the Meeting to order for the declaration of the poll results. The Chairman then announced the result of the poll voting and declared that the Ordinary Resolution set out in the Notice of EGM dated 12 May 2023 was carried, as attached hereto as Annexure I:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 395,999,000 NEW ORDINARY SHARES IN OCR, REPRESENTING UP TO APPROXIMATELY 40% OF THE EXISTING NUMBER OF ISSUED SHARES OF OCR, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the approval of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue up to 395,999,000 new ordinary shares in OCR ("**Shares**") ("**Placement Shares**") to independent third-party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board ("**Price-Fixing Date**") upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 12 May 2023 in relation to the Proposed Private Placement ("**Circular**");

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately prior to the relevant Price-Fixing Date;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board shall in its absolute discretion deem fit, necessary expedient and/or appropriate and in the best interest of the Company, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement 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 Placement Shares;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

THAT this resolution constitutes a specific approval for the issuance of shares in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement;

AND 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 Placement 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 Placement Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement, 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."

11.0 CLOSURE

There being no other business, the EGM was closed at 3.59 p.m. with a vote of thanks to the Chairman.

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Minutes of Extraordinary General Meeting held on Tuesday, 30 May 2023 at 3.30 p.m. or immediately after the 25th Annual General Meeting of the Company (which will be held on the same day at 2.00 p.m.), whichever is later

**Confirmed as a correct record of
the proceedings held thereat**

-signed-

TUNKU AZUDINSHAH IBNI TUNKU ANNUAR

Chairman

Date: 16 June 2023