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

NOTICE OF TWENTY-EIGHTH (28TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth (28th) Annual General Meeting ("**AGM**") of the Company will be held at Clubhouse Dolomite Templer, No. 1, Persiaran DT, 48000 Rawang Selangor on Wednesday, 10 June 2026, 2:30 p.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. ***(Please refer Explanatory Notes 1)***
2. To approve the payment of Directors' fees and benefits of not exceeding RM500,000 for the period from the conclusion of the 28th AGM until the conclusion of the 29th AGM to be held in year 2027. ***Ordinary Resolution 1***
3. To re-elect the following Directors who are retiring in accordance with Clause 77(2) of the Constitution of the Company.
   (i) Tunku Azudinshah Ibni Tunku Annuar ***Ordinary Resolution 2***
   (ii) Chan Lian Sei ***Ordinary Resolution 3***
4. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. ***Ordinary Resolution 4***

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

5. **PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** ***Ordinary Resolution 5***

   "THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

   AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company."

6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** ***Ordinary Resolution 6***

   "THAT, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 5 of the Circular to Shareholders dated 30 April 2026, provided that such transactions and/or arrangements which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate"):-

   THAT the Proposed Renewal of Shareholders' Mandate shall only continue to be in full force until: -

   a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at said AGM, such authority is renewed; or
   b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
   c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

   whichever is the earlier.

   AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

7. **PROPOSED RETENTION OF YAM TUNKU AZUDINSHAH IBNI TUNKU ANNUAR AS INDEPENDENT NON-EXECUTIVE DIRECTOR** ***Ordinary Resolution 7***

   "THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to YAM Tunku Azudinshah Ibni Tunku Annuar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance 2021."

8. **PROPOSED RETENTION OF HJ. ABDULLAH BIN ABDUL RAHMAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR** ***Ordinary Resolution 8***

   "THAT approval be and is hereby given to Hj. Abdullah Bin Abdul Rahman who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance 2021."

9. To transact any other business of which due notice have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)
LAU HOOI PIN (MAICSA 7081620) (SSM PC No. 202408000447)
Company Secretaries

Kuala Lumpur
Dated: 30 April 2026

Remarks:

1. 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 on his/her behalf.
2. Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his/her shareholding to be represented by each such proxy. There is no restriction to the qualification of the proxy.
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A (1) of the Central Depositories Act 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by the attorney so authorised.
5. The Form of Proxy may be deposited at the Poll Administrator Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or by electronic lodgment via Digerati Portal at https://ocr-agm.digerati.com.my or email to admin@aldpro.com.my not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
6. For the purposes of determining a member who shall be entitled to attend, speak and vote at the 28th AGM, the Company shall be requesting the Record of Depositors as at 2 June 2026. Only a depositor whose name appears on the Record of Depositors as at 2 June 2026 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

Explanatory Notes:

1. Audited Financial Statements for the Financial Year Ended 31 December 2025

   This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

2. Ordinary Resolutions 2 and 3 - Re-election of Directors who retire in accordance with Clause 77(2) of the Constitution of the Company

   Clause 77(2) of the Constitution of the Company provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

   Pursuant to Clause 77(2) of the Constitution of the Company, YAM Tunku Azudinshah Ibni Tunku Annuar and Ms. Chan Lian Sei shall retire at the 28th AGM.

   The performance of the Directors who are recommended for re-election has been assessed through the Board annual evaluation. The Nominating Committee and the Board are satisfied with the performance and effectiveness of YAM Tunku Azudinshah Ibni Tunku Annuar and Ms. Chan Lian Sei, who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 28th AGM.

3. Ordinary Resolution 5 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

   The proposed Ordinary Resolution 5, seeking a renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

   There were no issuances of ordinary shares pursuant to the general mandate granted to the Directors at the 27th AGM held on 10 June 2025.

   Pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(3)(a) of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

   The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

4. Ordinary Resolution 6 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

   The Ordinary Resolution 6, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

   This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

5. Ordinary Resolutions 7 and 8 – Proposed Retention of YAM Tunku Azudinshah Ibni Tunku Annuar and Hj. Abdullah Bin Abdul Rahman as Independent Non-Executive Directors

   The Board, through the Nominating Committee, had conducted annual performance evaluation and assessment on YAM Tunku Azudinshah Ibni Tunku Annuar and Hj. Abdullah Bin Abdul Rahman, who are serving as an Independent Non-Executive Director for a cumulative term exceeding nine (9) years, and had recommended them to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

   - they fulfil the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, are able to bring independent and objective judgment to the Board as a whole;
   - their experience in the relevant industries has enabled them to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contribution and competence;
   - they have been with the Company for a certain period and therefore understands the Company's business operations which enables them to contribute actively and effectively during deliberations or discussions at Board and Board Committees' meetings;
   - they continue to be scrupulously independent in their thinking and in their effectiveness as constructive challengers of the Group MD and Executive Director; and
   - they exercise due care during their tenure as an independent non-executive Director and carried out their professional duties in the best interest of the Company and shareholders.

   Their profile is set out in the Profile of Directors on page 4 to 6 of the Company's Annual Report 2025.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:-

1. Details of individual who are standing for election as Directors (excluding Directors for re-election)

   No individual is seeking election as a Director at the 28th AGM of the Company.

2. General mandate for issue of securities in accordance with Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

   The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out under Explanatory Note.