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 not perused the contents of this Circular prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. 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 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-Eighth (28th) Annual General Meeting ("**AGM**") of the Company to be held at Clubhouse Dolomite Templer, No. 1, Persiaran DT, 48000 Rawang, Selangor on Wednesday, 10 June 2026 at 2:30 p.m. or any adjournment thereof.

The Notice of the 28th AGM and the Form of Proxy are set out in the Annual Report of OCR for the financial year ended 31 December 2025 dispatched 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 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 forty-eight (48) hours before the time stipulated for holding the meeting or any adjournment thereof. 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	: Monday, 8 June 2026 at 2:30 p.m.
Day, date and time of the 28th AGM	: Wednesday, 10 June 2026 at 2:30 p.m.

This Circular is dated 30 April 2026

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))
"CLS"	:	Chan Lian Sei is the Executive Director of the Company as well as OKH's spouse
"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 or holding Company
"ERSB"	:	Elegant Reward Sdn. Bhd. (200901015342 (858418-D))
"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 and/or Major Shareholder; (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 and/or Major Shareholder, is the sole beneficiary; (c) a partner of the Director and/or Major Shareholder; (d) a person, or where the person is a body corporate, the body corporate or its directors, 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 and/or Major Shareholder; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director and/or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the Director and/or Major Shareholder, or person connect with the Director and/or Major Shareholder are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the Director and/or Major Shareholder.

"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
"LPD"	:	1 April 2026, 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.
"OCRASB"	:	OCR Avenue Sdn. Bhd. (202201011606 (1457303-A))
"OCRCSB"	:	OCR Construction Sdn. Bhd. (201401042973 (1119151-W))
"OCRLDSB"	:	OCR Land Development Sdn. Bhd. (201801012568 (1274584-H))
"OCRLHSB"	:	OCR Land Holdings Sdn. Bhd. (198901003836 (181143-V))
"OCRTSB"	:	OCR Templer Sdn. Bhd. (202401013528 (1559378-M))
"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.
"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 25.218% and indirect interest of 9.647% 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))

"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 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
"TPSB"	:	The Pano Sdn. Bhd. [formerly known as OCR Noble Land (The Pano) Sdn. Bhd.] (201101020514 (948649- V))
"TPY"	:	Tan Poo Yot is the mother of OKH
"UOSB"	:	Unilink Outdoor Sdn. Bhd. (201101043097 (971217-U))
"VCSB"	:	Vinta Construction Sdn. Bhd. (198101000726 (66835-D))
"SBSB"	:	Stack Builder Sdn. Bhd. (201801039692 (1301723-X))
"SJCB"	:	Seni Jaya Corporation Berhad (199301025122 (279860-X))
"SJCB Group"	:	Seni Jaya Corporation Berhad and its group of companies
"SJPSB"	:	Seni Jaya Production Sdn. Bhd. (198901005037 (182345-P))
"SJSB"	:	Seni Jaya Sdn. Bhd. (198301014170 (109563-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:

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
W.P. Kuala Lumpur

30 April 2026

Board of Directors

YAM Tunku Azudinshah Ibni Tunku Annuar	*(Chairman / Independent Non-Executive Director)*
Ong Kah Hoe	*(Group Managing Director)*
Chan Lian Sei	*(Executive Director)*
Hj. Abdullah Bin Abdul Rahman	*(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 27th AGM of the Company held on 10 June 2025, 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 28th AGM of the Company unless authority for its renewal is obtained from the Shareholders.

The Company had on 22 April 2026 announced that the Company has proposed to seek its shareholders' approval in respect of the Proposed Renewal of Shareholders' Mandate for RRPT(s) at the forthcoming 28th 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 28th AGM of the Company, to be held at Clubhouse Dolomite Templer, No. 1, Persiaran DT, 48000 Rawang, Selangor on Wednesday, 10 June 2026 at 2:30 p.m. The Notice of the 28th AGM and the Form of Proxy are enclosed in the Annual Report 2025.

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 28TH 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 28th AGM shall take effect from the passing of the ordinary resolutions on the Proposed Shareholders' Mandate at OCR's 28th 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.(1)	100	Trading and provision of construction materials.
OCR Construction Sdn. Bhd. ("**OCRCSB**")	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, property development and investment holding.
Sunrise Meadow Sdn. Bhd.	100	Property development.
Kirana Masyhur Sdn. Bhd.(2)	100	Investment holding and project management consultation.
OCR Ventures Sdn. Bhd.	100	Property development and property investment.
Junjung Simfoni Sdn. Bhd.(2)	100	Engage in the business of investment holding, export and import of goods and real property management.
OCR Land Development Sdn. Bhd. ("**OCRLDSB**")	100	Property development.
Wonderland Projects Sdn. Bhd. ("**WPSB**")	100	Property investment holding and leasing of temporary structure space to tenants.

Name of Company	Effective Equity Interest (%)	Principal activities
OCR Development (Kuantan) Sdn. Bhd. ("**ODKSB**")	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.	85	Construction of residential and commercial properties.
O&C Makok Isola Sdn. Bhd. ("**OMISB**")	50.01	Property development.
Stack Builder Sdn. Bhd. ("**SBSB**")	50	Property development.
OCR Selayang Industrial Park Sdn. Bhd.	50	Investment holding, receiving rental and property development.
Associate of OCR Group Berhad		
OCR Properties (Kuantan) Sdn. Bhd. ("**OPKSB**")	40	Property development.
Subsidiary of Grand Superland Sdn. Bhd.		
Greatway Capital Sdn. Bhd.[(2)]	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. ("**OCRASB**")	100	Property investment.
OCR Templer Sdn. Bhd. ("**OCRTSB**")	100	Property development.
OCR Asra Sdn. Bhd.	100	Property development.

Name of Company	Effective Equity Interest (%)	Principal activities
Subsidiary of Grand Superland Sdn. Bhd.		
Visi Anggun Properties Sdn. Bhd.(2)	80	Construction of residential and commercial properties.
Subsidiary of Kirana Masyhur Sdn. Bhd.		
Mampan Esa (Melaka) Sdn. Bhd.	100	Property development and facilities management.
Subsidiary of Serba Simfoni Sdn. Bhd.		
Fotopop (M) Sdn. Bhd.(2)	100	Property Development.
Subsidiary of Kita Mampan Sdn. Bhd.		
AES Builders Sdn. Bhd.	100	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	Investment holding, construction and project management consultancy.

(1) The company was dormant during the financial year.
(2) The company had not commenced any business operations since the date of its incorporation

Due to the diversity of OCR Group's operations, it is anticipated that OCR Group would, in the ordinary 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 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.

4. NATURE OF TRANSACTIONS

Principal activities of the Related Parties are as follows:-

Related Parties		Principal Activities
ERSB	:	Principally engaged in property investment holding
GASB	:	Principally engaged in letting of real properties
OCRLHSB	:	Principally engaged in property investment, management and housing development
OPYSB	:	Principally engaged in property development activities
SJCB	:	Engaged in investment holding and the provision of management services to its subsidiaries, which include provision of production and media advertising, event and promotion services, general advertising, information technology services and investment holding.
SJPSB*	:	Production and fabrication of advertising display structures, supply of display materials and provision of advertising media.
SJSB*	:	Provision of media advertising services
TPSB	:	Principally engaged in property development activities
VCSB	:	Principally engaged on business of construction work and trading in construction material

Note:
** SJPSB and SJSB are 100% wholly-owned subsidiaries of SJCB.*

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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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th 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.**	3,500	-	3,500	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD. The remaining 65% interest in OCRLHSB was held by OKC (35%), TPY (15%), OKW (10%), and OYM (5%). They are persons connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.
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.**	10,000	-	10,000		
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.**	2,000	300	1,000		

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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OCRLHSB	OCRLDSB	OCRLDSB pays marketing fee to OCRLHSB for advertising and marketing for Stellar at Damansara. Marketing fee of up to 3% on the net development value of Stellar at Damansara.**	4,000	-	4,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of by virtue of his interest in 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD. The remaining 65% interest in OCRLHSB was held by OKC (35%), TPY (15%), OKW (10%), and OYM (5%). They are persons connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.
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.**	10,000	2,819	10,000		

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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th 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. Despite the construction work being completed at the end of November 2023, the final account was still pending from the subcontractors until the Certificate of Making Good Defects is issued.	10,000	45	10,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of OPYSB with a direct interest of 50% as at LPD. The remaining 50% of interest in OPYSB was held by OKC. OKC is the person connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group

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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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
VCSB	OCRCSB	OCRCSB awards a construction contract for The Mate at Damansara Jaya to VCSB. Comprised of 268 units of office suites and 4 units of retails located at Damansara Jaya, Petaling Jaya, Selangor.	20,000	13,329	20,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of VCSB with a direct interest of 35% as at LPD. The remaining 65% of interest in VCSB was held by OKC (35%), TPY (15%), OKW (10%) and OYM (5%). They are persons connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.
VCSB	ODKSB	ODKSB intends to award a construction contract for Vertex at Kuantan City Centre to VCSB. Comprised of 35 retail outlets and 2 blocks of service apartments with 978 units located at Lot 421, Kuantan, Pahang.	386,000	-	386,000		

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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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
VCSB	OPKSB	OPKSB awards a construction contract for PRIYA Kuantan to VCSB. Comprised of 978 units of single-storey terrace houses and 146 units of single-storey semi-detached homes, located at Kuantan, Pahang. Despite the construction work being completed on 1st quarter of 2024, the final account was still pending from the subcontractors until the Certificate of Making Good Defects is issued.	10,000	-	5,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of VCSB with a direct interest of 35% as at LPD. The remaining 65% of interest in VCSB was held by OKC (35%), TPY (15%), OKW (10%) and OYM (5%). They are persons connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.

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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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
VCSB	OCRLDSB	OCRLDSB intends to award a construction contract for Stellar at Damansara to VCSB. Comprised of 88 units of residentials at Kayu Ara, Petaling Jaya, Selangor.	75,000	-	75,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of VCSB with a direct interest of 35% as at LPD. The remaining 65% of interest in VCSB was held by OKC (35%), TPY (15%), OKW (10%) and OYM (5%). They are persons connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.
VCSB	SBSB	SBSB intends to award a construction contract in phases for Rumah Selangorku Project at Shah Alam to VCSB. Comprised of 2,892 units of affordable homes and 60 units of retail lots located at Lot 96079, Shah Alam, Selangor	200,000	-	200,000		
VCSB	OCRASB	OCRASB intend to award a project management and construction contract for logistics hub located at PT 12, Seksyen 15, Bandar Shah Alam, Daerah Petaling, Negeri Selangor.	400,000	-	400,000		

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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
GASB	OCR	OCR rents office premises from GASB as corporate headquarters. Particulars of the office premises 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	1,000	448	1,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of GASB with a direct interest of 74% as at LPD. The remaining 26% of interest in GASB was held by OKC. OKC is person connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.

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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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
SJPSB and/or SJSB	OCR	OCR rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	-	1,500	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB, SJCB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.232% and indirect interest of 4.503% by virtue of his interest in OCR and OCRLHSB, companies in which OKH deemed interested pursuant to Section 8 of the Act as at LPD. He is also one of the Directors of SJPSB and SJSB.
SJPSB and/or SJSB	OMISB	OMISB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	-	1,500		
SJPSB and/or SJSB	ODKSB	ODKSB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	-	1,500		
SJPSB and/or SJSB	OCRCSB	OCRCSB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	-	1,500		

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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
SJPSB and/or SJSB	OCRLDSB	OCRLDSB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	-	1,500	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB, SJCB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is the Executive Director of SJCB and a major shareholder of SJCB with a direct interest of 6.232% and indirect interest of 4.503% by virtue of his interest in OCR and OCRLHSB, companies in which OKH deemed interested pursuant to Section 8 of the Act as at LPD. He is also one of the Directors of SJPSB and SJSB.
SJPSB and/or SJSB	SBSB	SBSB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	100	1,500		
SJPSB and/or SJSB	WPSB	WPSB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	-	1,500		
SJPSB and/or SJSB	OCRTSB	OCRTSB rents the billboard from SJPSB and/or SJSB for advertising and marketing projects purposes. Renting Period: 1 year/ Annual renewal	1,500	91	1,500		

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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
ERSB	OCR	OCR intends to rent The Mate office and retail units from ERSB for office use, with the intention of relocating its entire operations to The Mate. <u>Particulars of the office and retail</u> Retail unit G-01, G-02, G-03, G-03A & G-05, 21-01, The Mate @ Damansara Jaya <u>Tenancy Period:</u> - 3 years / every 3-year renewal for rental of retail - 5 years / every 5-year renewal for rental of office <u>Payment of Rental</u> The payment of rentals is to be made on an equal pro-rated monthly basis.	2,000	-	2,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB, SJCB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of ERSB with a direct interest of 81% as at LPD. The remaining 19% of interest in ERSB was held by OYM. OYM is person connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.

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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	Transacting party within OCR Group	Nature of Transaction	Estimated Value as disclosed in the Circular dated 30 April 2025 (RM'000)	Actual Value Transacted (from the date of last AGM held on 10 June 2025 up to LPD) (RM'000)	*Estimated Value of transaction from the date of forthcoming 28th AGM to the date to next AGM (RM'000)	Interested Directors, Major Shareholders and Persons Connected	Nature of relationship
OCRLHSB	OCRTSB	OCRTSB pays marketing fee to OCRLHSB for advertising and marketing for D'Templer Hilltop Residences Marketing fee of up to 3% on the net development value of D'Templer Hilltop Residences.**	9,000	-	9,000	OKH *(Interested Director and Major Shareholder)* OKC, TPY, OKW, OYM, CLS, OCRLHSB *(Person connected to OKH)*	● OKH is the Group Managing Director of OCR and a major shareholder of OCR with a direct interest of by virtue of his interest in 25.218% and indirect interest of 9.647% 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. ● OKH is a director and major shareholder of OCRLHSB with a direct interest of 35% as at LPD. The remaining 65% interest in OCRLHSB was held by OKC (35%), TPY (15%), OKW (10%), and OYM (5%). They are persons connected to OKH, the Interested Directors, and Major Shareholders of the OCR Group.

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.

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Notes (con't):

1. The status of the property development/construction projects

Name of Projects	Commencement date	Status	Percentage of Completion (%)	Expected Completion Date
ISOLA KLCC	2 May 2017	Completed	100	1st quarter of 2025
PRIYA Kuantan	1 March 2018	Completed	100	1st quarter of 2024
The Mate, Damansara Jaya	29 March 2021	Completed	100	4th quarter of 2025
Stellar, Damansara	10 December 2022	On-going	35.4	31 December 2026
Residensi Akasia	2nd quarter of 2024	On-going	54.1	2027
YOLO Signature Suite, Bandar Sunway	3 September 2018	Completed	100	End of November 2023
D'Templer Hilltop Residences	2nd half of 2025	On-going	7.0	End of 2027

2. The Board hereby confirms and will ensure that the RRPTs that are contemplated under the Proposal Shareholders' Mandate comply with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under Items 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

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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 deliberation and 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 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 2025, 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 (RM'000)
	< 1 year	>1 year to 3 years	>3 years to 5 years	>5 years	
OPYSB awarded a construction contract for YOLO Project to OCRCSB	-	25,475	-	-	25,475
TPSB awards a construction contract for The Pano Project to OCRCSB.	-	6,361	-	-	7,361
Total	**-**	**31,836**	**-**	-	**31,836**

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**") was completed in the end of November 2023.

As at LPD, there is a sum of RM 25,475,000 yet to be collected due to the issuance of final account is still pending. During the financial year 31 December 2024, there was repayment received from OPYSB amounted to RM4,101,000.

TPSB 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 was completed in 2022.

As at LPD, there was RM11,000,000 collected from both OPYSB and TPSB.

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 have 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 6 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 minority 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 minority 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.

The Audit and Risk Management Committee of the Company have seen and reviewed the procedures set out in Section 6 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.

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

Based on the Register of Substantial Shareholders 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	%
Interested Director and Major Shareholder				
Ong Kah Hoe	842,508,549	25.218	322,289,400	9.647(1)
Persons Connected				
Ong Kim Chong @ Ong Hwee Choo	2,500,000	0.075	310,125,600	9.283(2)
Tan Poo Yot	2,600,000	0.078	-	-
Ong Kah Wee	3,681,900	0.110	-	-
Ong Yew Ming	3,381,900	0.101	-	-
Chan Lian Sei	-	-	-	-
OCR Land Holdings Sdn Bhd	310,125,600	9.283	-	-
Seni Jaya Corporation Berhad	-	-	-	-

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) Deemed interested by virtue of his interest in OCRLHSB pursuant to Section 8 of the Act

The Interested Director and Major Shareholder, OKH, as well as persons connected to OKH, including CLS, will abstain from all deliberations and voting at Board meetings pertaining to the Proposed Shareholders' Mandate.

In addition, OKH, and person connected to OKH, which have any interest, direct or indirect, in the Proposed Shareholders' Mandate, will abstain from voting in respect of their direct and/or indirect shareholding on the resolution approving the Proposed Shareholders' Mandate at the forthcoming 28th AGM. OKH have undertaken that he will ensure that the person connected with him will abstain from voting on the resolution deliberating or approving the Proposed Shareholders' Mandate at the forthcoming 28th 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 28th AGM to be convened.

13. BOARD'S RECOMMENDATION

The Board, (except for OKH and CLS) 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 and CLS) 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 28th AGM.

14. 28TH AGM

The 28th AGM of the Company, the notice of which is enclosed together with the Annual Report 2025 of the Company, will be held at Clubhouse Dolomite Templer, No. 1, Persiaran DT, 48000 Rawang, Selangor on Wednesday, 10 June 2026 at 2:30 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 28th AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report 2025 in accordance with the instructions printed therein as soon as possible so as to arrive 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 forty-eight (48) hours before the time set for the 28th AGM or any adjournment thereof.

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, the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge 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:

Kuala Lumpur High Court in Civil Suit No. WA-22C-73-10/24

OMISB v Jetson Construction Sdn Bhd (now known as Hectamark Construction Sdn Bhd (in liquidation) ("**HCSB**") and Kumpulan Jetson Berhad ("**KJB**")

OMISB, a 50.01% owned subsidiary of our Company, appointed HCSB as main contractor to carry out the construction of the main building and external works ("**Contract**") for Isola @ KLCC project.

OMISB commenced legal action against HCSB and KJB vide the Writ of Summons dated 3 October 2024 and the Amended Statement of Claim re-dated 24 October 2024 filed with the Kuala Lumpur High Court ("**Suit**"). The Suit was filed against HCSB and KJB due to HCSB's failure to remedy its breaches and defaults under the Contract, and OMISB's enforcement of the Corporate Guarantee dated 30 January 2022 issued by KJB.

In the Suit, OMISB's claim against JCSB and KJB is approximately RM66,000,000 and RM4,400,000. JCSB has filed a counterclaim for approximately RM40,000,000.

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:

Execution of the Sale And Purchase Agreement entered between OCRASB, Magna Ecocity Sdn. Bhd. And Twinicon (M) Sdn. Bhd.

On 24 March 2026, **OCRASB**, an indirect wholly-owned subsidiary of the Company entered into a Sale and Purchase Agreement (**"SPA"**) with Magna Ecocity Sdn. Bhd. as Registered Proprietor and Twinicon (M) Sdn. Bhd. as Purchaser to sell a portion of development property to be developed measuring approximately 4.58 acres in area (the "**Sale Land**") from all that piece of 99 years leasehold lands held under No. Hakmilik PN 344295, Lot No. 10469 Seksyen 15, Bandar Shah Alam, Daerah Petaling, Negeri Selangor (previously known as No. Hakmilik H.S.(D) 16667, No. PT 12 Seksyen 15, Bandar Shah Alam, Daerah Petaling, Negeri Selangor) measuring approximately 8.0937 hectares in area for a total consideration of Ringgit Malaysia Forty Five Million (RM45,000,000.00) only.

Heads of Agreement in relation to the Proposed Acquisition of 49% equity interest in Chester Properties Sdn Bhd ("Chester Properties")

On, 25 March 2026, the Company entered into a heads of agreement with Dato' Howard Chew Si Hoo ("**Dato' Howard**" or "**Vendor**") for the proposed acquisition by OCR of 49% equity interest in Chester Properties for a purchase consideration to be negotiated and agreed upon ("**Purchase Consideration**") which will be satisfied entirely via issuance of new ordinary shares in OCR ("**OCR Shares**") ("**Consideration Shares**") ("**Proposed Acquisition**") ("**HOA**").

The Purchase Consideration shall be mutually agreed upon between OCR and Dato' Howard ("**the Parties**") following the completion of the due diligence exercise, and to be set out in the Definitive Agreement will be entered into between the Parties within 70 days following the date of the HOA or such further extended date as the Parties may mutually agree upon.

The Parties agree that the Purchase Consideration for the Proposed Acquisition shall be satisfied entirely via the allotment and issuance of the Consideration Shares at the issue price of RM0.041 per OCR Share.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at OCR's Registered Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur 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 28th AGM:-

a. the Constitution of the Company;

b. the audited consolidated financial statements of our Group for the past two (2) financial year ended 31 December 2024 and year ended 31 December 2025;

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.