OVERSEA ENTERPRISE BERHAD

Registration No. 199401031473 (317155-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First ("**31st**") Annual General Meeting ("**AGM**") of Oversea Enterprise Berhad ("**the Company**") will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 26 November 2026** at **10.30 a.m.** or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 ("**FYE 30 June 2026**") together with the Reports of the Directors and the Auditors thereon. **(See Explanatory Note 8)**
2. To approve the payment of Directors' Fees up to RM325,000 from 27 November 2026 until the conclusion of the next AGM of the Company, payable monthly in arrears after each completed month of service. **Ordinary Resolution 1**
3. To re-elect Ms. Tang Yee Ling as a Director who retires pursuant to Clause 21.6 of the Company's Constitution, and being eligible, has offered herself for re-election. **Ordinary Resolution 2 (See Explanatory Note 9)**
4. To re-elect Mr. Tan Aik Heang as a Director who retires pursuant to Clause 21.10 of the Company's Constitution, and being eligible, has offered himself for re-election. **Ordinary Resolution 3 (See Explanatory Note 9)**
5. To re-appoint UHY Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4 (See Explanatory Note 10)**

AS SPECIAL BUSINESS

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

6. **Payment of Benefits Payable to the Directors**

   "**THAT** the benefits payable to the Directors of the Company up to an amount of RM10,000 from 27 November 2026 until the conclusion of the next AGM of the Company, pursuant to Section 230(1) of the Companies Act 2016 ("**CA 2016**"), be and are hereby approved." **Ordinary Resolution 5 (See Explanatory Note 11)**

7. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the CA 2016 ("Proposed General Mandate")** **Ordinary Resolution 6 (See Explanatory Note 12)**

   "**THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

   THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 16.5 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

   AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

8. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC NO. 202008002451)
ADELINE TANG KOON LING (LS 0009611)
(SSM PC NO. 202008002271)
Company Secretaries

Selangor Darul Ehsan
30 October 2026

Notes:

(A) Information for Members/Proxies

1. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 16 November 2026. Only a depositor whose name appears on the Record of Depositors as at 16 November 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy. There is no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
3. To be valid, the Form of Proxy, duly completed, must be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting of members or adjourned meeting of members, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid:
   (a) By electronic means via email: The Form of Proxy must be received via email at sharereg@prosec.com.my
   (b) By electronic means via facsimile: The Form of Proxy must be received via facsimile at +603-3008 1124
   (c) In hardcopy form: The Form of Proxy must be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.
4. A member shall not appoint more than 2 proxies to attend at the same meeting and the appointment shall be invalid unless the member specified the proportions of his/her holdings to be represented by each proxy.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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.
6. If the appointor is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
7. Any notice of termination of a person's authority to act as proxy must be in writing and be deposited at the registered office of the Company or at such other place within Malaysia as permitted under Clause 20.17 of the Company's Constitution, or conveyed in person by the member to the Share Registrar of the Company, before the commencement of the AGM or any adjournment thereof.

   Unless the Company receives the notice of termination before the commencement at the AGM or any adjournment thereof, the termination of proxy's authority shall not affect the matters specified under Section 338(1) of the CA 2016.

Explanatory Notes to Ordinary Business:

8. Item 1 of the Agenda – Audited Financial Statements for the FYE 30 June 2026

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

9. Ordinary Resolution 2 – Re-election of Ms. Tang Yee Ling as Director who retires pursuant to the Clause 21.6 of the Company's Constitution

   Ordinary Resolution 3 – Re-election of Mr. Tan Aik Heang as Director pursuant to the Clause 21.10 of the Company's Constitution

   (collectively referred to as the "**Retiring Directors**")

   The Board of Directors ("**Board**"), through the Nomination and Remuneration Committee ("**NRC**"), has assessed the suitability of the Retiring Directors for re-election, taking into consideration their character, experience, integrity, competence and time commitment in discharging their responsibilities as Directors of the Company.

   The Board is also satisfied that the Retiring Directors continue to meet the independence criteria under the AMLR of Bursa Securities and remain independent in exercising their judgement as Independent Non-Executive Directors.

   The respective Retiring Directors abstained from deliberation on their own re-election at the Board meeting.

   Having considered the recommendation of the NRC, the Board recommends the re-election of the Retiring Directors for shareholders' approval at the forthcoming 31st AGM.

10. Ordinary Resolution 4 – Re-appointment of Auditors

    The Audit and Risk Management Committee ("**ARMC**") have assessed the suitability, objectivity and independence of UHY Malaysia PLT and recommended its re-appointment as Auditors of the Company for the financial year ending 30 June 2027. UHY Malaysia PLT has expressed its willingness to continue in office. The Board, having considered the recommendation of the ARMC, recommends the re-appointment of UHY Malaysia PLT for shareholders' approval at the forthcoming 31st AGM.

Explanatory Notes to Special Business:

11. Ordinary Resolution 5 – Payment of Benefits Payable to the Directors

    The benefits payable to the Directors pursuant to Section 230(1) of the CA 2016 have been reviewed by the NRC and the Board of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from 31st AGM to the next AGM in the year 2027. The benefits comprised of meeting allowances.

12. Ordinary Resolution 6 – Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the CA 2016.

    The proposed resolution is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed resolution, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

    The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

    By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 16.5 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

    As at the date of this notice, no new shares have been allotted and issued pursuant to the general mandate granted to the Directors at the 30th AGM held on 26 November 2025. Accordingly, no proceeds were raised from the previous general mandate, which will lapse at the conclusion of the 31st AGM.

    The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

Personal Data Privacy

By registering to attend, participate, speak and vote at the AGM and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, participate, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's ("or its agents") compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's ("or its agents") processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

STATEMENT ACCOMPANYING NOTICE OF THE 31ST AGM
(Pursuant to Rule 8.29(2) of the AMLR of Bursa Securities)

1. Details of Individuals Standing for Election as Directors (Excluding Directors Standing for Re-election)

There are no individuals standing for election as Directors at the forthcoming 31st AGM of the Company, other than the Directors standing for re-election as set out in the Notice of the 31st AGM.

2. General Mandate for Issue of Securities

The Company will seek shareholders' approval for the proposed renewal of the general mandate for the allotment and issuance of shares pursuant to Sections 75 and 76 of the CA 2016 and Rule 6.04 of the AMLR of Bursa Securities.

Further details of the proposed general mandate, including the information required under Rule 6.04(3) of the AMLR, are set out in Explanatory Note 12 to Ordinary Resolution 6 in the Notice of the 31st AGM.