



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Seventh Annual General Meeting of stockholders of Oriental Holdings Berhad ("the Company") will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang on Wednesday, 12 June 2019 at 2.30 pm for the following purposes:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' Report and Auditors' Report thereon.
2. To declare a Final Single Tier Dividend of 8 sen per ordinary stock and a Special Final Single Tier Dividend of 20 sen per ordinary stock for the financial year ended 31 December 2018. Ordinary Resolution 1
3. To re-elect the following Directors who retire in accordance with Clause 103 of the Company's Constitution:
 - (a) Dato' Seri Lim Su Tong Ordinary Resolution 2
 - (b) Ms Mary Geraldine Phipps Ordinary Resolution 3
 - (c) Dato' Sri Datuk Wira Tan Hui Jing Ordinary Resolution 4
4. To approve the Directors' Fees of up to RM2,250,000 and benefits payable to the Directors up to an aggregate amount of RM80,000 for the period commencing this Annual General Meeting ("AGM") through to the next AGM of the Company in 2020. Ordinary Resolution 5
5. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

As Special Business, to consider and if thought fit, to pass with or without any modification, the following Resolutions:

6. **Proposed Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** Ordinary Resolution 7
"THAT, pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a general mandate of the Stockholders be and is hereby granted to the Company and/or its subsidiaries to enter into the recurrent arrangements or transactions of a revenue or trading nature, as set out in the Company's Circular to Stockholders dated 30 April 2019 ("the Circular") with any person who is a related party as described in the Circular, provided that such transactions are undertaken in the ordinary course of business, on an arm's length basis, and on normal commercial terms, or on terms not more favourable to the Related Party than those generally available to the public and are not, in the Company's opinion, detrimental to the minority stockholders; and that disclosure will be made in the annual report of the aggregate value of transactions conducted during the financial year.
AND THAT such approval shall continue to be in force until:
 - (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
 - (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 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Stockholders' Mandate."



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7. **Proposed Renewal of Authority to Buy-Back its Own Stocks**

Ordinary Resolution 8

"THAT, subject to compliance with Section 127 of the Companies Act, 2016 (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities, approval be and is hereby given to the Company to utilise up to RM541.0 million which represents the audited retained profits reserve of the Company as at 31 December 2018, otherwise available for dividend for the time being, to purchase on Bursa Malaysia Securities Berhad its own stocks up to 62,039,363 ordinary stocks representing 10% of the total number of issued stocks of the Company of 620,393,638 ordinary stocks as at 31 March 2019 (including 31,808 Stocks retained as Treasury Stocks).

AND THAT upon completion of the purchase(s) of the Stocks by the Company, the Stocks shall be dealt with in the following manner:

- (a) to cancel the Stocks so purchased; or
- (b) to retain the Stocks so purchased as Treasury Stocks for distribution as dividends to the stockholders and/or resell on the market of Bursa Malaysia Securities Berhad; or
- (c) to retain part of the Stocks so purchased as Treasury Stocks and cancel the remainder or

in such manner as Bursa Malaysia Securities Berhad and such other relevant authorities may allow from time to time.

AND THAT such authority from the stockholders would be effective immediately upon the passing of this Ordinary Resolution and will continue in force until:

- (a) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by Ordinary Resolution in a general meeting of stockholders of the Company) but not so as to prejudice the completion of a purchase by the Company or any person before the aforesaid expiry date, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities;

FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement or to effect the purchase of OHB Stocks."

8. **Retention as Independent Non-Executive Director**

Ordinary Resolution 9

"THAT Ms Mary Geraldine Phipps be and is hereby retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance until the conclusion of the next AGM."

9. To transact any other businesses of which due notice shall have been given in accordance with the Company's Constitution.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)

ONG TZE-EN (MAICSA 7026537)

Joint Company Secretaries

Penang, 30 April 2019



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Notes on proxy and voting:

1. A proxy may but need not be a member of the Company.
2. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Penang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it may holds with ordinary stocks of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary stocks in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. If the appointer is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or an attorney duly authorised.
7. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 31 May 2019 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes on the resolutions:

1. The Ordinary Resolution 5, is to seek stockholders' approval for fees and benefits payable to the Directors which have been reviewed and approved by the Remuneration Committee and the Board of Directors of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company in 2020. The amount of Directors' Fees and benefits is computed based on the anticipated number of Board and Board Committee meetings, assuming full attendance by all the Directors. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled Board and Board Committees' meetings and/or for the formation of additional Board Committees. Please refer the Corporate Governance Overview Statement and Corporate Governance Report for details of the fees and benefits payable for the Directors.
2. **Ordinary Resolution 7 pursuant to Proposed Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
This Ordinary Resolution, if passed, will approve the stockholders' mandate on Recurrent Related Party Transactions and allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This approval shall continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by the law to be held or revoked/varied by resolution passed by the stockholders in a general meeting whichever is the earlier.



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3. **Ordinary Resolution 8 pursuant to Proposed Renewal of Authority to Buy-Back its Own Stocks**
This Ordinary Resolution, if passed, will allow the Company to purchase its own stocks. The total number of stocks purchased shall not exceed 62,039,363 stocks representing 10% of the total number of issued share capital of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expires at the next AGM of the Company.
4. **Ordinary Resolution 9 pursuant to retention of Ms Mary Geraldine Phipps as Independent Non-Executive Director**
Ms Mary Geraldine Phipps ("Ms Phipps") was appointed as an Independent Non-Executive Director on 14 August 2009. She has served the Company as an Independent Non-Executive Director for more than nine (9) years as at the date of the notice of the Fifty-Seventh AGM. The Nominating Committee has assessed the independence of Ms Phipps and noted that Ms Phipps meets the independence guidelines as set out in Chapter 1 and Practice Note 13 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Ms Phipps has demonstrated complete independence in character and judgement. The Board, therefore, considers Ms Phipps to be independent and recommends Ms Phipps to remain as an Independent Non-Executive Director.

Statement of Accompanying Notice of AGM

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1. No individual is standing for election as a Director at the forthcoming AGM of the Company.



DIVIDEND ANNOUNCEMENT

NOTICE IS HEREBY GIVEN that a Depositor shall qualify for entitlement to the Final Single Tier Dividend of 8 sen per ordinary stock and a Special Final Single Tier Dividend of 20 sen per ordinary stock only in respect of:

- (a) Stocks transferred into the Depositor's Securities Account before 4.00 pm on 28 June 2019 in respect of ordinary transfers; and
- (b) Stocks bought on Bursa Malaysia Securities Berhad on a cum dividend entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

The Final Single Tier Dividend and a Special Final Single Tier Dividend, if approved, will be paid on 11 July 2019 to Depositors registered in the Records of Depositors at the close of business on 28 June 2019.