

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

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Bursa Securities has not perused the contents of the Proposed Renewal of Stockholders’ Mandate, pursuant to the provisions of Practice Note 18 of Main Market Listing Requirements of Bursa Securities.



ORIENTAL HOLDINGS BERHAD
Registration No. 196301000446 (5286-U)
(Incorporated in Malaysia)

CIRCULAR TO STOCKHOLDERS

in relation to

**PROPOSED RENEWAL OF STOCKHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The above proposal will be tabled as Special Business at Oriental Holdings Berhad’s 61st Annual General Meeting (“AGM”) which will be held as a virtual meeting conducted through online streaming and Remote Participation and Voting (“RPV”) Facilities via Vote2U Online at <https://web.vote2u.my>. The Notice of 61st AGM of the Company and the Form of Proxy are published on the Company’s corporate website at www.ohb.com.my together with this Circular.

You are requested to complete the Form of Proxy for the 61st AGM and deposited it at the Registered Office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Penang or via Vote2U Online at <https://web.vote2u.my> not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof should you unable to attend the meeting. The lodging 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 : Tuesday, 13 June 2023 at 2.30 pm

Day, date and time of the AGM : Thursday, 15 June 2023 at 2.30 pm or at any adjournment thereof

This Circular is dated 28 April 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Malaysian Companies Act, 2016 as amended from time to time and any re-enactment thereof
“AAP”	: Armstrong Auto Parts Sdn. Berhad
“AC” or “Audit Committee”	: Audit Committee of OHB
“AGM”	: Annual General Meeting
“AI”	: Armstrong Industries Sdn. Bhd.
“Bayview”	: Bayview International Sdn. Bhd.
“Bayview Hotel”	: Bayview Hotel Sdn. Bhd.
“Board” or “Board of Directors”	: The Board of Directors of OHB
“BSCB”	: Boon Siew Credit Berhad
“BSD”	: Boon Siew Development Sdn. Bhd.
“BSH”	: Boon Siew Honda Sdn. Bhd.
“BSSB”	: Boon Siew Sdn. Bhd.
“BSSB Group”	: Boon Siew Sdn. Bhd. and its subsidiary/associated companies
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CD”	: Chainferry Development Sdn. Berhad
“CMSA”	: Capital Markets and Services Act 2007
“CV Belly”	: CV Belly Brothers Corporation
“Director(s)”	: Shall have the meaning given in Section 2(1) of the CMSA 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 of OHB or any other company which is its subsidiary or holding company or a Chief Executive Officer of OHB, its subsidiaries or holding company
“DF”	: Dragon Frontier Sdn. Bhd.
“HICOM”	: Hicom-Teck See Manufacturing Sdn. Bhd.
“KTSC”	: Kasai Teck See Co., Ltd.
“Kasai Kogyo”	: Kasai Kogyo Co., Ltd.
“KTSM”	: Kasai Teck See (Malaysia) Sdn. Bhd.
“KM”	: Kah Motor Company Sdn. Berhad
“LME”	: Lipro Mold Engineering Sdn. Bhd.

DEFINITIONS (cont'd)

“Major Shareholder”	: A person who has an interest or interests in one or more voting shares in the corporation and the number, or aggregate number of those shares is:- (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of the voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act. A major shareholder 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 the Company or any other company which is its subsidiary or holding company
“MMLR”	: Main Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
“MSMC”	: Melaka Straits Medical Centre Sdn. Bhd.
“NILAM”	: Nilam Healthcare Education Centre Sdn. Bhd.
“NMET”	: North Malaya Engineers Trading Company Sdn. Berhad
“Nuwata”	: Nuwata Sdn. Bhd.
“OHB” or “the Company”	: Oriental Holdings Berhad
“OHB Group” or “the Group”	: OHB and its subsidiaries
“OHB Stocks” or “Stocks”	: Issued Stocks in the Company
“ONDE”	: Oriental Nichinan Design Engineering Sdn. Bhd.
“OR”	: Oriental Realty Sdn. Berhad
“ORPO”	: Oriental Rubber & Palm Oil Sdn. Berhad
“Ordinary Resolution”	: The Ordinary Resolution pertaining to the Proposal
“person connected”	: Such person, in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories: a) A family member (spouse; parent; child including an adopted child and step-child; brother or sister; spouse of child, brother, sister) of the said Person; b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; c) A partner of the said Person; 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 said Person; 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 said Person is accustomed or is under an obligation, whether formal or informal, to act; f) A body corporate in which the said Person, or persons connected with the said Person 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 said Person.

DEFINITIONS (cont'd)

“Proposal” or “Proposed Mandate”	: Proposed renewal of stockholders’ mandate for OHB Group to enter into Recurrent Related Parties Transactions
“PT BSSP”	: PT Bumi Sawit Sukses Pratama
“PT DAM”	: PT Dapo Agro Makmur
“PT GML”	: PT Gunung Maras Lestari
“PT GPL”	: PT Gunung Pelawan Lestari
“PT GSBL”	: PT Gunungsawit Binalestari
“PT GSSL”	: PT Gunung Sawit Selatan Lestari
“PT Kasai”	: PT Kasai Teck See Indonesia
“PT MKCS”	: PT Multi Karya Cipta Selaras
“PT PPA”	: PT Pratama Palm Abadi
“PT SAP”	: PT Surya Agro Persada
“PT SSL”	: PT Sumatera Sawit Lestari
“Related Party”	: A director, major stockholder/shareholder or a person connected with such a director or a major stockholder/shareholder
“Related Party Transaction”	: A transaction entered into by OHB or any of its subsidiaries which involves the interest, direct or indirect, of a Related Party
“Recurrent Related Party Transactions” or “RRPT”	: Transactions with Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for the OHB Group’s day-to-day operations and are in the ordinary course of business of the OHB Group
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“SOC”	: Syarikat Oriental Credit Berhad
“SU”	: Simen Utara Sdn. Bhd.
“SLP”	: Star Life Pharma Sdn. Bhd.
“SOAM”	: Selasih OAM Sdn. Bhd.
“TSB”	: Taman Sri Bunga Sdn. Bhd.
“TSS”	: Taman Sri Setia Sdn. Bhd.
“U Mix (Pg)”	: Unique Mix (Penang) Sdn. Bhd.

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ORIENTAL HOLDINGS BERHAD
Registration No. 196301000446 (5286-U)
(Incorporated in Malaysia)

Registered Office:
170-09-01, Livingston Tower, Jalan Argyll
10050 George Town, Penang

28 April 2023

Board of Directors:

Datuk Loh Kian Chong, Executive Chairman
Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK), Group Managing Director
Dato' Seri Lim Su Tong @ Lim Chee Tong, Group Managing Director
Ms Tan Kheng Hwee, Executive Director
Dato' Sri Datuk Wira Tan Hui Jing, Executive Director
Ms Mary Geraldine Phipps, Independent Non-Executive Director
Mr Lee Kean Teong, Independent Non-Executive Director
Puan Nazriah Binti Shaik Alawdin, Independent Non-Executive Director
Mr Mitsuharu Funase, Non-Independent Non-Executive Director
Datin Loh Ean, Alternate Director to Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)

To: The Stockholders of Oriental Holdings Berhad

Dear Sir/Madam

PROPOSED RENEWAL OF STOCKHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the AGM of the Company held on 15 June 2022, stockholders had approved a mandate for the Company and/or its subsidiaries to enter into arrangements or recurrent transactions with related parties which are necessary for OHB Group's day-to-day operations, in the ordinary course of business, and on terms not more favourable to the related party than those generally available to the public.

Accordingly, the Company had, on 12 April 2023, announced that the Directors proposed to seek renewal of authorisation from stockholders of the Proposed Mandate.

The purpose of this Circular is to provide you with the details pertaining to the Proposed Mandate and to seek your approval for the related resolutions which will be tabled at the forthcoming AGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED MANDATE

2.1 Provision under the MMLR

Paragraph 10.09(2) of the MMLR provides that a listed issuer may seek a stockholders' mandate in respect of recurrent transactions with related parties which are of a revenue or trading nature and are necessary for its day-to-day operations subject to the following:-

2.1 Provision under the MMLR (cont'd)

- (a) 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;
- (b) the stockholders' mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the stockholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under subparagraph 10.09(1);
- (c) the Company's circular to stockholders for the stockholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the stockholders' mandate, the interested directors, interested major stockholders or interested person connected with a director or major stockholder; and where it involves the interest of a person connected with a director or major stockholder, such director or major stockholder, must not vote on the resolution approving the transactions. An interested director or interested major stockholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of RRPT entered by the listed issuer, exceeds the estimated value of the recurrent related party transactions disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Classes of Related Parties

RRPT in OHB Group can be categorised under six groups of related party.

2.2.1 TABLE A – Boon Siew Sdn Bhd (“BSSB”) Group and their interests

The related party, BSSB Group is interested by virtue of being the major stockholder of OHB and the collective management control exercised by Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK), Dato' Seri Lim Su Tong, Ms Tan Kheng Hwee and Dato' Sri Datuk Wira Tan Hui Jing who are also Directors of OHB. Their shareholdings and shareholdings of persons connected to them in BSSB are as follows:

Interested Party – Directors	Direct and Indirect Shareholdings as at 31 March 2023			
	Direct	%	Indirect	%
Datuk Loh Kian Chong	-	-	22,786,740 ⁽¹⁾	38.0
Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)*	-	-	-	-
Dato' Seri Lim Su Tong [#]	-	-	-	-
Datin Loh Ean	-	-	6,600,000 ⁽²⁾	11.0
Tan Kheng Hwee	-	-	6,600,000 ⁽³⁾	11.0
Dato' Sri Datuk Wira Tan Hui Jing	-	-	6,600,000 ⁽⁴⁾	11.0
Dr Tan Hui Ling	-	-	6,600,000 ⁽⁵⁾	11.0
Dato' Lim Kean Seng	-	-	6,600,000 ⁽⁶⁾	11.0
Lim Ee Ling	-	-	6,600,000 ⁽⁷⁾	11.0
Lim Ee Hean	-	-	6,600,000 ⁽⁸⁾	11.0
Tan Hui Ming	-	-	6,600,000 ⁽⁹⁾	11.0
Dato' Seri Loh Cheng Yeap	-	-	6,600,000 ⁽¹⁰⁾	11.0

2.2.1 TABLE A – Boon Siew Sdn Bhd (“BSSB”) Group and their interests (cont’d)

Notes:

- (1) *The indirect shareholdings are held by Datuk Loh Kian Chong via Boontong Estates Sdn Bhd, Bayview Hotel Sdn Bhd and Loh Kar Bee Holdings Sdn Bhd. He is deemed interested as he has indirect interests of 92.7%, 65.3% and direct interest of 61% respectively in these companies. He is a director of BSSB, BSD, Bayview Hotel, Bayview, ORPO, OR, SLP, BSCB, MSMC, Nuwata, NMET, PT GSSL, PT DAM, PT PPA, PT SSL, PT SAP and PT BSSP. He is also alternate director of KM and CD.*
 - (2) *The indirect shareholding is held by Datin Loh Ean, the spouse of Dato’ Robert Wong Lum Kong, DSSA, JP, CMJA (UK) via Loh Ean Holdings Sdn. Bhd., a company owned by the family members in which she is also a director. She is a director of BSD, Bayview Hotel, CD, PT GSBL, PT GSSL, PT DAM, PT PPA, PT GML, PT SSL, PT SAP and PT BSSP. She is also alternate director of BSSB, Bayview, ORPO, KM, OR, SOC and NMET. She retired as a director of MSMC on 7 March 2023.*
 - (3) *The indirect shareholding is held by Ms Tan Kheng Hwee via Loh Cheng Yean Holdings Sdn Bhd. She is deemed interested via her interests of 25% in Loh Cheng Yean Holdings Sdn Bhd. She is an alternate director of BSSB, KM and Bayview Hotel. She is the director of BSD, OR, BSCB, SOC, NMET, Bayview and ORPO.*
 - (4) *The indirect shareholding is held by Dato’ Sri Datuk Wira Tan Hui Jing via Loh Gim Ean Holdings Sdn. Bhd. He is deemed interested via his interest of 21.8% in Loh Gim Ean Holdings Sdn. Bhd. He is a director of CD, Bayview Hotel, NILAM, Bayview and MSMC. He is an alternate director of BSSB, NMET, ORPO, KM and BSD.*
 - (5) *The indirect shareholding is held by Dr Tan Hui Ling via Loh Gim Ean Holdings Sdn. Bhd. She is deemed interested via her interest of 18.8% in Loh Gim Ean Holdings Sdn. Bhd. She is a director of MSMC, SLP and NILAM.*
 - (6) *The indirect shareholding is held by Dato’ Lim Kean Seng, the son of Dato’ Seri Lim Su Tong, via Loh Phoy Yen Holdings Sdn Bhd. He is deemed interested via his interests of 50% in Loh Phoy Yen Holdings Sdn Bhd. He is an alternate director of TSS, BSSB, U Mix (Pg) and KM and a director of BSD, Bayview Hotel, ORPO, Nuwata and TSB. He resigned as a director of Bayview on 2 March 2023.*
 - (7) *The indirect shareholding is held by Ms Lim Ee Ling, the daughter of Dato’ Seri Lim Su Tong, via Loh Phoy Yen Holdings Sdn Bhd. She is deemed interested via her interests of 25% in Loh Phoy Yen Holdings Sdn Bhd.*
 - (8) *The indirect shareholding is held by Ms Lim Ee Hean, the daughter of Dato’ Seri Lim Su Tong, via Loh Phoy Yen Holdings Sdn Bhd. She is deemed interested via her interests of 25% in Loh Phoy Yen Holdings Sdn Bhd. She is the director of SU, U Mix (Pg), NMET, SOC, OR, Bayview and MSMC. She is an alternate director of BSCB, CD, BSD, Bayview Hotel and ORPO.*
 - (9) *The indirect shareholding is held by Mr Tan Hui Ming, the brother of Dato’ Sri Datuk Wira Tan Hui Jing, via Loh Gim Ean Holdings Sdn. Bhd. He is deemed interested via his interests of 21.8% in Loh Gim Ean Holdings Sdn. Bhd. He is a director of BSSB, BSD, ORPO, KM, OR, BSCB and NMET. He is an alternate director of Bayview Hotel, SOC and CD.*
 - (10) *The indirect shareholding is held via Loh Cheng Yean Holdings Sdn Bhd, a company owned by the family members of Dato’ Seri Loh Cheng Yean in which Dato’ Seri Loh Cheng Yean is also a director. She is a director of BSSB, Bayview Hotel and KM. She resigned as a director of Bayview on 2 March 2023.*
- * *Dato’ Robert Wong Lum Kong, DSSA, JP, CMJA (UK) is also a director of BSSB, Bayview, ORPO, KM, NMET, OR and SOC. He ceased as an alternate director of MSMC on 7 March 2023.*
- # *Dato’ Seri Lim Su Tong is also a director of BSSB, CD, KM, PT GML, PT GSBL, BSCB, PT GSSL, PT DAM, PT PPA, PT SSL, PT SAP and PT BSSP.*

All the persons connected with these interested Directors and their relationships are disclosed under item 4 in this Circular.

2.2.2 TABLE B – Dato’ Syed Mohamad Bin Syed Murtaza and family and their interests

The related party, Dato’ Syed Mohamad Bin Syed Murtaza (“Dato’ Syed Mohamad”) is the brother of Puan Sharifah Intan Binti S. M. Aidid, a director of OHB. On 18 April 2023, Puan Sharifah Intan Binti S. M. Aidid retired as Director of OHB. She is still regarded as interested director pursuant to Paragraph 10.02 (c) of MMLR of Bursa Securities. Dato’ Syed Mohamad is interested in the transactions by virtue of his shareholdings in the company as follows:

Direct and Indirect Shareholdings (%) as at 31 March 2023		
Interested Party	AAP	
	Direct	Indirect
Dato’ Syed Mohamad	3.81	0.70

Notes:

Dato’ Syed Mohamad is the director of AAP; the indirect shareholdings of 0.70% are held by persons connected to him, namely Hanim Binti S. M. Aidid, deceased(0.15%), Sharifah Intan Binti S. M. Aidid(0.32%), Sharipah Barlian Binti S. M. Aidid(0.21%) and the daughter of Sharifah Intan Binti S. M. Aidid, Wan Latifah Binti Ramli(0.02%).

Shareholding of Puan Sharifah Intan Binti S. M. Aidid in OHB is disclosed in item 4. She does not hold any other directorship in the Group.

2.2.3 TABLE C – Karli Boenjamin and his interests

The related party, Karli Boenjamin is interested in the transactions by virtue of his shareholdings in the companies, as follows:

Direct Shareholdings (%) as at 31 March 2023											
Interested Party	PT MKCS	PT GML	PT GSBL	PT BSSP	PT GSSL	PT PPA	PT GPL	PT DAM	PT SSL	PT SAP	CV Belly
Karli Boenjamin	-	7.5	7.5	10.0	10.0	10.0	10.0	10.0	10.0	10.0	-

Notes:

Mr Karli Boenjamin is a director of PT GML, PT GSBL, PT BSSP, PT GSSL, PT PPA, PT GPL, PT DAM, PT SSL and PT SAP. His direct interests are disclosed as above except his indirect interests of 10% in PT SSL and PT SAP via PT Tradisi Bina Usaha and PT Kencana Sawit Abadi respectively which he is a director and shareholder. PT MKCS is a company equally owned by Mr Paul Sanjaya, Mr Saksono Boenjamin, Mr Effendi Suryono, Mr Sjaudi Djapri and Mr Andri Boenjamin, the persons connected to Mr Karli Boenjamin whilst CV Belly is partnership equally owned by Mr Paul Sanjaya and Mr Effendi Suryono, the persons connected to Mr Karli Boenjamin.

2.2.4 TABLE D – Datuk Loh Kian Chong and his interests

The related party, Datuk Loh Kian Chong is interested in the transactions by virtue of his shareholdings in the following companies:

Indirect Shareholdings (%) as at 31 March 2023		
Interested Party	TSB	TSS
Datuk Loh Kian Chong	100.0	100.0

Notes:

Datuk Loh Kian Chong is a director of TSB and TSS. The indirect shareholdings of 100.0% in TSB and TSS is held via Penang Realty Sdn Bhd, a company which he is deemed interested via Loh Boon Siew Holdings Sdn Bhd.

2.2.5 TABLE E – Teck See Plastic Sdn. Bhd. and its interests

The related party, Teck See Plastic Sdn. Bhd. (“TSP”) is interested in the transactions by virtue of its shareholdings in the following companies:

Direct Shareholdings (%) as at 31 March 2023							
Interested Party	KTSM	HICOM	LME	ONDE	KTSC	PT KASAI	AI
TSP	62.5	49.0	80.0	30.0	25.0	13.8	100.0

2.2.6 TABLE F – Kasai Kogyo Co., Ltd. and its interests

The related party, Kasai Kogyo is interested in the transactions by virtue of its shareholdings in the following companies:

Direct Shareholdings (%) as at 31 March 2023				
Interested Party	KTSM	LME	KTSC	PT KASAI
Kasai Kogyo	37.5	10.0	75.0	62.2

2.3 Nature of Recurrent Related Party Transactions

The recurrent Related Party Transactions which will be covered by the Proposed Mandate are the general transactions by the OHB Group relating to the provision of, or the obtaining from, the Related Parties, products and services in the normal course of the business of OHB Group.

The principal activities of OHB Group are broadly categorised under the following business sectors:-

- Sale of motor vehicles
- Plastic products and moulds
- Hotels and resorts
- Investment properties and trading of building material products
- Oil palm plantation
- Investment holding
- Healthcare
- Others such as leasing, letting of properties, land reclamation

It is envisaged that in the normal course of the Group's businesses, transactions of a revenue or trading nature between OHB's subsidiaries and the related parties are likely to occur, and which are necessary for its day-to-day operations. The principal activities of the subsidiaries and the Related Parties which are involved in the Recurrent Related Party Transactions are listed in Appendix I.

The Directors are seeking approval from Stockholders for the Proposed Mandate which will allow the OHB Group, in their normal course of business, to enter into the categories of Recurrent Related Party Transactions as below with the Classes of Related Parties set out in 2.2 above provided such transactions, if any, are made at arms' length, on the OHB Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority stockholders.

2.3.1 Recurrent Related Party Transactions between OHB Group and BSSB Group which involve the interests of the Related Parties as disclosed under Table A of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
1.^	New cars, spare parts and car services	KM	BSSB, BSCB, CD, BSD, Nuwata	3,320,000	1,800,000	68,577
2.^	Transport charges, truck rental and labour charges	BSD	OR	10,000	10,000	-
3.^	Quarry products and red earth	BSD	U Mix (Pg)	850,000	850,000	6,102
4.^	Office rental ^(a)	BSSB	SU	100,000	80,000	39,675
5.^	Plant rental ^(b)	BSSB	U Mix (Pg)	50,000	50,000	26,100
6.^	Office rental ^(c)	BSSB	ORPO, KM	650,000	500,000	233,297
7.^	Office rental ^(d)	BSSB	OHB	100,000	80,000	51,600
8.^	Office rental ^(e)	BSSB	NMET	50,000	50,000	16,725
9.^	Office rental ^(f)	CD	U Mix (Pg)	50,000	42,000	27,000
10.^	Provision of sales, corporate advertising and marketing of hotel	Bayview	Bayview Hotel	1,800,000	2,500,000	1,570,234
11.^	Building materials	U Mix (Pg)	BSD	80,000	80,000	-
12.^	Mixed concrete and quarry product	U Mix (Pg)	Nuwata, CD	90,000	90,000	-
13.^	Building materials	NMET	CD, BSD	100,000	100,000	-

2.3.1 Recurrent Related Party Transactions between OHB Group and BSSB Group which involve the interests of the Related Parties as disclosed under Table A of item 2.2: (cont'd)

(i) Transactions with existing mandate (cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
14.^	Building materials	SU	CD, Nuwata, BSD	1,000,000	200,000	-
15.^	Office rental ^(g)	BSSB	OR	40,000	40,000	15,241
16.^	Finance lease	SOC	MSMC	2,000,000	-	-
17.^	Office rental ^(h)	KM	Nuwata	600,000	400,000	225,000
18.^	Labour charges	Nuwata	OR	10,000	10,000	1,474
19.^	Truck rental	Nuwata	OR	10,000	10,000	-
20.^	Nursing course sponsorship	NILAM	MSMC	1,000,000	1,000,000	802,050
21.^	Office rental ⁽ⁱ⁾	MSMC	NILAM	325,000	350,000	202,000
22.^	Office rental ^(j)	Nuwata	OR	100,000	100,000	53,125
23.^	Medical supplies	SLP	MSMC	100,000	100,000	11,050
24.^	Shop lot rental ^(k)	MSMC	SLP	80,000	100,000	51,164
25.^	Medical supplies	MSMC	SLP	5,000,000	5,000,000	1,360,834
26.^	Management, technical and advisory services	SOAM	PT GML, PT GSBL, PT BSSP, PT GSSL, PT DAM, PT PPA, PT SSL, PT SAP	45,000,000	45,000,000	-

Notes:

^ BSSB is deemed interested in the above transactions through its 44.3% direct interest in OHB as well as indirect interest in OHB Group. BSSB also holds more than 20% interests directly and indirectly in BSD(76.6%), Nuwata(100%), SOAM(100%), PT GSBL(92.5%), PT GML(92.5%), Bayview Hotel(49.0%), CD(61.08%), BSCB(51%), PT BSSP(90%), PT GSSL(90%), PT DAM(90%), PT PPA(90%), PT SSL(90%), PT SAP(90%) and MSMC(100%) (BSSB's direct and indirect interests are shown in brackets).

(a) The office rented from BSSB by SU is located at Level 8, Wisma Boon Siew, No.1 Jalan Penang, 10000 Penang at a monthly rental of RM5,050 (2,515 sq. ft.).

(b) The plant rented from BSSB by U Mix (Pg) is located at Lot 7595, Mukim 13, Daerah Timur Laut, Pulau Pinang at a monthly rental of RM2,900 (28,632.63 sq. ft.).

2.3.1 Recurrent Related Party Transactions between OHB Group and BSSB Group which involve the interests of the Related Parties as disclosed under Table A of item 2.2: (cont'd)

(i) Transactions with existing mandate (cont'd)

- (c) The office rented from BSSB by ORPO is located at Level 8, Wisma Boon Siew, No. 1 Jalan Penang, 10000 Penang at a monthly rental of approximately RM9,685 (4,578 sq. ft.). The premises rented from BSSB by KM are: showroom/office located at Lebuah Farquhar, 10200 Penang at a monthly rental of RM7,000 (4,500 sq. ft.); showroom/workshop/stockyard located at Jalan Sungai Pinang, Penang at a monthly rental of RM10,000 (24,191 sq. ft.); storage located at Level 15, Unit 15(G) Wisma Boon Siew, No. 1 Jalan Penang, 10000 Penang at a monthly rental of RM985.
- (d) The offices rented from BSSB by OHB is located at Level 16, Wisma Boon Siew, No.1 Jalan Penang, 10000 Penang at a monthly rental of RM2,850 (1,459.75 sq. ft.) and 25-B Lebuah Farquhar, 10200 Penang at a monthly rental of RM3,000.
- (e) The office rented from BSSB by NMET is located at Level 15, Unit 15(K) Wisma Boon Siew No.1 Jalan Penang, 10000 Penang at a monthly rental of approximately RM2,050 (1,080 sq. ft.).
- (f) The office rented from CD by U Mix (Pg) is located at 4047 & 4048 Jalan Permatang Pauh, Taman Bagan Lalang, 13400 Butterworth at a monthly rental of approximately RM3,000 (5,600 sq. ft. for 2 lots).
- (g) The offices rented from BSSB by OR is located at 25-B Lebuah Farquhar, 10200 Penang at a monthly rental of RM1,500 (900 sq. ft.) and Level 12-A, Unit F&G, Wisma Boon Siew, No. 1 Jalan Penang, 10000 Penang at a monthly rental of RM293 (200 sq. ft.).
- (h) The office rented from KM by Nuwata is located at Lot 1145, Jalan Sultan Ahmad Shah, Seksyen 13, Georgetown, D.T.L., Penang at a monthly rental of RM25,000 (74,604 sq. ft.).
- (i) The office rented from MSMC by NILAM is located at Pusat Perubatan Klebang (College Building), Melaka at a monthly rental of RM26,000 (35,566 sq. ft.).
- (j) The office rented from Nuwata by OR is located at Lot 1145, Jalan Sultan Ahmad Shah, Seksyen 13, George Town, D.T.L., Penang at a monthly rental of RM6,250 (1,500 sq. ft.).
- (k) The shop lot rented from MSMC by SLP is located at Lot 2051, Pekan Klebang Seksyen IV, Melaka Tengah, Melaka at a monthly rental of RM6,000 (5,600 sq. ft.).
- * The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 29 April 2022.
- ** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.
- + The actual value transacted is from last AGM to 28 February 2023, the latest practicable date.

2.3.2 Recurrent Related Party Transactions within OHB Group which involve the interests of Related Parties as disclosed under Table B of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
1.	Motorcycle spokes, nipples, control cables, shock absorbers, raw materials and motorcycle parts	AAP	BSH	4,200,000	7,000,000	3,172,140

2.3.2 Recurrent Related Party Transactions within OHB Group which involve the interests of Related Parties as disclosed under Table B of item 2.2: (cont'd)

(i) Transactions with existing mandate (cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
2.	Plastic components for motorcycles	DF	AAP	1,650,000	700,000	91,439
3.#	New car & car services	KM	AAP	150,000	300,000	1,824,643
4.	Factory & land rental ^(a)	OHB	AAP	2,400,000	2,400,000	1,638,000

Notes:

The actual value of transactions between KM and AAP exceeded the estimated limit as approved by stockholders (at the last AGM held on 15 June 2022) by more than 10%. The variance arose from an unexpected surge in demand from AAP which resulted in higher than anticipated sales volume.

(a) The factory and land rented from OHB by AAP is known as No. 4449, Jalan Permatang Pauh, Mak Mandin, 13400 Butterworth, Penang and erected on Lot No. 1915, 1916, 1917, 1000, 1001, 1004, 1005, 1008, and 1010, Seksyen 3, Bandar Butterworth, Daerah Seberang Perai Utara, Penang at a monthly rental of RM182,000 for factory (143,337 sq. ft.) and land (431,169 sq. ft.).

* The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 29 April 2022.

** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.

+ The actual value transacted is from last AGM to 28 February 2023, the latest practicable date.

2.3.3 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table C of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
1.	Fresh fruit bunches	PT GPL	PT GML, PT GSBL	10,000,000	10,000,000	-
2.	Contractor for land clearing	PT MKCS	PT BSSP, PT GML	20,000,000	20,000,000	560,640
3.	Fresh fruit bunches	CV Belly	PT GML, PT GSBL, PT BSSP	45,000,000	45,000,000	5,346,905
4.	Seedling	PT BSSP	PT GSBL	2,000,000	2,000,000	-

2.3.3 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table C of item 2.2: (cont'd)

(i) Transactions with existing mandate (cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
5.	Contractor for land clearing	PT MKCS	PT GSSL, PT PPA, PT SSL, PT SAP	25,000,000	25,000,000	1,050,765
6.	Fresh fruit bunches	PT DAM, PT GSSL, PT SAP, PT SSL	PT PPA	72,000,000	150,000,000	25,021,258

Notes:

- * The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 29 April 2022.
- ** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.
- + The actual value transacted is from last AGM to 28 February 2023, the latest practicable date.

2.3.4 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table D of item 2.2:

(i) Transaction with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
1.	Building materials	SU	TSB, TSS	1,000,000	800,000	20,882

Notes:

- * The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 29 April 2022.
- ** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.
- + The actual value transacted is from last AGM to 28 February 2023, the latest practicable date.

2.3.5 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table E of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
1.	Prototype of plastic parts, jigs	ONDE	KTSM	3,000,000	1,000,000	267,630
2.	Plastic parts	HICOM	KTSM	300,000	110,000	32,999
3.	Plastic parts	KTSM	HICOM	1,000,000	80,000	39,664
4.	Plastic parts	Kasai Kogyo	KTSM	5,000,000	1,500,000	732,039
5.	Plastic parts	KTSM	AI	7,800,000	9,000,000	6,856,655
6.	Plastic parts	AI	KTSM	14,000,000	20,000,000	15,047,611

Notes:

- * The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 29 April 2022.
- ** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.
- + The actual value transacted is from last AGM to 28 February 2023, the latest practicable date.

2.3.6 Recurrent Related Party Transactions which involve the interests of Related Party as disclosed under Table E and F of item 2.2:

(i) Transactions with existing mandate

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	* Estimated aggregate value after AGM 2022 to AGM 2023 (RM)	** Estimated aggregate value after AGM 2023 to AGM 2024 (RM)	Actual value + (RM)
1.	New molds, mold repairs	LME	KTSM	10,000,000	3,000,000	986,600
2.#	Plastic parts	KTSC, PT Kasai	KTSM	11,000,000	20,000,000	12,973,258

Notes:

- # The actual value of the transactions between KTSC, PT Kasai and KTSM exceeded the estimated limit as approved by stockholders (at the last AGM held on 15 June 2022) by more than 10%. The variance arose from higher than anticipated orders received by KTSM.
- * The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 29 April 2022.
- ** The value of these transactions from the date of forthcoming AGM up to date of the next AGM is based on past transactions and estimation and may be subject to changes.
- + The actual value transacted is from last AGM to 28 February 2023, the latest practicable date.

2.4 Amount Due and Owing Under Recurrent Related Party Transactions

Details of the sums due and owing by the related parties pursuant to a RRPT which exceeded the credit terms as at the financial year ended 31 December 2022:

Related parties	Seller/ Provider	Purchaser/ Recipient	Total sum due and owing pursuant to a RRPT which exceeded the credit term as at 31 December 2022 by:									
			x ≤ 1 year		1 year < x ≤ 3 years		3 years < x ≤ 5 years		5 years < x			
			Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)		
BSSB	KM	BSSB	705	-	-	-	-	-	-	-	-	-
BSSB	KM	BSCB	8,548	-	-	-	-	-	-	-	-	-
BSSB	KM	Nuwata	1,717	-	-	-	-	-	-	-	-	-
BSSB	Bayview	Bayview Hotel	586,602	-	-	-	-	-	-	-	-	-
Dato' Syed Mohamad	AAP	BSH	1,544,179	-	-	-	-	-	-	-	-	-
TSP & Kasai Kogyo	LME	KTSM	31,750	-	-	-	-	-	-	-	-	-

Notes:

- (a) There are no late payment charges imposed on the outstanding amounts as they are trade in nature except for rental transaction between KM and Nuwata.
- (b) The Company continuously follows up with the debtor for timely settlement of outstanding amounts.
- (c) The Board of Directors is of the opinion that there is no recoverability issue as the debtor is a related party with a long standing relationship with OHB Group and has proven to be creditworthy with a good payment record.
- (d) A total sum of RM1,555,149 has been collected as at 28 February 2023, the latest practicable date for the total sum due which exceeded the credit term less than one year as at the financial year ended 31 December 2022.

2.5 Rationale of the Proposed Mandate

The companies in the Group have in the past entered into the recurrent related party transactions disclosed in Section 2.3 above and will continue and/or are expected to enter into such transactions in the ordinary course of business for the Group's day-to-day operations. The recurrent related party transactions are likely to occur with some degree of frequency and, could arise any time as and when the circumstances so require. Some of these transactions may be time-sensitive and it may be impractical to seek stockholders' approval on a case to case basis before entering into such related party transactions.

The renewal of the Proposed Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Stockholders' approval as and when potential Recurrent Related Party Transactions arise, thereby reducing substantially administrative time and expense in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to OHB Group.

2.6 Benefit of the Proposed Mandate

It is in the interest of the Group to enter into the Recurrent Related Party Transactions. The close working relationship with the Related Parties ensures and will continue to ensure timely delivery and provision of services, commitment and reliability of quality services for OHB Group, to enable smooth operation of the day-to-day business of the Related Parties and thus will result in mutual benefits to the parties of the OHB Group.

2.7 The Methods and Procedures on which Transactions Prices will be Determined and Other Review Procedures

2.7.1 Review Methods or Procedures for Recurrent Related Party Transactions

To ensure that Recurrent Related Party Transactions are conducted at arm's length and on normal commercial terms consistent with the OHB Group's usual business practices and policies, the management will ensure that transactions with Related Parties will be entered into in the normal course of business and the terms of which shall be established on a negotiated basis consistent with commercial terms for transactions with third parties, on terms not more favourable than those generally available to the public and not to the detriment of the minority stockholders of the Company, which will take into account the pricing, level of service, quality of product, demand and supply, availability of the products or services in the market, market forces and other related factors (including preferential rates and discounts accorded for bulk purchases or otherwise in accordance with applicable industry norms). The procedures established by the Group are as follows:

- (i) An updated list of Related Parties shall be circulated to the operating segments and subsidiaries from time to time for reference in ensuring that all transactions with such Related Party Transactions are undertaken in accordance with the policies.
- (ii) All operating segments and subsidiaries companies shall review the existing information systems to ensure that information on Related Party Transactions are captured at source.
- (iii) Records will be maintained by each operating segments and subsidiary company to record all transactions with Related Parties pursuant to the Proposed Mandate.
- (iv) The Company will compile details of all the Recurrent Related Party Transactions on a quarterly basis and benchmark against mandated thresholds.
- (v) The Company's internal audit plan shall incorporate a review of all material transactions with Related Parties to ensure that the above procedures in respect of such transactions are adhered to.
- (vi) The Board and the Audit Committee shall review the Related Party Transaction policy to ascertain that the guidelines and procedures established to monitor Recurrent Related Parties Transactions have been complied with.

2.7.1 Review Methods or Procedures for Recurrent Related Party Transactions (cont'd)

- (vii) The Board and Audit Committee shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as and when they deem appropriate. If a member of the Board or the Audit Committee has an interest in the transaction to be reviewed by the Board or Audit Committee as the case may be, he will abstain from any decision making by the Board and the Audit Committee in respect of that transaction.
- (viii) The Group shall ensure that at least 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 substantially similar type of products/services and/or quantities.
- (ix) In the event that quotations or comparative pricing from unrelated third party cannot be obtained for the proposed transactions, the Group will rely on their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the Recurrent Related Party Transactions is not detrimental to the Company/Group.

2.7.2 Thresholds for Approval of Recurrent Related Party Transaction

There are no specific thresholds for the approval of Recurrent Related Party Transaction within the Group. The Recurrent Related Party Transaction will be reviewed by the Audit Committee and approved by the Board.

2.8 Validity Period of the Proposed Mandate

If approved at the forthcoming AGM, the proposed stockholders' Mandate will take effect from the passing of the Ordinary Resolution relating thereto at the AGM and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which authorisation is obtained, at which time it shall lapse, unless by ordinary resolutions passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after this date 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 resolutions passed by the stockholders in a general meeting;

whichever is earlier.

Transactions with any Related Parties, which do not fall within the ambit of the Proposed Mandate, will be subject to other applicable provisions of the MMLR, the Act and/or any applicable law.

2.9 Disclosure in Annual Report

Disclosure will be made in the Company's Annual Report which requires of a breakdown of the aggregate value of transactions conducted pursuant to the Proposed Mandate during the financial year based on the following information:

- (i) the type of Recurrent Related Party Transactions made; and
- (ii) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

The threshold for the disclosure is where:

- the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1 million; or
- any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the higher.

2.10 Statement by Audit Committee

The Audit Committee will call for an annual review of Recurrent Related Party Transactions to ensure that such transactions are undertaken at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public, are not in the Company's opinion, detrimental to the minority stockholders and are in the best interest of the OHB Group.

If during the reviews, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure normal commercial terms and/or detrimental to the minority stockholders, the Company will revert to stockholders for a fresh mandate based on new guidelines and procedures immediately, and in any case before the next transaction is entered into.

The Audit Committee shall also during their review request for additional information on all Recurrent Related Party Transactions.

The Audit Committee is of the view that the existing review procedures for Recurrent Related Party Transactions are sufficient to ensure that such transactions will be carried out at arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority stockholders.

The Company has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner. Such procedures and processes shall be reviewed on an annual basis and as and when required.

3. FINANCIAL EFFECTS OF THE PROPOSED MANDATE

The Proposed Mandate are not expected to have any effect on the issued share capital, earnings and net assets of the OHB Group.

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER

The table below shows the equity interests held directly and indirectly in OHB by its Directors and major stockholders and their persons connected as at 31 March 2023. None of the Directors and/or major stockholders of the Group and their connected persons have any interest, either direct or indirect, in the Proposed Mandate, other than as disclosed hereunder.

The following are interested Directors and interested major stockholders and persons connected to the interested Directors and major stockholders of OHB Group by virtue of Section 197 of the Act, who have stockholdings in the Company as at 31 March 2023. All interested directors have and will abstain from Board's deliberations and voting in relation to the Proposed Mandate.

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER (cont'd)

All interested directors (Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK), Dato' Seri Lim Su Tong, Ms Tan Kheng Hwee, Dato' Sri Datuk Wira Tan Hui Jing, Puan Sharifah Intan Binti S. M. Aidid and Datin Loh Ean) and major stockholder (BSSB) and persons connected with the directors and/or major stockholder will abstain from voting in respect of their direct and/or indirect stockholdings in relation to the Proposed Mandate at the AGM of OHB to be convened. An interested director and/or major stockholder must also ensure that the persons connected with him shall also abstain from voting on the resolution, deliberating or approving the Proposed Mandate at the forthcoming AGM.

Name	Relationship	Stockholdings held 31 March 2023			
		Direct	%	Indirect	%
Director					
Datuk Loh Kian Chong	Interested Director	1,000,000	0.16	^(a) 360,302,450	58.08
Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)	Interested Director	181,149	0.03	^(b) 161,872	0.03
Dato' Seri Lim Su Tong	Interested Director	2,966,906	0.48	^(b) 4,073,196	0.66
Tan Kheng Hwee	Interested Director	172,032	0.03	-	-
Dato' Sri Datuk Wira Tan Hui Jing	Interested Director	-	-	^(c) 794,800	0.13
Sharifah Intan Binti S. M. Aidid *	Interested Director	18,000	0.00	-	-
Datin Loh Ean	Interested Director	161,872	0.03	^(b) 181,149	0.03
Major Stockholder					
Boon Siew Sdn Bhd ⁽¹⁾	Interested major stockholder	274,688,054	44.28	^(d) 70,646,079	11.39
Person(s) Connected					
Dato' Seri Loh Cheng Yean	Mother of Tan Kheng Hwee	486,755	0.08	^(b) 457,724	0.07
Dato' Syed Mohamad Bin Syed Murtaza	Brother of Puan Sharifah Intan Binti S. M. Aidid	32,194	0.01	-	-
Dato' Dr Tan Chong Siang (deceased)	Father of Dato' Sri Datuk Wira Tan Hui Jing, Tan Hui Ming and Dr Tan Hui Ling	38,307	0.01	-	-
Tan Hui Ming	Brother of Dato' Sri Datuk Wira Tan Hui Jing and Dr Tan Hui Ling	-	-	^(c) 794,800	0.13
Dr Tan Hui Ling	Sister of Dato' Sri Datuk Wira Tan Hui Jing and Tan Hui Ming	-	-	-	-
Dato' Lim Kean Seng	Child of Dato' Seri Lim Su Tong	857,683	0.14	^(e) 3,215,513	0.52
Lim Ee Ling	Child of Dato' Seri Lim Su Tong	-	-	^(f) 3,215,513	0.52

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER (cont'd)

Name	Relationship	Stockholdings held 31 March 2023			
		Direct	%	Indirect	%
Person(s) Connected					
Lim Ee Hean	Child of Dato' Seri Lim Su Tong	-	-	^(f) 3,215,513	0.52
Tan Ju Nguan	Brother of Tan Kheng Hwee	130,560	0.02	-	-
Tan Kheng Ju	Sister of Tan Kheng Hwee	86,016	0.01	-	-
Tan Sri Dato' Loh Boon Siew (deceased)	Father of Dato' Seri Loh Cheng Yearn	37,161	0.01	-	-
Tan Puay Huat (deceased)	Spouse of Dato' Seri Loh Cheng Yearn	69,116	0.01	-	-
Shirley Kathreyn Yap	Sister in law of Dato' Seri Loh Cheng Yearn	187,652	0.03	-	-
Penang Yellow Bus Company Berhad ⁽²⁾	Person connected	32,848,477	5.30	-	-
Bayview Hotel Sdn Bhd ⁽²⁾	Person connected	21,848,407	3.52	-	-
Boontong Estates Sdn Bhd ⁽²⁾	Person connected	11,432,966	1.84	-	-
Boon Siew Development Sdn Bhd ⁽²⁾	Person connected	4,516,229	0.73	-	-
Loh Boon Siew Holdings Sdn Bhd ⁽³⁾	Person connected	7,568,317	1.22	-	-
Loh Kar Bee Holdings Sdn Bhd ⁽⁴⁾	Person connected	7,200,000	1.16	-	-
Loh Kah Kheng Holdings Sdn Bhd ⁽⁴⁾	Person connected	252,681	0.04	-	-
Tong Yen Sdn Bhd ⁽⁵⁾	Person connected	1,708,278	0.28	-	-
Loh Phoy Yen Holdings Sdn Bhd ⁽⁵⁾	Person connected	979,647	0.16	-	-
United Formula Sdn Bhd ⁽⁵⁾	Person connected	70,988	0.01	-	-
Global Wealth Ltd ⁽⁵⁾	Person connected	256,600	0.04	-	-
Loh Gim Ean Holdings Sdn Bhd ⁽⁶⁾	Person connected	794,800	0.13	-	-
Global Investments Limited ⁽⁷⁾	Person connected	200,000	0.03	-	-

Notes:

* On 18 April 2023, Puan Sharifah Intan Binti S. M. Aidid retired as Director of OHB. She is still regarded as interested director pursuant to Paragraph 10.02 (c) of MMLR of Bursa Securities.

- (1) Boon Siew Sdn Bhd, a major stockholder of OHB by virtue of the management control exercised collectively by Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK), Dato' Seri Lim Su Tong, Dato' Sri Datuk Wira Tan Hui Jing and Ms Tan Kheng Hwee is deemed person connected to these directors.
- (2) Persons connected to BSSB of which BSSB holds more than 20% interests in Penang Yellow Bus Company Berhad (45.2%), Bayview Hotel Sdn Bhd (49.0%), Boon Siew Development Sdn Bhd (76.6%) and Boontong Estates Sdn Bhd (85.3%). (BSSB's direct and indirect interests are shown in bracket).

4. INTERESTS OF DIRECTORS AND MAJOR STOCKHOLDER (cont'd)

- (3) *Loh Boon Siew Holdings Sdn Bhd, a company owned by family members.*
- (4) *Loh Kar Bee Holdings Sdn Bhd and Loh Kah Kheng Holdings Sdn Bhd are companies owned by the family members of the brothers of Dato' Seri Loh Cheng Yean and Datin Loh Ean.*
- (5) *Tong Yen Sdn Bhd, Loh Phoy Yen Holdings Sdn Bhd, United Formula Sdn Bhd and Global Wealth Ltd are companies owned by the family members of Dato' Seri Lim Su Tong.*
- (6) *Loh Gim Ean Holdings Sdn Bhd, a company owned by family members of Dato' Sri Datuk Wira Tan Hui Jing.*
- (7) *Global Investments Limited, a company which Datuk Loh Kian Chong and Dato' Lim Kean Seng hold more than 20% interests.*
 - (a) *Deemed interested via BSSB (38.0%), Penang Yellow Bus Company Berhad (45.2%), Bayview Hotel Sdn Bhd (65.3%), Loh Boon Siew Holdings Sdn Bhd (16.6%), Loh Kar Bee Holdings Sdn Bhd (61.0%), Boon Siew Development Sdn Bhd (83.6%), Boontong Estates Sdn Bhd (92.7%) and Global Investments Limited (79.1%). (Datuk Loh Kian Chong's direct and indirect interests are shown in brackets).*
 - (b) *Dato' Seri Loh's deemed interest via spouse (69,116), daughters (258,048) and son (130,560)
Dato' Robert Wong's deemed interest via spouse (161,872)
Dato' Seri Lim's deemed interest via son (Direct – 857,683 & indirect – 3,215,513)
Datin Loh Ean's deemed interest via spouse (181,149)*
 - (c) *Deemed interested via Loh Gim Ean Holdings Sdn Bhd (21.8%).*
 - (d) *Deemed interested via Penang Yellow Bus Company Berhad, Bayview Hotel Sdn Bhd, Boon Siew Development Sdn Bhd and Boontong Estates Sdn Bhd by virtue of BSSB holding more than 20% interests in Penang Yellow Bus Company Berhad (45.2%), Bayview Hotel Sdn Bhd (49.0%), Boon Siew Development Sdn Bhd (76.6%) and Boontong Estates Sdn Bhd (85.3%). (BSSB's direct and indirect interests are shown in brackets).*
 - (e) *Deemed interested via Tong Yen Sdn Bhd, Loh Phoy Yen Holdings Sdn Bhd, United Formula Sdn Bhd, Global Wealth Ltd and Global Investments Limited in which he has 47.9%, 50.0%, 50.0%, 50.0% and 79.1% interest respectively.*
 - (f) *Deemed interested via Tong Yen Sdn Bhd, Loh Phoy Yen Holdings Sdn Bhd, United Formula Sdn Bhd, Global Wealth Ltd and Global Investments Limited in which she has 19.7%, 25.0%, 25.0%, 25.0% and 79.1% interest respectively.*

5. CONDITION OF THE PROPOSED MANDATE

The Proposed Mandate is conditional upon the approval of the stockholders of OHB being obtained at the forthcoming AGM.

6. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Mandate, the Directors (save and except Datuk Loh Kian Chong, Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK), Dato' Seri Lim Su Tong @ Lim Chee Tong, Ms Tan Kheng Hwee, Dato' Sri Datuk Wira Tan Hui Jing and Datin Loh Ean) are of the opinion that the Proposed Mandate is in the best interest of the Group.

With the exception of the abovementioned interested Directors who are interested in the Proposed Mandate and have therefore abstained from making any recommendation in respect of the Recurrent Related Party Transactions in which they are involved, the directors recommend that you vote in favour of the resolutions pertaining to the Proposed Mandate contained herein to be tabled at the forthcoming AGM.

7. ANNUAL GENERAL MEETING

The 61st AGM, the notice of which is set out in the Annual Report of the Company and is published on the Company's corporate website at www.ohb.com.my together with this Circular. The 61st AGM will be held as a virtual meeting conducted through online streaming and Remote Participation and Voting ("RPV") Facilities via Vote2U Online at <https://web.vote2u.my> on 15 June 2023 at 2.30 pm for the purpose of considering and, if thought fit, passing with or without any modifications the Ordinary Resolution so as to give effect to the Proposal under the special business in the 61st AGM.

If you are unable to attend and vote in person at the AGM, you are requested to complete and deposit the Form of Proxy in accordance with the instructions therein as soon as possible so as to arrive at the Registered Office of the Company or via Vote2U Online at <https://web.vote2u.my> not less than forty-eight (48) hours before the time set for the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

8. FURTHER INFORMATION

Stockholders are requested to refer to the attached Appendix contained in this Circular for further information.

Yours faithfully
For and behalf of the Board of
Oriental Holdings Berhad

Mary Geraldine Phipps
Independent Non-Executive Director
Chairman of Audit Committee

ACTIVITIES OF OHB GROUP, ASSOCIATED COMPANIES & RELATED PARTIES

(I) OHB GROUP

No.	Company	Group Interest %	Principal Activities
AUTOMOTIVE SEGMENT			
1.	Armstrong Auto Parts Sdn. Berhad	94.8	<i>Investment holding company and a manufacturer of automotive parts</i>
2.	Kah Motor Company Sdn. Berhad	100.0	<i>Distribution and retailing of motor vehicles and spare parts, servicing, rental and leasing of motor vehicles, investment holding as well as hotelier</i>
PLASTIC SEGMENT			
3.	Dragon Frontier Sdn. Bhd.	100.0	<i>Manufacture and sale of moulds for plastic parts and plastic moulded parts for electrical, electronics and automotive industries</i>
4.	Kasai Teck See (Malaysia) Sdn. Bhd.	37.5	<i>Designing, research and development manufacturing and sale of plastic and automotive interior parts</i>
5.	Lipro Mold Engineering Sdn. Bhd.	48.0	<i>Manufacture and repair of moulds, jigs and fixtures</i>
6.	Oriental Nichinan Design Engineering Sdn. Bhd.	88.0	<i>Design, manufacture and sale of prototype plastic models</i>
7.	Teck See Plastic Sdn. Bhd.	60.0	<i>Investment holding, letting of property, plant and equipment and manufacture and distribution of plastic articles and products. Ceased manufacturing operation during the year</i>
8.	Armstrong Industries Sdn. Bhd.	60.0	<i>Investment holding company and in the designing, research and development, manufacturing, sales of plastic and automotive interior parts</i>
PLANTATION SEGMENT			
9.	Oriental Rubber & Palm Oil Sdn. Berhad	100.0	<i>Cultivation of oil palm, investment holding and letting of parking lots</i>
10.	PT Bumi Sawit Sukses Pratama	45.5	<i>Oil palm plantation</i>
11.	PT Dapo Agro Makmur	45.5	<i>Oil palm plantation</i>
12.	PT Pratama Palm Abadi	45.5	<i>Oil palm plantation</i>
13.	PT Gunung Sawit Selatan Lestari	45.5	<i>Oil palm plantation</i>
14.	PT Gunung Maras Lestari	46.7	<i>Oil palm plantation</i>
15.	PT Gunungsawit Binalestari	46.7	<i>Oil palm plantation</i>

ACTIVITIES OF OHB GROUP, ASSOCIATED COMPANIES & RELATED PARTIES (cont'd)

(I) OHB GROUP (cont'd)

No.	Company	Group Interest %	Principal Activities
16.	PT Sumatera Sawit Lestari	45.5	<i>Cultivation of oil palm plantation</i>
17.	PT Surya Agro Persada	45.5	<i>Oil palm plantation</i>
OTHERS			
18.	Bayview International Sdn. Bhd.	100.0	<i>Provision of advertising, marketing and central reservation services</i>
19.	Melaka Straits Medical Centre Sdn. Bhd.	51.7	<i>Operate a medical centre and provision of related healthcare services</i>
20.	Nilam Healthcare Education Centre Sdn. Bhd.	70.0	<i>Institution in providing nursing program</i>
21.	North Malaya Engineers Trading Company Sdn. Bhd.	100.0	<i>Manufacture of steel wire, galvanised wire, wire mesh, barbed wire, weld mesh, nails and building materials</i>
22.	Simen Utara Sdn. Bhd.	91.0	<i>Distributor of cement, concrete products and building materials</i>
23.	Syarikat Oriental Credit Berhad	100.0	<i>Money lending and leasing</i>
24.	Star Life Pharma Sdn. Bhd.	100.0	<i>Operates as an integrated lifestyle retail pharmacy</i>
25.	Selasih OAM Sdn. Bhd.	50.5	<i>Investment holding</i>
26.	Unique Mix (Penang) Sdn. Bhd.	63.7	<i>Manufacturer and dealer of concrete products</i>
27.	Oriental Realty Sdn. Bhd.	100.0	<i>Property development and investment holding</i>

ACTIVITIES OF OHB GROUP, ASSOCIATED COMPANIES & RELATED PARTIES (cont'd)
(II) ASSOCIATED COMPANIES OF OHB

No.	Company	Group Interest %	Principal Activities
1.	Boon Siew Honda Sdn. Bhd.	49.0	<i>Manufacture, assembly and sale of motorcycles</i>
2.	Chainferry Development Sdn. Berhad	33.4	<i>Property development</i>
3.	Hicom-Teck See Manufacturing Malaysia Sdn. Bhd.	29.4	<i>Manufacture of thermo plastic and thermo setting products</i>
4.	Kasai Teck See Co., Ltd.	15.0	<i>Manufacture and sale of parts, mould and automotive equipment including automotive interior parts</i>
5.	PT Kasai Teck See Indonesia	30.9	<i>Manufacture and distribution of plastic articles and products in automotive and electrical sectors</i>

(III) RELATED PARTIES

No.	Company	Principal Activities
1.	Boon Siew Sdn. Bhd.	<i>Cultivation of rubber, investment holding, insurance agent and rental of premises</i>
2.	Bayview Hotel Sdn. Bhd.	<i>Hotelier and investment holding</i>
3.	Boon Siew Development Sdn. Bhd.	<i>Extraction and sale of red earth, sand and granite, cultivation and sale of oil palm produce, property development and investment holding</i>
4.	Boon Siew Credit Berhad	<i>Financing of housing and other loans, hire purchase and investment holding</i>
5.	CV Belly Brothers Corporation	<i>Trading of oil palm products</i>
6.	Kasai Kogyo Co., Ltd.	<i>Manufacture and sale of automotive interior products</i>
7.	Nuwata Sdn. Bhd.	<i>Property developer</i>
8.	PT Gunung Pelawan Lestari	<i>Oil palm plantation</i>
9.	PT Multi Karya Cipta Selaras	<i>Contractor of land clearing</i>
10.	Taman Sri Bunga Sdn. Bhd.	<i>Property development, contractor and acting as trading agents</i>
11.	Taman Sri Setia Sdn. Bhd.	<i>Property development</i>

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY

This Circular has been seen and approved by the Directors of OHB and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor any of its subsidiary companies has entered into any contracts which are or may be material during the past two (2) years preceding the date of this Circular (other than contracts entered into the ordinary course of business):

2.1 The Company had on 13 October 2022 entered into the following conditional agreements for the Proposed Shares Acquisitions and Proposed Land Acquisitions for a total cash consideration of approximately RM1.2 Billion as follows:

- (a) conditional share sale agreement to acquire from Boon Siew Sdn Bhd ("BSSB") 34,984,125 ordinary shares in the Company's existing 50.50% owned subsidiary, Selasih Permata Sdn Bhd ("SPSB"), representing the balance 49.50% equity interest in SPSB, for a cash consideration of RM646,931,000 ("Proposed SPSB Acquisition");
- (b) conditional share sale agreement to acquire from BSSB 3,960,000 ordinary shares in the Company's existing 50.50% owned subsidiary, Oriental Boon Siew (Mauritius) Pte Ltd ("OBS(M)", representing the balance 49.50% equity interest in OBS(M), for a cash consideration of RM1 ("Proposed OBS(M) Acquisition");
- (c) conditional share sale agreement to acquire from BSSB, Boon Siew Development Sdn Bhd ("BSD") and Loh Boon Siew Holdings Sdn Bhd ("LBS") collectively 12,100,000 ordinary shares in the Company's existing 39.50% owned associate company, Southern Perak Plantations Sdn Bhd ("SPP"), representing the balance 60.50% equity interest in SPP, for a cash consideration of RM155,327,000 ("Proposed SPP Acquisition");

(The Proposed SPSB Acquisition, Proposed OBS(M) Acquisition and Proposed SPP Acquisition are collectively referred to as the "Proposed Shares Acquisitions")

and

- (d) conditional sale and purchase agreements with Boontong Estates Sdn Bhd ("BESB") to acquire the following plantation estates, which are to be held through SPP (subject to the completion of the Proposed SPP Acquisition):
 - (i) oil palm plantation land held under 17 land titles measuring a total of 77.51 hectares ("Ha") located along Jalan Ara Kuda, Mukim 19, District of Seberang Perai Tengah, Pulau Pinang, Malaysia ("Bukit Langkap Estate") for a cash consideration of RM41,000,000 ("Proposed Bukit Langkap Estate Acquisition");
 - (ii) oil palm plantation land held under 30 land titles measuring a total of 1,704.24 Ha located within Mukim and District of Bentong, Pahang, Malaysia ("Bentong Estate") for a cash consideration of RM132,000,000 ("Proposed Bentong Estate Acquisition"); and
 - (iii) oil palm plantation land held under 25 land titles measuring a total of 1,668.60 Ha located within the district of Kuala Muda, Kedah Darul Aman ("Thye Group Estate") for a cash consideration of RM224,100,000 ("Proposed Thye Group Estate Acquisition")

(The Proposed Bukit Langkap Estate Acquisition, Proposed Bentong Estate Acquisition and Proposed Thye Group Estate Acquisition are collectively referred to as the "Proposed Land Acquisitions")

FURTHER INFORMATION (cont'd)

- 2.2 The Company had on 12 January 2023 entered into the following supplemental agreements to facilitate SPSB Real Property Gains Tax retention terms as well as the extension of cut-off date of the conditional agreements in respect of the Proposed Shares Acquisitions and Proposed Land Acquisitions:
- (i) supplemental share sale agreement with BSSB in relation to the Proposed SPSB Acquisition;
 - (ii) supplemental share sale agreement with BSSB in relation to the Proposed OBS(M) Acquisition;
 - (iii) supplemental share sale agreement with BSSB, BSD and LBS in relation to the Proposed SPP Acquisition;
 - (iv) supplemental sale and purchase agreement with BESB in relation to the Proposed Bukit Langkap Estate Acquisition;
 - (v) supplemental sale and purchase agreement with BESB in relation to the Proposed Bentong Estate Acquisition; and
 - (vi) supplemental sale and purchase agreement with BESB in relation to the Proposed Thye Group Estate Acquisition.
- 2.3 The Company had on 12 April 2023 entered into the following second supplemental agreements to facilitate a further extension of cut-off date of the supplemental agreements to 31 August 2023 or such other date as provided in the relevant agreements or as may be mutually agreed between the parties in respect of the Proposed Shares Acquisitions and Proposed Land Acquisitions:
- (i) second supplemental share sale agreement with BSSB in relation to the Proposed SPSB Acquisition;
 - (ii) second supplemental share sale agreement with BSSB in relation to the Proposed OBS(M) Acquisition;
 - (iii) second supplemental share sale agreement with BSSB, BSD and LBS in relation to the Proposed SPP Acquisition;
 - (iv) second supplemental sale and purchase agreement with BESB in relation to the Proposed Bukit Langkap Estate Acquisition;
 - (v) second supplemental sale and purchase agreement with BESB in relation to the Proposed Bentong Estate Acquisition; and
 - (vi) second supplemental sale and purchase agreement with BESB in relation to the Proposed Thye Group Estate Acquisition.

The Proposed Shares Acquisitions and Proposed Land Acquisitions have yet to be completed as at the date of this Circular on 28 April 2023.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Neither the Company nor any of its subsidiary companies is engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors have no knowledge of any proceedings, pending or threatened, against the Company or its subsidiary companies which might materially affect the financial position or business of the Company and/or its subsidiary companies.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours (except public holidays) at the Registered Office of OHB at 170-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Penang from the date of this Circular up to the date of AGM :

- (a) the Constitution of OHB;
- (b) the audited financial statements of OHB for the past two (2) financial years ended 31 December 2021 and 31 December 2022.

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