



ORIENTAL HOLDINGS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Oriental Holdings Berhad (“OHB” or the “Company”) will be conducted virtually through online live streaming from the broadcast venue located at Grand Ballroom, Bayview Beach Resort, Batu Ferringhi Beach, 11100 Batu Ferringhi, Penang via Remote Participation and Electronic Voting (“RPEV”) facilities through the online platform at <https://meeting.boardroomlimited.my> on Wednesday, 30 August 2023 at 2:30 p.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:-

ORDINARY RESOLUTION

- (I) **PROPOSED ACQUISITION BY OHB OF THE REMAINING EQUITY INTERESTS IT DOES NOT ALREADY OWN IN 3 PLANTATION COMPANIES, NAMED SELASIH PERMATA SDN BHD, ORIENTAL BOON SIEW (MAURITIUS) PTE LTD AND SOUTHERN PERAK PLANTATIONS SDN BHD (“SPP”) (“PROPOSED SHARES ACQUISITIONS”); AND**
- (II) **PROPOSED ACQUISITIONS OF THE FOLLOWING PLANTATION ESTATES LOCATED IN PENINSULAR MALAYSIA BY SPP (“PROPOSED LAND ACQUISITIONS”):-**
- (A) **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”);**
- (B) **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”); AND**
- (C) **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”),**

(COLLECTIVELY REFERRED TO AS THE “PROPOSALS”)

“THAT, subject to the approvals of all relevant authorities or parties being obtained (where required), the Company be and is hereby authorised to proceed with the Proposed Shares Acquisitions (details of which are set out in the circular to stockholders of OHB dated 15 August 2023 (“Circular”) in accordance with the terms and conditions as stipulated in the conditional share sale agreements dated 13 October 2022 and supplemental share sale agreements dated 12 January 2023 and 12 April 2023 entered into between OHB and Boon Siew Sdn Bhd, Boon Siew Development Sdn Bhd and Loh Boon Siew Holdings Sdn Bhd (“SSAs”) (salient terms of which are set out in **Appendices II(A), II(B) and II(C)** of the Circular).

THAT, subject to the completion of the Proposed Shares Acquisitions (in view that SPP is the purchaser for the Bukit Langkap Estate, Bentong Estate and Thye Group Estate), the Company be and is hereby authorised to proceed with the Proposed Land Acquisitions (details of which are set out in the Circular) in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreements dated 13 October 2022 and supplemental sale and purchase agreements dated 12 January 2023 and 12 April 2023 entered into between OHB, SPP and Boontong Estates Sdn Bhd (“SPAs”, together with the SSAs, the “Agreements”) (salient terms of which are set out in **Appendices II(D), II(E) and II(F)** of the Circular).

AND THAT the Board of Directors of the Company (“Board”) (save for the Interested Directors, as set out in the Circular) be and is hereby authorised to give effect to the Proposals with full power (i) to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities; (ii) to deal with all matters relating to the Agreements thereto; and (iii) to do all such acts and things as they may consider necessary or expedient to implement, finalise and give full effect to the Proposals.”

By order of the Board,

ORIENTAL HOLDINGS BERHAD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023)

ONG TZE-EN (MAICSA 7026537) (SSM PC No.: 202008003397)

JOINT COMPANY SECRETARIES

Date: 15 August 2023

Notes:-

- The EGM will be held entirely via RPEV facilities through the meeting platform at <https://meeting.boardroomlimited.my>. Kindly refer to the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPEV facilities.*
- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the chairman of the meeting to be present at the main venue of the meeting. Stockholders / proxies from the public **WILL NOT BE ALLOWED** to be physically present. Stockholders who wish to participate in the EGM will have to register online and attend remotely. Kindly read and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.*
- A proxy may but need not be a member of the Company.*
- The instrument appointing a proxy must be deposited / submitted via the following ways not less than 48 hours before the time set for holding the EGM or at any adjournment thereof:-*
 - By hardcopy form*
The Form of Proxy must be deposited at the registered office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia.
 - By electronic form*
The Form of Proxy can be electronically submitted through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the procedures on electronic lodgement of Form of Proxy.
- 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.*
- 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 holds with ordinary stocks of the Company standing to the credit of the said securities account.*
- 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 the SICDA.*
- 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.*
- In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on **23 August 2023** (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint a proxy to attend and/or vote on his/her behalf.*

Personal Data Privacy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the stockholder's breach of warranty.