

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Second Annual General Meeting (“62nd AGM”) of stockholders of Oriental Holdings Berhad (“OHB” or “the Company”) will be conducted virtually through online streaming via Remote Participation and Electronic Voting (“RPEV”) facilities for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Event Name	:	OHB – 62 nd AGM
Day, Date and Time of Meeting	:	Thursday, 13 June 2024, 2.30pm
Broadcast venue	:	Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, Malaysia (Members/ Proxies/ Corporate Representatives will not be allowed to be physically present at the broadcast Venue)
RPEV facilities	:	Boardroom Smart Investor Portal (“BSIP”) at https://investor.boardroomlimited.com
Mode of communication	:	(1) Participate in the 62 nd AGM to vote remotely using the RPEV facilities via the meeting platform; (2) Type the questions in the messaging box through the meeting platform. The messaging window facility will be opened concurrently with the meeting platform, i.e. 1 hour before the commencement of 62 nd AGM, starting from 1.30 pm (Malaysia time) on Thursday, 13 June 2024.

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Report and Auditors’ Report thereon.
- To declare a Final Single Tier Dividend of 20 sen per ordinary stock for the financial year ended 31 December 2023. Ordinary Resolution 1
- To re-elect the following Directors who retire in accordance with Clause 103 of the Company’s Constitution:
 - Ms Tan Kheng Hwee Ordinary Resolution 2
 - Dato’ Seri Lim Su Tong Ordinary Resolution 3
 - Dato’ Sri Datuk Wira Tan Hui Jing Ordinary Resolution 4
- To re-elect the following Directors who retire in accordance with Clause 110 of the Company’s Constitution:
 - Dato’ Ong Eng Bin Ordinary Resolution 5
 - Dato’ Md Radzaif Bin Mohamed Ordinary Resolution 6
- To approve Directors’ fees and benefits up to an aggregate amount of RM2.5 million payable to the Directors for the period commencing this Annual General Meeting (“AGM”) through to the next AGM of the Company in 2025. Ordinary Resolution 7
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 8

As Special Business

- Proposed Renewal of Stockholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** Ordinary Resolution 9
 “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 2024 (“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.

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AND THAT, such approval, shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which authorization is obtained, at which time it shall lapse, unless by ordinary resolution passed at the meeting, that authority is renewed either unconditionally or subject to conditions; or
- (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 stockholders 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."

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

Ordinary Resolution 10

"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 RM772.4 million which represents the audited retained profits reserve of the Company as at 31 December 2023, 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 2 April 2024 (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
- (d) 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."

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9. **Retention as Independent Non-Executive Director** Ordinary Resolution 11
"THAT, Mr. Lee Kean Teong be 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."
10. 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) (SSM PC No.: 202008001023)
Ong Tze-En (MAICSA 7026537) (SSM PC No.: 202008003397)
Joint Company Secretaries

Penang, 30 April 2024

Notes on proxy and voting:

- The AGM will be held entirely via RPEV facilities provided by Boardroom Share Registrars Sdn Bhd ("Boardroom") via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Kindly refer to the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPEV facilities.
- The online meeting platform 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 AGM will have to register online and attend remotely. Kindly read and follow the procedures in the Administrative Guide for the AGM 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 / lodged via the following ways not less than 48 hours before the time set for holding the AGM or at any adjournment thereof:-
 - By hard copy form** – The Form of Proxy must be deposited with the Poll Administrator at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.
 - By electronic form** – The Form of Proxy can be electronically lodged with the Poll Administrator through 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 SICDA.

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Notes on proxy and voting: (cont'd)

8. 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.
9. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on **6 June 2024** (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.

Explanatory notes on the resolutions:

1. **Ordinary Resolutions 2, 3 and 4 are to re-elect Directors who retire in accordance with Clause 103 of the Company's Constitution**

Information on the Directors standing for re-election under Ordinary Resolutions 2, 3 and 4 are set out under Profile of Directors / Key Senior Management in the Annual Report 2023. The Board of Directors ("Board") approved the recommendations from the Nominating Committee and is supportive of the re-election of the retiring Directors based on the justifications below. The retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at Board meeting.

1.1 Tan Kheng Hwee is the Executive Director. She leads business development and oversees the entire operations of Automotive Singapore and the Hotels and Resorts segment. She has contributed significantly to the Group by steering these businesses forward with notable achievements throughout her tenure of service.

1.2 Dato' Seri Lim Su Tong is the Joint Group Managing Director. He has shown exemplary leadership in managing businesses and creating value especially in the Plantation segment by expanding into property investment abroad and the buyout of remaining equity interest in the plantation subsidiaries to enable full consolidation of the Group's interest in these subsidiaries. He has contributed significantly to the Group by steering these segments forward with notable achievements during his tenure as the Joint Group Managing Director.

1.3 Dato' Sri Datuk Wira Tan Hui Jing is the Executive Director. He plays a pivotal role in Healthcare, Automotive Manufacturing segments as well as Honda business in Singapore, Malaysia and Brunei. He oversees the expansion of businesses within Healthcare sector to include community-based retail pharmacies and a new hospital in northern Johor. These initiatives align with Healthcare's medium-term strategic planning. Dato' Sri Tan has provided valuable input and strategic direction to address performance challenges in an automotive manufacturing subsidiary to restore its performance and ensure that it remains on track. His approach, a combination of strategic planning, expansion and performance optimization, has contributed to the growth and success of these segments. He leads business development, in close cooperation with brand Principal, of the Honda marque in the defined markets.

2. **Ordinary Resolutions 5 and 6 are to re-elect Directors who retire in accordance with Clause 110 of the Company's Constitution**

Information on the Directors standing for re-election under Ordinary Resolutions 5 and 6 are set out under Profile of Directors / Key Senior Management in the Annual Report 2023. The Board approved the recommendations from the Nominating Committee and is supportive of the re-election of the retiring Directors based on the justifications below. The retiring Directors had abstained from deliberation and decision on their own eligibility to stand for re-election at both Nominating Committee and Board meetings.

2.1 Dato' Ong Eng Bin and Dato' Md Radzaif Bin Mohamed are the Independent Non-Executive Directors. Both have fulfilled the requirements on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and have provided confirmation of independence. They have demonstrated objectivity through their proactive engagements during meetings of the Board by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion.

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Explanatory notes on the resolutions: (cont'd)

3. Ordinary Resolution 7 is to approve Directors' Fees and Benefits

The fees and benefits payable to the Directors had been reviewed and approved by the Remuneration Committee and the Board. The quantum of Directors' fees and benefits payable is computed based on the anticipated number of meetings of Board, Risk Management Committee, Audit Committee, Nominating Committee and Remuneration Committee ("Board Committees"), assuming full attendance by all the Directors. The amount also includes a contingency sum to cater for unforeseen circumstances such as the appointment of any additional Director, additional unscheduled meetings of Board and Board Committees and/or for the formation of additional Board Committees. Please refer to the Corporate Governance Overview Statement and Corporate Governance Report for details of the fees and benefits payable for the Directors.

Once approved by the stockholders, this approval shall continue to be in force until the conclusion of the next AGM of the Company in 2025.

4. Ordinary Resolution 9 is to approve 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 law to be held or revoked/varied by resolution passed by the stockholders in a general meeting whichever is the earlier.

5. Ordinary Resolution 10 is to approve 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.

6. Ordinary Resolution 11 is to retain Mr. Lee Kean Teong as the Independent Non-Executive Director of the Company

Mr. Lee Kean Teong was appointed as an Independent Non-Executive Director on 31 March 2015. He has served the Company as the Independent Non-Executive Director for 9 years as at the date of the notice of the 62nd AGM.

The Board approved the recommendation from the Nominating Committee and is supportive of retaining him as Independent Non-Executive Director based on the justifications below. Mr. Lee had abstained from deliberation and decision on his own eligibility to stand for re-election at both Nominating Committee and Board meetings.

- (1) Mr. Lee had provided annual declaration / confirmation of independence in accordance with guidelines as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has demonstrated complete independence in character and judgement and therefore able to bring element of objectivity that provide check and balance to the executive leadership team.
- (2) He has performed his duties diligently and has remained objective and independent in expressing his views during deliberation and decision-making of the Board and the Board Committees, as applicable. His judgment is not clouded by familiarity.
- (3) The length of his service on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Group. He understands the businesses and operations of the Group as he has served as Independent Non-Executive Director for some time. Therefore, his familiarity has enabled him to participate effectively during meetings.

Statement of Accompanying Notice of AGM

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

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 20 sen per ordinary stock only in respect of:

- (a) Stocks transferred into the Depositor's Securities Account before 4.30 pm on 28 June 2024 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, if approved, will be paid on 18 July 2024 to Depositors registered in the Records of Depositors at the close of business on 28 June 2024.