

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.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused this Circular in respect of the proposed new shareholders' mandate for recurrent related party transaction of a revenue or trading nature on a limited review basis pursuant to Practice Note 18 of the Main Market Listing Requirement of Bursa Securities.

Bursa Securities has not perused the proposed renewal of shareholders' mandate for recurrent related party transaction of a revenue or trading nature before its issuance.

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

CIRCULAR TO STOCKHOLDERS

in relation to

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' 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 63rd Annual General Meeting ("AGM") which will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, Malaysia. The Notice of 63rd AGM of the Company and the Proxy Form are published on the Company's corporate website at www.ohb.com.my together with this Circular.

You are requested to complete the Proxy Form for the 63rd AGM and deposit / lodge via the following ways not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof:

- (i) **By hard copy form** – The Proxy Form 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.
- (ii) **By electronic form** – The Proxy Form can be electronically lodged with the Poll Administrator through Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the procedures on electronic lodgement of Proxy Form.

The lodging of the Proxy Form 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 Proxy Form : Sunday, 8 June 2025 at 2.30 pm
Day, date and time of the 63rd AGM : Tuesday, 10 June 2025 at 2.30 pm or at any adjournment thereof

This Circular is dated 30 April 2025

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
"AC" or "Audit Committee"	:	Audit Committee of OHB
"AGM"	:	Annual General Meeting
"AI"	:	Armstrong Industries Sdn. Bhd.
"Bayview Hotel"	:	Bayview Hotel Sdn. Bhd.
"BESB"	:	Boontong Estates Sdn. Bhd.
"BIH"	:	Bayview International Hotels Pte. Ltd.
"Board" or "Board of Directors"	:	The Board of Directors of OHB
"BSCB"	:	Boon Siew Credit Berhad
"BSD"	:	Boon Siew Development 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 of OHB, its subsidiaries or holding company
"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)

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

- "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. Bhd.
- "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;

DEFINITIONS (cont'd)

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

- (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.
- "Proposal" or "Proposed Mandate" : Proposed renewal of Stockholders' mandate and proposed new Stockholders' mandate for the OHB Group to enter into recurrent Related Party transactions of a revenue or trading nature
- "Proposed Renewal of Shareholders' Mandate" : Proposed renewal of Stockholders' mandate for the OHB Group to enter into recurrent Related Party transactions of a revenue or trading nature
- "Proposed New Shareholders' Mandate" : Proposed new Stockholders' mandate for the OHB Group to enter into recurrent Related Party transactions of a revenue or trading nature
- "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

DEFINITIONS (cont'd)

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

"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
"sf"	:	Square foot / feet, as applicable
"SU"	:	Simen Utara Sdn. Bhd.
"SCLSB"	:	Soaring Capital Land Sdn. Bhd.
"SSSB"	:	Soaring Success Sdn. Bhd.
"SLP"	:	Star Life Pharma Sdn. Bhd.
"SOAM"	:	Selasih OAM Sdn. Bhd.
"TSP"	:	Teck See Plastic Sdn. Bhd.
"U Mix (Pg)"	:	Unique Mix (Penang) Sdn. Bhd.

Words importing the singular shall, where applicable include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

References to persons shall include corporations, unless otherwise specified. Any reference to a time of day in this Statement is a reference to Malaysia time, unless otherwise stated. Any reference in this Circular to any legislation is a reference to that legislation as for the time being amended or re-enacted. Certain figures in this Circular have been subject to rounding adjustments.

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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

30 April 2025

Board of Directors:

Datuk Loh Kian Chong, Executive Chairman
Dato' Seri Lim Su Tong @ Lim Chee Tong, Group Managing Director
Dato' Sri Datuk Wira Tan Hui Jing, Deputy Group Managing Director
Ms. Tan Kheng Hwee, Executive Director
Mr. Lee Kean Teong, Independent Non-Executive Director
Puan Nazriah Binti Shaik Alawdin, Independent Non-Executive Director
Dato' Ong Eng Bin, Independent Non-Executive Director
Dato' Md Radzaif Bin Mohamed, Independent Non-Executive Director
Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK), Non-Independent Non-Executive Director
Mr. Kunitomo Asano, Non-Independent Non-Executive Director

To: The Stockholders of Oriental Holdings Berhad

Dear Sir/Madam

Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

1. Introduction

At the 62nd AGM of the Company held on 13 June 2024, 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(ies) than those generally available to the public.

The said mandate for RRPTs shall, in accordance with the MMLR, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the Stockholders of OHB at the forthcoming AGM.

On 17 April 2025, the Company announced to Bursa Securities that the Board proposes to seek its Stockholders' approval for the Proposal in accordance with Paragraph 10.09, Part E of Chapter 10 of the MMLR.

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 63rd 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) 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:

- (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 RRPT 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 Background information

OHB is an investment holding company and provides management services whilst the principal activities of its subsidiaries are broadly categorised under the following business segments:

- Automotive and related products
- Plastic products
- Hotels and resorts
- Plantation
- Investment holding
- Investment properties and trading of building material products
- Healthcare

The subsidiaries of OHB which are involved in the RRPT are set out in the table below:

No.	Company	Group Interest (%)	Principal Activities
Automotive and related products segment			
1.	Kah Motor Company Sdn. Berhad	100.0	Distribution and retailing of motor vehicles and spare parts, servicing, rental and leasing of motor vehicles, investment holding as well as hotelier
Plastic products segment			
2.	Kasai Teck See (Malaysia) Sdn. Bhd.	37.5	Designing, research and development, manufacturing and sale of plastic and automotive interior parts

2. Details of the Proposed Mandate (Cont'd)

2.2 Background information (Cont'd)

No.	Company	Group Interest (%)	Principal Activities
Plastic products segment (Cont'd)			
3.	Lipro Mold Engineering Sdn. Bhd.	48.0	Manufacture and repair of moulds, jigs and fixtures
4.	Oriental Nichinan Design Engineering Sdn. Bhd.	88.0	Design, manufacture and sale of prototype plastic models
5.	Teck See Plastic Sdn. Bhd.	60.0	Investment holding, letting of property, plant and equipment and manufacture and distribution of plastic articles and products
6.	Armstrong Industries Sdn. Bhd.	60.0	Investment holding company and in the designing, research and development, manufacturing, sales of plastic and automotive interior parts
Hotels & Resorts segment			
7.	Bayview International Hotels Pte. Ltd.	100.0	Management consultancy services
Plantation segment			
8.	Oriental Rubber & Palm Oil Sdn. Berhad	100.0	Cultivation of oil palm, investment holding and leasing of land for car park
9.	PT Bumi Sawit Sukses Pratama	90.0	Oil palm plantation
10.	PT Dapo Agro Makmur	90.0	Oil palm plantation
11.	PT Pratama Palm Abadi	90.0	Oil palm plantation
12.	PT Gunung Sawit Selatan Lestari	90.0	Oil palm plantation
13.	PT Gunung Maras Lestari	92.5	Oil palm plantation
14.	PT Gunungsawit Binalestari	92.5	Oil palm plantation
15.	PT Sumatera Sawit Lestari	90.0	Cultivation of oil palm plantation
16.	PT Surya Agro Persada	90.0	Oil palm plantation
Investment Holding			
17.	Selasih OAM Sdn. Bhd.	100.0	Providing consultancy and advisory services
Investment Properties and Trading of Building Material Products			
18.	North Malaya Engineers Trading Company Sdn. Bhd.	100.0	Manufacture of steel wire, wire mesh, barbed wire and trading of building materials and related products
19.	Simen Utara Sdn. Bhd.	91.0	Distributor of cement, concrete products and building materials
20.	Unique Mix (Penang) Sdn. Bhd.	63.7	Manufacturer and dealer of concrete products
21.	Oriental Realty Sdn. Berhad	100.0	Property development and investment holding
Healthcare segment			
22.	Melaka Straits Medical Centre Sdn. Bhd.	51.7	Operate a medical centre and provision of related healthcare services
23.	Nilam Healthcare Education Centre Sdn. Bhd.	70.0	Institution in providing nursing program
24.	Star Life Pharma Sdn. Bhd.	100.0	Operates as an integrated lifestyle retail pharmacy

2. Details of the Proposed Mandate (Cont'd)

2.2 Background information (Cont'd)

The associated companies of OHB which are involved in the RRPT are set out in the table below:

No.	Company	Group Interest (%)	Principal Activities
Associated companies			
1.	Chainferry Development Sdn. Berhad	33.4	Property development
2.	Hicom-Teck See Manufacturing Malaysia Sdn. Bhd.	29.4	Manufacture of thermo plastic and thermo setting products
3.	Kasai Teck See Co., Ltd.	15.0	Manufacture and sale of parts, mould and automotive equipment including automotive interior parts
4.	PT Kasai Teck See Indonesia	30.9	Manufacture and distribution of plastic articles and products in automotive and electrical sectors

The principal activities of the related transacting parties that will be entering into the RRPT with OHB Group are set out below:

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

2.3 Classes of Related Parties

RRPT in OHB Group are categorised under four groups of Related Parties.

2.3.1 Boon Siew Sdn. Bhd. and subsidiaries ("BSSB Group") and their interests

Consequent to the completion of an internal restructuring exercise involving BSSB and Bayview Hotel, BSSB and Pacific Carnival Sdn. Bhd. ceased to be major stockholders of OHB on 19 March 2024 and 11 June 2024 respectively. Nonetheless, BSSB Group remains a related transacting party, as these companies are controlled by Datuk Loh Kian Chong through his controlling interest of more than 20% in BSSB.

2. Details of the Proposed Mandate (Cont'd)

2.3 Classes of Related Parties (Cont'd)

2.3.1 Boon Siew Sdn. Bhd. and subsidiaries ("BSSB Group") and their interests (Cont'd)

Their shareholdings, along with those of persons connected to them in BSSB, are as follows:

Interested Party(ies)	Direct and Indirect Shareholdings as at 2 April 2025			
	Direct	%	Indirect	%
Datuk Loh Kian Chong ¹	-	-	46,800,000	78.0
Dato' Seri Lim Su Tong ²	-	-	-	-
Dato' Sri Datuk Wira Tan Hui Jing ³	-	-	-	-
Tan Kheng Hwee ⁴	-	-	6,600,000	11.0
Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK) ⁵	-	-	6,600,000	11.0
Datin Loh Ean, demised ⁶	-	-	6,600,000	11.0
Dato' Seri Loh Cheng Yean ⁷	-	-	6,600,000	11.0
Dr Tan Hui Ling ⁸	-	-	-	-
Dato' Lim Kean Seng ⁹	-	-	-	-
Lim Ee Ling ¹⁰	-	-	-	-
Lim Ee Hean ¹¹	-	-	-	-
Loh Oon Ling ¹²	-	-	46,800,000	78.0
Tan Hui Ming ¹³	-	-	-	-
Tan Kheng Ju ¹⁴	-	-	6,600,000	11.0
Tan Ju Nguan ¹⁴	-	-	6,600,000	11.0

Datuk Loh Kian Chong, Dato' Seri Lim Su Tong, Dato' Sri Datuk Wira Tan Hui Jing, Dato' Lim Kean Seng, Ms. Lim Ee Ling, Ms. Lim Ee Hean, Ms. Loh Oon Ling and Mr. Tan Hui Ming are major stockholders of OHB. All persons connected with these interested Directors and major stockholders of OHB as well as their relationships are disclosed under section 4 in this Circular.

Notes:

- Datuk Loh Kian Chong's shareholding is held through SCLSB (58.0%), Bayview Hotel (10.0%) and BESB (10.0%). He is a director of BSSB, BSD, Bayview Hotel, BIH, ORPO, OR, SLP, BSCB, MSMC, Nuwata, NMET, PT GSSL, PT DAM, PT PPA, PT SSL, PT SAP and PT BSSP. He is also an alternate director in KM and CD.
- Dato' Seri Lim Su Tong is a director of BSSB, BSCB, CD, KM, PT GML, PT GSBL, PT GSSL, PT DAM, PT PPA, PT SSL, PT SAP and PT BSSP.
- Dato' Sri Datuk Wira Tan Hui Jing is a director of CD, Bayview Hotel, BIH, Nuwata, NILAM, MSMC, KM, PT BSSP, PT DAM, PT GML, PT GSSL, PT GSBL, PT PPA, PT SSL and PT SAP. He is an alternate director in BSSB, ORPO and BSD. He resigned as an alternate director in NMET on 1 February 2025.
- Ms. Tan Kheng Hwee's shareholding is held via Loh Cheng Yean Holdings Sdn. Bhd.. Ms. Tan is a director of BSD, Bayview Hotel, OR, BSCB, NMET, BIH and ORPO. She is an alternate director in BSSB and KM.
- Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)'s shareholding is held through Loh Ean Holdings Sdn. Bhd.. He is a director of BSSB, ORPO, KM, NMET and OR.
- The late Datin Loh Ean's shareholding is held through Loh Ean Holdings Sdn. Bhd.. She was the spouse of Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK).

2. Details of the Proposed Mandate (Cont'd)

2.3 Classes of Related Parties (Cont'd)

2.3.1 Boon Siew Sdn. Bhd. and subsidiaries ("BSSB Group") and their interests (Cont'd)

7. Dato' Seri Loh Cheng Yean's shareholding is held through Loh Cheng Yean Holdings Sdn. Bhd.. She is a director of BSSB and KM. Dato' Seri Loh Cheng Yean is the mother of Ms. Tan Kheng Hwee.
8. Dr. Tan Hui Ling is a director of MSMC, SLP and NILAM. Dr. Tan is the sister of Dato' Sri Datuk Wira Tan Hui Jing.
9. Dato' Lim Kean Seng is a director of BSD, Bayview Hotel, ORPO and Nuwata. He is an alternate director in BSSB, U Mix (Pg), MSMC and KM. Dato' Lim Kean Seng is the son of Dato' Seri Lim Su Tong.
10. Ms. Lim Ee Ling is the daughter of Dato' Seri Lim Su Tong.
11. Ms. Lim Ee Hean is a director of SU, U Mix (Pg), NMET, OR and MSMC. She is an alternate director in BSCB, CD, BSD, Bayview Hotel and ORPO. Ms. Lim Ee Hean is the daughter of Dato' Seri Lim Su Tong.
12. Ms. Loh Oon Ling's shareholding is held through SCLSB (58.0%), Bayview Hotel (10.0%) and BESB (10.0%). Ms. Loh Oon Ling is the sister of Datuk Loh Kian Chong.
13. Mr. Tan Hui Ming is a director of BSSB, BSD, ORPO, OR, BSCB and NMET. He is an alternate director in Bayview Hotel, CD and KM. Mr. Tan Hui Ming is the brother of Dato' Sri Datuk Wira Tan Hui Jing.
14. The shareholdings of Ms. Tan Kheng Ju and Mr. Tan Ju Nguan are held through Loh Cheng Yean Holdings Sdn. Bhd.. They are the sister and brother of Ms. Tan Kheng Hwee.

2.3.2 Karli Boenjamin and his interests

The Related Party, Karli Boenjamin is interested in the transactions by virtue of his stockholdings in the following companies:

Interested Party	Direct shareholding (%) as at 2 April 2025										
	PT MKCS ¹⁵	PT GML	PT GSBL	PT BSSP	PT GSSL	PT PPA	PT GPL	PT DAM	PT SSL	PT SAP	CV Belly ¹⁶
Karli Boenjamin ¹⁷	-	7.5	7.5	10.0	10.0	10.0	10.0	10.0	10.0	10.0	-

15. PT MKCS is a company equally owned by Mr. Paul Sanjaya, Mr. Saksono Boenjamin, Mr. Effendi Suryono, Mr. Sjaudi Djapri and Mr. Andri Boenjamin, all persons connected to Mr. Karli Boenjamin.
16. CV Belly is a partnership equally owned by Mr. Paul Sanjaya and Mr. Effendi Suryono, both persons connected to Mr. Karli Boenjamin.
17. Mr. Karli Boenjamin is a director of PT GML, PT GSBL, PT BSSP and PT GPL. His direct interest is disclosed as above. He has indirect interest of 10.0% in PT SSL and PT SAP through PT Tradisi Bina Usaha and PT Kencana Sawit Abadi respectively which he is both director and shareholder. He resigned as director of PT GSSL, PT PPA, PT DAM, PT SSL and PT SAP on 18 October 2024.

2. Details of the Proposed Mandate (Cont'd)

2.3 Classes of Related Parties (Cont'd)

2.3.3 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:

Interested Party	Direct shareholdings (%) as at 2 April 2025						
	KTSM	HICOM	LME	ONDE	KTSC	PT KASAI	AI
TSP	62.5	49.0	80.0	30.0	25.0	13.8	100.0

2.3.4 Kasai Kogyo Co., Ltd. and its interests

The Related Party, Kasai Kogyo is interested in the transactions by virtue of its shareholding in the following companies:

Interested Party	Shareholdings (%) as at 2 April 2025			
	Direct			Indirect
	KTSM	LME	KTSC	PT KASAI
Kasai Kogyo	37.5	10.0	75.0	62.2

2.4 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.

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 RRPT are listed in section 2.2 above.

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 section 2.3 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. Details of the Proposed Mandate (Cont'd)

2.4 Nature of Recurrent Related Party Transactions (Cont'd)

2.4.1 Nature of the RRPT - Proposed Renewal of Shareholders' Mandate

The details of the nature and estimated annual value of the RRPT in respect of which OHB Group is seeking renewal mandate from its shareholders as contemplated under the Proposed Renewal of Shareholders' Mandate are as follows:

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	¹⁸ Estimated aggregate value after AGM 2024 to AGM 2025 (RM)	¹⁹ Estimated aggregate value after AGM 2025 to AGM 2026 (RM)	²⁰ Actual value (RM)
RRPT which involve interest of Related Parties disclosed under section 2.3.1						
1. ²¹	New cars, spare parts and car services	KM	BSSB, BSCB, CD, BSD, Nuwata	1,700,000	977,000	466,525
2. ²¹	Transport charges, truck rental and labour charges	BSD	OR	10,000	10,000	7,420
3. ²¹	Quarry products and red earth	BSD	U Mix (Pg)	850,000	100,000	-
4. ²¹	Office rental ²²	BSSB	SU	80,000	80,000	45,450
5. ²¹	Plant rental ²³	BSSB	U Mix (Pg)	56,000	76,000	46,400

18. The value of these transactions is from last AGM to the forthcoming AGM as disclosed in the Circular to stockholders dated 30 April 2024.
19. 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.
20. The actual value transacted is from last AGM to 31 March 2025, the latest practicable date.
21. BSSB is deemed interested in the above transactions by virtue of it holds more than 20% interests in BSD (76.6%), Nuwata (100.0%), Bayview Hotel (49.0%), CD (27.7%) and BSCB (51.0%) where BSSB's direct and indirect interests are shown in brackets.
22. The office rented from BSSB by SU is located at Level 8, Unit 8C & 8D, Wisma Boon Siew, No.1 Jalan Penang, 10000 Penang at a monthly rental of RM5,050 (2,515 sf).
23. 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 RM5,800 (28,632.63 sf).

2. Details of the Proposed Mandate (Cont'd)

2.4 Nature of Recurrent Related Party Transactions (Cont'd)

2.4.1 Nature of the RRPT - Proposed Renewal of Shareholders' Mandate (Cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	¹⁸ Estimated aggregate value after AGM 2024 to AGM 2025 (RM)	¹⁹ Estimated aggregate value after AGM 2025 to AGM 2026 (RM)	²⁰ Actual value (RM)
RRPT which involve interest of Related Parties disclosed under section 2.3.1 (Cont'd)						
6. ²¹	Office rental ²⁴	BSSB	ORPO, KM	500,000	500,000	249,030
7. ²¹	Office rental ²⁵	BSSB	OHB	80,000	80,000	52,650
8. ²¹	Office rental ²⁶	BSSB	NMET	50,000	50,000	18,450
9. ²¹	Office rental ²⁷	CD	U Mix (Pg)	42,000	42,000	27,000
10. ²¹	Building materials	U Mix (Pg)	BSD	80,000	80,000	-
11. ²¹	Mixed concrete and quarry product	U Mix (Pg)	Nuwata, CD	90,000	20,000	-
12. ²¹	Building materials	NMET	CD, BSD	100,000	100,000	-
13. ²¹	Building materials	SU	CD, Nuwata, BSD	200,000	300,000	-
14. ²¹	Office rental ²⁸	BSSB	OR	40,000	40,000	16,740
15. ²¹	Office rental ²⁹	KM	Nuwata	700,000	700,000	463,230
16. ²¹	Labour charges ³⁰	Nuwata	OR	10,000	10,000	4,638
17. ²¹	Truck rental	Nuwata	OR	10,000	10,000	-

24. 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 sf). The premises rented from BSSB by KM are: showroom/office located at Lebu Farquhar, 10200 Penang at a monthly rental of RM7,000 (4,500 sf); showroom/workshop/stockyard located at Jalan Sungai Pinang, Penang at a monthly rental of RM10,000 (24,191 sf); storage located at Level 15, Unit 15(G) Wisma Boon Siew, No. 1, Jalan Penang, 10000 Penang at a monthly rental of RM985.
25. 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 sf) and 25-B Lebu Farquhar, 10200 Penang at a monthly rental of RM3,000.
26. 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 sf).
27. 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 (3,220 sf for 2 lots).
28. The offices rented from BSSB by OR is located at 25-B Lebu Farquhar, 10200 Penang at a monthly rental of RM1,500 (900 sf) and Level 12-A, Unit F&G, Wisma Boon Siew, No. 1 Jalan Penang, 10000 Penang at a monthly rental of RM360 (200 sf).
29. The office rented from KM by Nuwata is located at Lot 1145, Jalan Sultan Ahmad Shah, Seksyen 13, George Town, D.T.L., Penang at a monthly rental of RM51,470 (128,672 sf).
30. Nuwata supplies labour for site clearing to OR.

2. Details of the Proposed Mandate (Cont'd)

2.4 Nature of Recurrent Related Party Transactions (Cont'd)

2.4.1 Nature of the RRPT - Proposed Renewal of Shareholders' Mandate (Cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	¹⁸ Estimated aggregate value after AGM 2024 to AGM 2025 (RM)	¹⁹ Estimated aggregate value after AGM 2025 to AGM 2026 (RM)	²⁰ Actual value (RM)
RRPT which involve interest of Related Parties disclosed under section 2.3.1 (Cont'd)						
18. ³¹	Nursing course sponsorship	NILAM	MSMC	1,500,000	-	1,092,031
19. ³¹	Office rental ³²	MSMC	NILAM	350,000	-	246,000
20. ²¹	Office rental ³³	Nuwata	OR	200,000	-	60,000
21. ³¹	Medical supplies	SLP	MSMC	172,000	-	4,770
22. ³¹	Shop lot rental ³⁴	MSMC	SLP	115,000	-	61,317
23. ³¹	Medical supplies	MSMC	SLP	3,000,000	-	1,585,261
24. ³¹	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	-	19,135,367
RRPT which involve interest of Related Parties disclosed under section 2.3.2						
25.	Fresh fruit bunches	PT GPL	PT GML, PT GSBL	4,000,000	4,000,000	-
26.	Contractor for land clearing	PT MKCS	PT BSSP, PT GML	10,000,000	10,000,000	1,073,720
27.	Fresh fruit bunches	CV Belly	PT GML, PT GSBL, PT BSSP	30,000,000	30,000,000	12,880,631
28.	Seedling	PT BSSP	PT GSBL	2,000,000	2,000,000	-
29.	Contractor for land clearing	PT MKCS	PT GSSL, PT PPA, PT SSL, PT SAP	20,000,000	20,000,000	-
30.	Fresh fruit bunches	PT DAM, PT GSSL, PT SAP, PT SSL	PT PPA	120,000,000	170,000,000	71,642,362

31. Consequential to the completion of internal restructuring exercise involving BSSB and Bayview Hotel in 2024, BSSB ceased to have any equity interest in MSMC. Upon completion of the previously announced acquisition by OHB of the remaining equity interests in plantation companies (in which BSSB owned 49.5%), BSSB ceased to have any interest in SOAM. Consequently, BSSB no longer has any interest in these transactions.
32. The office rented from MSMC by NILAM is located at Pusat Perubatan Klebang (College Building), Melaka at a monthly rental of RM30,000 (35,566 sf).
33. 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 RM10,000 (1,500 sf). The tenancy is until 31 December 2024.
34. The shop lot rented from MSMC by SLP is located at Pusat Perubatan Klebang (Hospital Block), Melaka at a monthly rental of RM6,000 (5,600 sf) or based on monthly retail outlet revenue, whichever is higher.

2. Details of the Proposed Mandate (Cont'd)

2.4 Nature of Recurrent Related Party Transactions (Cont'd)

2.4.1 Nature of the RRPT - Proposed Renewal of Shareholders' Mandate (Cont'd)

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	¹⁸ Estimated aggregate value after AGM 2024 to AGM 2025 (RM)	¹⁹ Estimated aggregate value after AGM 2025 to AGM 2026 (RM)	²⁰ Actual value (RM)
RRPT which involve interest of Related Parties disclosed under section 2.3.3						
31.	Prototype of plastic parts, jigs	ONDE	KTSM	800,000	300,000	91,000
32.	Plastic parts	HICOM	KTSM	150,000	100,000	50,345
33.	Plastic parts	KTSM	HICOM	80,000	100,000	63,301
34.	Plastic parts	Kasai Kogyo	KTSM	1,500,000	1,500,000	1,143,181
35.	Plastic parts	KTSM	AI	11,500,000	10,000,000	7,822,521
36.	Plastic parts	AI	KTSM	26,500,000	25,000,000	18,453,440
RRPT which involve interest of Related Parties disclosed under section 2.3.3 and 2.3.4						
37.	New molds, mold repairs	LME	KTSM	3,000,000	1,300,000	996,250
38.	Plastic parts	KTSC, PT Kasai	KTSM	25,000,000	28,000,000	17,352,512

2.4.2 Nature of the RRPT - Proposed New Shareholders' Mandate

The details of the nature and estimated annual value of the RRPT in respect of which OHB Group is seeking **fresh** mandate from its shareholders as contemplated under the Proposed New Shareholders' Mandate are as follows:

No.	Nature of transaction	Seller/ Provider	Buyer/ Recipient	¹⁹ Estimated aggregate value after AGM 2025 to AGM 2026 (RM)	²⁰ Actual value (RM)
RRPT which involve interest of Related Parties disclosed under section 2.3.1					
1. ²¹	Management service	BIH	Bayview Hotel	4,000,000	1,641,257
2. ²¹	Information technology support service	Bayview Hotel	BIH	500,000	172,800
RRPT which involve interest of Related Parties disclosed under section 2.3.2					
3.	Palm Kernel	PT BSSP, PT GSBL	PT GML	200,000,000	9,854,031
4.	Crude palm oil	PT BSSP	PT GML, PT PPA	700,000,000	130,568,386
5.	Crude palm oil	PT GSBL, PT PPA	PT GML	500,000,000	54,525,907
RRPT which involve interest of Related Parties disclosed under section 2.3.3					
6.	Plastic parts	AI	HICOM	1,500,000	1,210,901
7.	Resin	HICOM	AI	550,000	494,466

2. Details of the Proposed Mandate (Cont'd)

2.5 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 2024:

Related parties	Seller/ Provider	Purchaser/ Recipient	Total sum due and owing pursuant to a RRPT which exceeded the credit term as at 31 December 2024 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	8,399	-	-	-	-	-	-	-
BSSB	KM	CD	6,359	-	-	-	-	-	-	-
BSSB	KM	Nuwata	10,992	-	-	-	-	-	-	-

Notes:

- (a) There is no late payment charges imposed on the outstanding amounts as these are trade in nature.
- (b) The subsidiary continuously follow up with its debtors for timely settlement of outstanding amounts.
- (c) The Audit Committee and Board (save and except for the interested directors (as defined) is of the opinion that there is no recoverability issue as the debtors are Related Parties with long standing relationship with OHB Group and have proven to be creditworthy with a good payment record.

2. Details of the Proposed Mandate (Cont'd)

2.6 Rationale of the Proposed Mandate

The companies in the Group have in the past entered into the Recurrent Related Party transactions disclosed in section 2.4 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.

2.7 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.

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

2.8.1 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 and transaction prices 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 on 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:

- (a) 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.
- (b) All operating segments and subsidiaries shall review the existing information systems to ensure that information on Related Party Transactions are captured at source.
- (c) Records will be maintained by each operating segment and subsidiary to record all transactions with Related Parties pursuant to the Proposed Mandate.
- (d) The Company will compile details of all the Recurrent Related Party Transactions on a quarterly basis and benchmark against mandated thresholds.
- (e) 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.

2. Details of the Proposed Mandate (Cont'd)

2.8 The Methods and Procedures on which Transactions Prices will be Determined and Other Review Procedures (Cont'd)

2.8.1 Review Methods or Procedures for Recurrent Related Party Transactions (Cont'd)

- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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 and the Group.

2.8.2 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.

2.9 Validity Period of the Proposed Mandate

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

- (a) 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 resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
- (b) 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
- (c) 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. Details of the Proposed Mandate (Cont'd)

2.10 Disclosure in Annual Report

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

- (a) the type of Recurrent Related Party Transactions made; and
- (b) 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:

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

whichever is the higher.

2.11 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 Stockholders

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 2 April 2025. 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.

4. Interests of Directors and Major Stockholders (Cont'd)

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 2 April 2025. All interested directors have and will abstain from Board's deliberations and voting in relation to the Proposed Mandate.

All interested directors (Datuk Loh Kian Chong, Dato' Seri Lim Su Tong, Dato' Sri Datuk Wira Tan Hui Jing, Ms. Tan Kheng Hwee and Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)) and interested major stockholders (Datuk Loh Kian Chong, Dato' Seri Lim Su Tong, Dato' Sri Datuk Wira Tan Hui Jing, Dato' Lim Kean Seng, Ms. Lim Ee Ling, Ms. Lim Ee Hean, Ms. Loh Oon Ling and Mr. Tan Hui Ming) and persons connected with the interested directors and/or major stockholders 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 2 April 2025			
		Direct	%	Indirect ³⁵	%
Director(s)					
Datuk Loh Kian Chong	Interested Director	1,000,000	0.16	³⁶ 264,357,644	42.62
Dato' Seri Lim Su Tong	Interested Director	2,966,906	0.48	³⁷ 258,416,040	41.66
Dato' Sri Datuk Wira Tan Hui Jing	Interested Director	-	-	³⁸ 255,267,744	41.15
Tan Kheng Hwee	Interested Director	172,032	0.03	³⁹ 42,234,190	6.81
Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)	Interested Director	181,149	0.03	⁴⁰ 42,396,062	6.84
Major Stockholder(s)					
Soaring Success Sdn. Bhd. ("SSSB") ⁴¹	Interested major stockholder	239,667,250	38.64	-	-
Person(s) Connected					
Dato' Seri Loh Cheng Yeap	Mother of Tan Kheng Hwee	486,755	0.08	⁴² 42,691,914	6.88
Datin Loh Ean (demised)	Spouse of Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)	161,872	0.03	⁴³ 42,415,339	6.84

35. Deemed interested pursuant to Section 8(4) and Section 59(11)(c) of the Act, where applicable.
36. Deemed interested via SSSB, Loh Kar Bee Holdings Sdn. Bhd., Loh Boon Siew Holdings Sdn. Bhd. and Global Investments Ltd..
37. Deemed interested via son.
38. Deemed interested via SSSB, Loh Boon Siew Holdings Sdn. Bhd. and Loh Gim Ean Holdings Sdn. Bhd..
39. Deemed interested via Loh Cheng Yeap Holdings Sdn. Bhd..
40. Deemed interested via Loh Ean Holdings Sdn. Bhd., demised spouse and child.
41. SSSB, a major stockholder of OHB, controlled by the interested Directors of the Company, namely, Datuk Loh Kian Chong, Dato' Seri Lim Su Tong and Dato' Sri Datuk Wira Tan Hui Jing.
42. Deemed interested via Loh Cheng Yeap Holdings Sdn. Bhd., demised spouse, daughters and son.
43. Deemed interested via Loh Ean Holdings Sdn. Bhd., spouse and child.

4. Interests of Directors and Major Stockholders (Cont'd)

Name	Relationship	Stockholdings held 2 April 2025			
		Direct	%	Indirect ³⁵	%
Person(s) Connected (Cont'd)					
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	⁴⁴ 257,558,357	41.52
Lim Ee Ling	Child of Dato' Seri Lim Su Tong	-	-	⁴⁴ 257,558,357	41.52
Lim Ee Hean	Child of Dato' Seri Lim Su Tong	-	-	⁴⁴ 257,558,357	41.52
Loh Oon Ling	Sister of Datuk Loh Kian Chong	-	-	⁴⁵ 264,157,644	42.59
Shirley Kathreyn Yap	Sister in law of Dato' Seri Loh Cheng Yean	187,652	0.03	-	-
Tan Hui Ming	Brother of Dato' Sri Datuk Wira Tan Hui Jing and Dr Tan Hui Ling	38,307	0.01	³⁸ 255,267,744	41.15
Tan Ju Nguan	Brother of Tan Kheng Hwee	130,560	0.02	³⁹ 42,234,190	6.81
Tan Kheng Ju	Sister of Tan Kheng Hwee	86,016	0.01	³⁹ 42,234,190	6.81
Tan Sri Dato' Loh Boon Siew (demised)	Father of Dato' Seri Loh Cheng Yean	987,835	0.16	-	-
Tan Puay Huat (demised)	Father of Tan Kheng Hwee	69,116	0.01	-	-
Wong Chee Choong	Son of Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)	10,500,000	1.69	-	-
BSSB ⁴⁶	Person connected	-	-	-	-
Bayview Hotel ⁴⁶	Person connected	-	-	-	-
BESB ⁴⁶	Person connected	-	-	-	-
BSD ⁴⁶	Person connected	-	-	-	-
Loh Boon Siew Holdings Sdn. Bhd. ⁴⁷	Person connected	11,547,194	1.86	-	-

44. Deemed interested via SSSB, Loh Boon Siew Holdings Sdn. Bhd., Tong Yen Sdn. Bhd., Loh Phoy Yen Holdings Sdn. Bhd., United Formula Sdn. Bhd., Global Wealth Ltd. and Global Investments Ltd..

45. Deemed interested via SSSB, Loh Kar Bee Holdings Sdn. Bhd. and Loh Boon Siew Holdings Sdn. Bhd..

46. Persons connected to Datuk Loh Kian Chong, who holds more than 20.0% interests in Boon Siew Sdn. Bhd., Bayview Hotel Sdn. Bhd., Boon Siew Development Sdn. Bhd. and Boontong Estates Sdn. Bhd..

47. Loh Boon Siew Holdings Sdn. Bhd., a company in which Datuk Loh Kian Chong, Dato' Sri Datuk Wira Tan Hui Jing, Tan Hui Ming, Dato' Lim Kean Seng, Lim Ee Ling, Lim Ee Hean and Loh Oon Ling hold more than 20.0% interests.

4. Interests of Directors and Major Stockholders (Cont'd)

Name	Relationship	Stockholdings held 2 April 2025			
		Direct	%	Indirect ³⁵	%
Person(s) Connected					
Loh Kar Bee Holdings Sdn. Bhd. ⁴⁸	Person connected	12,943,200	2.09	⁴⁹ 251,214,444	40.50
Loh Kah Kheng Holdings Sdn. Bhd. ⁴⁸	Person connected	252,681	0.04	-	-
Loh Cheng Yean Holdings Sdn. Bhd. ⁴⁸	Person connected	42,234,190	6.81	-	-
Loh Ean Holdings Sdn. Bhd. ⁴⁸	Person connected	31,734,190	5.12	-	-
Loh Gim Ean Holdings Sdn. Bhd. ⁴⁸	Person connected	4,053,300	0.65	⁴⁹ 251,214,444	40.50
Loh Phoy Yen Holdings Sdn. Bhd. ⁵⁰	Person connected	4,108,047	0.66	⁴⁹ 251,214,444	40.50
Tong Yen Sdn. Bhd. ⁵⁰	Person connected	1,708,278	0.28	-	-
United Formula Sdn. Bhd. ⁵⁰	Person connected	70,988	0.01	-	-
Global Wealth Ltd. ⁵⁰	Person connected	256,600	0.04	-	-
Global Investments Ltd. ⁵¹	Person connected	200,000	0.03	-	-

48. Loh Kar Bee Holdings Sdn. Bhd., Loh Kah Kheng Holdings Sdn. Bhd., Loh Cheng Yean Holdings Sdn. Bhd., Loh Ean Holdings Sdn. Bhd. and Loh Gim Ean Holdings Sdn. Bhd. are companies respectively owned by the families members of Datuk Loh Kian Chong, Shirley Kathreyn Yap, Tan Kheng Hwee, Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK) and Dato' Sri Datuk Wira Tan Hui Jing.

49. Deemed interested via SSSB and Loh Boon Siew Holdings Sdn. Bhd..

50. Loh Phoy Yen Holdings Sdn. Bhd., Tong Yen Sdn. Bhd., United Formula Sdn. Bhd. and Global Wealth Ltd. are companies owned by the family members of Dato' Seri Lim Su Tong.

51. Global Investments Ltd., a company in which Datuk Loh Kian Chong and Dato' Lim Kean Seng hold more than 20.0% interests.

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 for Datuk Loh Kian Chong, Dato' Seri Lim Su Tong @ Lim Chee Tong, Dato' Sri Datuk Wira Tan Hui Jing, Ms. Tan Kheng Hwee and Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)) 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 63rd 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 63rd AGM will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, Malaysia on 10 June 2025 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 63rd AGM.

If you are unable to attend and vote in person at the AGM, you are requested to complete and deposit/ lodge via the following ways not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof:

- (i) **By hard copy form** –The Proxy Form 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.
- (ii) **By electronic form** – The Proxy Form can be electronically lodged with the Poll Administrator through BSIP at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the procedures on electronic lodgement of Proxy Form.

The lodging of the Proxy Form 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 I contained in this Circular for further information.

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

Lee Kean Teong
Independent Non-Executive Director
Chairman of Audit Committee

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 On 30 August 2023, the Company entered into the following supplemental sale and purchase agreement ("SPA") with Southern Perak Plantations Sdn Berhad ("SPP") and BESB upon approval obtained from stockholders during the Extraordinary General Meeting held on 30 August 2023, to facilitate a further extension of the cut-off date for the second supplemental SPA to 30 October 2023 or such other date as provided in the relevant agreement or as may be mutually agreed between the parties in respect of the Proposed Land Acquisitions:

- (a) third supplemental SPA with SPP and BESB in relation to the Proposed Bukit Langkap Estate Acquisition ("Bukit Langkap Estate");
- (b) third supplemental SPA with SPP and BESB in relation to the Proposed Bentong Estate Acquisition ("Bentong Estate"); and
- (c) third supplemental SPA with SPP and BESB in relation to the Proposed Thye Group Estate Acquisition ("Thye Group Estate").

The Proposed Land Acquisitions, namely, Bukit Langkap Estate Acquisition and Thye Group Estate Acquisition were completed on 22 January 2024 following the settlement of the balance of purchase consideration totalling RM243.89 million. Meanwhile, the Bentong Estate Acquisition was completed on 16 February 2024 following the settlement of the balance of the purchase consideration of RM121.44 million, hence marking the completion of the Proposed Land Acquisitions in their entirety.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Neither the Company nor any of its subsidiaries has been 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 subsidiaries which might materially affect the financial position or business of the Company and/or its subsidiaries.

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) Supplemental Sale and Purchase Agreement dated 30 August 2023;
- (b) the Constitution of OHB; and
- (c) the audited financial statements of OHB for the past two (2) financial years ended 31 December 2023 and 31 December 2024.

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