



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixty-Third Annual General Meeting (“63<sup>rd</sup> AGM”) of stockholders of Oriental Holdings Berhad (“OHB” or “the Company”) will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, Malaysia on Tuesday, 10 June 2025 at 2.30 pm, for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

## As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors’ Report and Auditors’ Report thereon.
2. To declare a Final Single Tier Dividend of 20 sen per ordinary stock for the financial year ended 31 December 2024. Ordinary Resolution 1
3. To re-elect the following Directors who retire pursuant to Clause 103 of the Company’s Constitution:
  - 3.1 Datuk Loh Kian Chong Ordinary Resolution 2
  - 3.2 Puan Nazriah Binti Shaik Alawdin Ordinary Resolution 3
  - 3.3 Dato’ Robert Wong Lum Kong, DSSA, JP, CMJA (UK) Ordinary Resolution 4
4. To re-elect Mr. Kunitomo Asano who retires in accordance with Clause 110 of the Company’s Constitution. Ordinary Resolution 5
5. To approve Directors’ fees and benefits up to an aggregate amount of RM3.0 million payable to the Directors from one day after the coming Annual General Meeting (“AGM”) to the next AGM of the Company in 2026. Ordinary Resolution 6
6. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 7

## As Special Business

7. **Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature** Ordinary Resolution 8  
“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 2025 (“the Circular”) with any person who is a related party as described in the Circular, provided that such transactions are undertaken in the ordinary course of business, on an arm’s length basis, and on normal commercial terms, or on terms not more favourable to the Related Party than those generally available to the public and are not, in the Company’s opinion, detrimental to the minority stockholders; and that disclosure will be made in the annual report of the aggregate value of transactions conducted during the financial year.  
AND THAT, such approval, shall continue to be in force until:
  - (a) the conclusion of the next AGM of the Company 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.”

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## As Special Business (Cont'd)

8. **Proposed Renewal of Authority to Buy-Back its Own Stocks** Ordinary Resolution 9
- “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 RM1 billion which represents the audited retained profits reserve of the Company as at 31 December 2024, 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 2025 (including 131,808 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.”
9. **Retention as Independent Non-Executive Director** Ordinary Resolution 10
- “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 2025

# NOTICE OF ANNUAL GENERAL MEETING

## Notes on proxy and voting:

1. The AGM will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang, Malaysia. The Notice of 63<sup>rd</sup> AGM of the Company and the Proxy Form are published on the Company's corporate website at [www.ohb.com.my](http://www.ohb.com.my).
2. A proxy may but need not be a member of the Company.
3. 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:-
  - (i) **By hard copy form** –The Proxy Form must be deposited with the Poll Administrator at Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> 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 at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the procedures on electronic lodgement of Proxy Form.
4. 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.
5. 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.
6. 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.
7. If the appointer is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or an attorney duly authorised.
8. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on **3 June 2025** (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 to 5 are to re-elect Directors who retire in accordance with Clauses 103 and 110 of the Company's Constitution**

The Ordinary Resolutions 2, 3, 4 and 5 pertain to the re-election of Datuk Loh Kian Chong, Puan Nazriah Binti Shaik Alawdin, Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK) and Mr. Kunitomo Asano respectively (collectively referred to as "**Retiring Directors**"). Pursuant to Clauses 103 and 110 of the Company's Constitution, they are eligible to stand for re-election at this 63<sup>rd</sup> AGM.



# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory notes on the resolutions: (Cont'd)

The Board of Directors ("**the Board**"), through the Nominating Committee ("**NC**"), had conducted assessments on Datuk Loh Kian Chong, Puan Nazriah Binti Shaik Alawdin and Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK). The assessments were based on the criteria set out in the Fit and Proper Policy, which include commitment, contributions, knowledge, integrity, experience, and overall performance. The Board (with the exception of Datuk Loh and Puan Nazriah abstaining on their own re-election) is satisfied that Datuk Loh Kian Chong and Puan Nazriah Binti Shaik Alawdin meet the fit and proper and performance criteria required for the discharge of their duties and responsibilities.

Datuk Loh Kian Chong is the Executive Chairman of the Company. He leads the executive leadership (through the Executive Committee) in assessing and determining business development initiatives across the Company and its subsidiaries ("**Group**") with special interest in automotive, investment and development of properties as well as trading of building material products and plantation. Datuk Loh does not have any conflict of interest with the Group other than as disclosed in the notes to the financial statements and Circular to Stockholders dated 30 April 2025.

Puan Nazriah Binti Shaik Alawdin is an Independent Non-Executive Director ("**INED**") of the Company. She is the Chairperson of the Risk Management and Sustainability Committee and NC as well as a member of the Audit Committee and the Remuneration Committee (collectively the "**Board Committees**"). Throughout her tenure, she has provided strong leadership and guidance to the Board as well as the Board Committees, fostering effective decision-making processes, promoting transparency and accountability and sharing impartial views and opinions. Puan Nazriah has declared a conflict of interest due to the Group's engagement with Ghazi & Lim, the legal firm where she is a partner.

Mr. Kunitomo Asano, a Non-Independent Non-Executive Director, was appointed recently. The Board, in concurrence with the NC, believes that he should be given the opportunity to share insights into the market strategies, regulations and relevant areas of concern as the Board considers business expansion in the automotive industry. He does not have any conflict of interest with the Group.

The NC and the Board of Directors (with the exception of Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK)) do not support the re-election of Dato' Robert Wong Lum Kong, DSSA, JP, CMJA (UK). This recommendation is made after a thorough evaluation of his continued suitability, taking into account several key factors:

- his advanced age and ongoing health challenges, which may impact his ability to effectively discharge his fiduciary duties and responsibilities;
- a noticeable decline in active engagement and participation at Board meetings, which the Board considers essential for informed decision-making and effective corporate governance; and
- the need to refresh the Board's composition to ensure it remains dynamic, responsive, and aligned with the evolving needs of the Company and its stakeholders.

This decision reflects the Board's commitment to high standards of performance, accountability, and long-term value creation for stockholders.

Information on the Directors standing for re-election are set out under Profile of Directors/Key Senior Management in the Annual Report 2024.

## 2. **Ordinary Resolution 6 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 the 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 2026.



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## Explanatory notes on the resolutions: (Cont'd)

**3. Ordinary Resolution 8 is to approve Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' 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.

**4. Ordinary Resolution 9 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.

**5. Ordinary Resolution 10 is to retain Mr. Lee Kean Teong as the Independent Non-Executive Director of the Company**

Mr. Lee Kean Teong was appointed as an INED on 31 March 2015. He has served the Company as the INED for 10 years as at the date of the notice of the 63<sup>rd</sup> AGM.

The Board approved the recommendation from the NC and is supportive of retaining him as INED based on the justifications below. Mr. Lee had abstained from deliberation and decision on his own eligibility to stand for re-election at both NC 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 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 judgment 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 INED 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 30 June 2025 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 17 July 2025 to Depositors registered in the Records of Depositors at the close of business on 30 June 2025.**