



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-First Annual General Meeting of stockholders of the Company will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang on Wednesday, 12 June 2013 at 2.30 pm for the following purposes:

1. To receive the audited Financial Statements for the year ended 31 December 2012 together with the Directors' Report and Auditors' Report thereon. **Ordinary Resolution 1**
2. To declare a Final Single Tier Dividend of 4% for the year ended 31 December 2012. **Ordinary Resolution 2**
3. (i) To re-elect the following Directors who retire in accordance with Section 129 of the Companies Act, 1965:
 - a) Dato' Robert Wong Lum Kong, DSSA, JP **Ordinary Resolution 3**
 - b) Dato' Dr Tan Chong Siang **Ordinary Resolution 4**
 - c) YM Tengku Tan Sri Dato' Seri Ahmad Rithaudeen Bin Tengku Ismail **Ordinary Resolution 5**
 - d) Puan Sharifah Intan Binti S M Aidid **Ordinary Resolution 6**
 (ii) To re-elect the following Directors who retire in accordance with Article 133 of the Company's Articles of Association:
 - a) Ms Mary Geraldine Phipps **Ordinary Resolution 7**
 - b) Mr Satoshi Okada **Ordinary Resolution 8**
4. To approve the Directors' Fees of RM60,000 each for the year ended 31 December 2012. **Ordinary Resolution 9**
5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**
6. As Special Business, to consider and if thought fit, to pass with or without any modification, the following Ordinary Resolutions:
 - (i) **Proposed New and Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 "THAT pursuant to Chapter 10.09 of the 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 21 May 2013 ("the Circular") with any person who is a related party as described in the Circular as follows, 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, unless revoked or varied by the Company in general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company:-
 - a) Recurrent Related Party Transactions of a revenue or trading nature involving Boon Siew Sdn Bhd Group; **Ordinary Resolution 11**
 - b) Recurrent Related Party Transactions of a revenue or trading nature involving Dato' Syed Mohamad Bin Syed Murtaza and family; **Ordinary Resolution 12**
 - c) Recurrent Related Party Transactions of a revenue or trading nature involving Honda Motor Co. Ltd.; **Ordinary Resolution 13**
 - d) Recurrent Related Party Transactions of a revenue or trading nature involving Karli Boenjamin; **Ordinary Resolution 14**
 - e) Recurrent Related Party Transactions of a revenue or trading nature involving Ooi Soo Pheng; **Ordinary Resolution 15**
 - f) Recurrent Related Party Transactions of a revenue or trading nature involving Tan Liang Chye; **Ordinary Resolution 16**
 - g) Recurrent Related Party Transactions of a revenue or trading nature involving Datuk Loh Kian Chong. **Ordinary Resolution 17**
 - (ii) **Proposed Renewal of Stock Buy-Back**
 "THAT subject to compliance with Section 67A of the Companies Act, 1965 (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 RM291 million which represents the audited retained profits reserve of the Company as at 31 December 2012, otherwise available for dividend for the time being, to purchase on Bursa Malaysia Securities Berhad its own stocks up to 62,039,364 ordinary stocks of RM1.00 each representing 10% of the issued and paid up share capital of the Company of 620,393,638 ordinary stocks of RM1.00 each as at 25 April 2013 (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:-
 - i) to cancel the Stocks so purchased; or
 - ii) 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
 - iii) to retain part of the Stocks so purchased as treasury stocks and cancel the remainder.
 whereby an announcement regarding the intention of the Directors of the Company in relation to the proposed treatment of the stocks purchased and rationale thereof will be made to Bursa Malaysia Securities Berhad AND THAT such authority from the stockholders would be effective immediately upon passing of this Ordinary Resolution up till the conclusion of the next Annual General Meeting ("AGM") of the Company or 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; AND 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." **Ordinary Resolution 18**
 - (iii) **Retention as Independent Director**
 "THAT YM Tengku Tan Sri Dato' Seri Ahmad Rithaudeen Bin Tengku Ismail be retained as Independent Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting." **Ordinary Resolution 19**
7. To transact any other businesses of which due notice shall have been given in accordance with the Company's Articles of Association.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)
ONG TZE-EN (MAICSA 7026537)
Joint Company Secretaries

Penang, 21 May 2013.

Notes:

1. A member entitled to attend and vote at this meeting may appoint a proxy to attend and, on a poll, to vote on his behalf. A Member may appoint 2 proxies to attend on the same occasion. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not, apply to the Company. If a Member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
2. Where a Member of the Company is an exempt authorised nominee which hold ordinary stocks in the Company for multiple beneficial owner 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 authorized nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
3. If the appointer is a corporation, the Proxy Form must be executed under the Common Seal of the Company or under the hand of its attorney duly authorised in writing.
4. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 2-1, 2nd Floor, Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
5. Should you desire your Proxy to vote on the Resolutions set out in the Notice of Meeting, please indicate with an "X" in the appropriate space. If no specific direction as to voting is given, the Proxy will vote or abstain at his discretion.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 80(3) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 5 June 2013 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes on Special Business:

1. **Resolutions pursuant to Proposed New and Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 The Ordinary Resolutions 11 to 17, 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 Listing Requirements of Bursa Malaysia Securities Berhad. This approval shall continue to be in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by the law to be held or revoked/varied by resolution passed by the stockholders in general meeting whichever is the earlier.
2. **Resolution pursuant to Proposed Renewal of Stock Buy-Back**
 The Ordinary Resolution 18, if passed will allow the Company to purchase its own stocks. The total number of stocks purchased shall not exceed 62,039,364 stocks representing 10% of the issued and paid up share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting of the Company.
3. **Resolution pursuant to Retention as Independent Director**
 YM Tengku Tan Sri Dato' Seri Ahmad Rithaudeen Bin Tengku Ismail was appointed as an Independent Director on 9 February 2000. He has served the Company for a cumulative term of more than 9 years as at the date of the notice of AGM. The Board of Directors has recommended him to continue to act as Independent Director of the Company based on the justifications as follows:-
 - YM Tengku Tan Sri Dato' Seri Ahmad Rithaudeen Bin Tengku Ismail fulfils the criteria under the definition on Independent Director as stated in the Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, is able to bring independent and objective judgment to the Board;
 - his service in the public sector enables him to share his valuable experience, skills and expertise with the Board and Board Committees;
 - he has been with the Company long and therefore understands the Company's business operations which enables him to contribute actively and effectively during deliberations or discussions at Board and Board Committees meetings;
 - he has contributed sufficient time and efforts in attending the Board and Board Committees meetings;
 - he has actively participated in Board deliberations, provided objectivity in decision making and an independent voice to the Board; and
 - he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders.

Statement of Accompanying Notice of Annual General Meeting (Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1. No individual is seeking election as a Director at the forthcoming Fifty-First AGM of the Company.

DIVIDEND ANNOUNCEMENT

NOTICE IS ALSO HEREBY GIVEN that a depositor shall qualify for entitlement to the Final Single Tier Dividend only in respect of:

- a) Stocks transferred into the Depositor's Securities Account before 4.00 p.m. on 31 July 2013 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 30 August 2013 to depositors registered in the Records of Depositors at the close of business on 31 July 2013.