



NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Second Annual General Meeting of stockholders of Oriental Holdings Berhad will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Penang on Friday, 6 June 2014 at 2.30 pm for the following purposes:

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| 1. To receive the audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' Report and Auditors' Report thereon. | |
| 2. To declare a Final Single Tier Dividend of 3.5% for the financial year ended 31 December 2013. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors who retire in accordance with Section 129 of the Companies Act, 1965: | |
| (a) Dato' Seri Loh Cheng Yean | Ordinary Resolution 2 |
| (b) Dato' Robert Wong Lum Kong, DSSA, JP | Ordinary Resolution 3 |
| (c) YM Tengku Tan Sri Dato' Seri Ahmad Rithauddeen Bin Tengku Ismail | Ordinary Resolution 4 |
| (d) Puan Sharifah Intan Binti S.M. Aidid | Ordinary Resolution 5 |
| (e) Dato' Ghazi Bin Ishak | Ordinary Resolution 6 |
| 4. To re-elect Dato' Seri Lim Su Tong who retires in accordance with Article 133 of the Company's Articles of Association. | Ordinary Resolution 7 |
| 5. To re-elect the following Directors who retire in accordance with Article 138 of the Company's Articles of Association: | |
| (a) Dato' Sri Tan Hui Jing | Ordinary Resolution 8 |
| (b) Mr Koji Onishi | Ordinary Resolution 9 |
| 6. To approve the Directors' Fees of RM80,000 each for the financial year ended 31 December 2013. | Ordinary Resolution 10 |
| 7. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 11 |

As Special Business, to consider and if thought fit, to pass with or without any modification, the following Ordinary Resolutions:

8. 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 15 May 2014 ("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:-

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| (a) Recurrent Related Party Transactions of a revenue or trading nature involving Boon Siew Sdn Bhd Group; | Ordinary Resolution 12 |
| (b) Recurrent Related Party Transactions of a revenue or trading nature involving Dato' Syed Mohamad Bin Syed Murtaza and family; | Ordinary Resolution 13 |
| (c) Recurrent Related Party Transactions of a revenue or trading nature involving Honda Motor Co. Ltd.; | Ordinary Resolution 14 |
| (d) Recurrent Related Party Transactions of a revenue or trading nature involving Karli Boenjamin; | Ordinary Resolution 15 |
| (e) Recurrent Related Party Transactions of a revenue or trading nature involving Ooi Soo Pheng; | Ordinary Resolution 16 |



NOTICE OF MEETING (CONT'D)

- (f) Recurrent Related Party Transactions of a revenue or trading nature involving Tan Liang Chye; Ordinary Resolution 17
- (g) Recurrent Related Party Transactions of a revenue or trading nature involving Datuk Loh Kian Chong." Ordinary Resolution 18
9. **Proposed Renewal of Stock Buy-Back** Ordinary Resolution 19

"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 RM328.9 million which represents the audited retained profits reserve of the Company as at 31 December 2013, otherwise available for dividend for the time being, to purchase on Bursa Malaysia Securities Berhad ("Bursa Securities") 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 17 April 2014 (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 Securities; 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 Securities 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 Securities 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."

10. **Retention as Independent Non-Executive Director** Ordinary Resolution 20

"THAT YM Tengku Tan Sri Dato' Seri Ahmad Rithauddeen Bin Tengku Ismail be retained as Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting."

11. 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, 15 May 2014



NOTICE OF MEETING (CONT'D)

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 stockholdings to be represented by each proxy.
2. Where a Member of the Company is authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it may holds with ordinary shares of the Company standing to the credit of the said securities account.
3. 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. If the appointer is a corporation, the Form of Proxy must be executed under the Common Seal of the Company or under the hand of its attorney duly authorised in writing.
5. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 16-1 (Penthouse Upper), 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.
6. 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.
7. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 30 May 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Note on Ordinary Business:

1. Agenda 1 is meant for discussion only as the provision of section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company, and hence, Agenda 1 is not put forward for voting.

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 12 to 18, 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 MMLR of Bursa Securities. 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.



NOTICE OF MEETING (CONT'D)

Explanatory Notes on Special Business: (cont'd)

2. Resolution pursuant to Proposed Renewal of Stock Buy-Back

The Ordinary Resolution 19, 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 of Independent Non-Executive Director

YM Tengku Tan Sri Dato' Seri Ahmad Rithauddeen Bin Tengku Ismail was appointed as an Independent Non-Executive 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 Non-Executive Director of the Company based on the following justifications:-

- YM Tengku Tan Sri Dato' Seri Ahmad Rithauddeen Bin Tengku Ismail fulfils the criteria under the definition on Independent Director as stated in the MMLR of Bursa Securities 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;
- 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 meetings;
- he has contributed sufficient time and efforts in attending the Board 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 stockholders.

Statement of Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the MMLR)

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