

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Fifth 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 Thursday, 8 June 2017 at 2.30 pm for the following purposes:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' Report and Auditors' Report thereon.
2. To declare a Final Single Tier Dividend of 8 sen per ordinary stock for the financial year ended 31 December 2016. Ordinary Resolution 1
3. To re-elect the following Directors who retire in accordance with Article 133 of the Company's Articles of Association:
 - (a) Dato' Robert Wong Lum Kong, DSSA, JP Ordinary Resolution 2
 - (b) Dato' Seri Lim Su Tong Ordinary Resolution 3
 - (c) Dato' Ghazi bin Ishak Ordinary Resolution 4
 - (d) Puan Sharifah Intan binti S. M. Aidid Ordinary Resolution 5
4. To approve the following payments to Directors of the Company:-
 - (a) Fees of RM900,000 for the financial year ended 31 December 2016 Ordinary Resolution 6
 - (b) Fees and Benefits of up to an aggregate amount of RM3,050,000 from 1 January 2017 until the next AGM of the Company. Ordinary Resolution 7
5. To re-appoint Messrs KPMG PLT (converted from a conventional partnership, KPMG on 27 December 2016) as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 8

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

6. **Proposed New and Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** Ordinary Resolution 9
 "THAT, pursuant to Chapter 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), 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 28 April 2017 ("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, 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."
7. **Proposed Renewal of Stock Buy-Back** Ordinary Resolution 10
 "THAT, subject to compliance with Section 127 of the Companies Act, 2016 (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities, approval be and is hereby given to the Company to utilise up to RM377.6 million which represents the audited retained profits reserve of the Company as at 31 December 2016, otherwise available for dividend for the time being, to purchase on Bursa Securities 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 28 March 2017 (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 :

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- (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 Securities; or
- (c) 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."

8. 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, 28 April 2017

Notes:

1. A Member entitled to attend and vote at this meeting may appoint a proxy to attend and to vote on his behalf. A proxy may but need not be a Member. A Member may appoint 2 proxies to attend on the same occasion. 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 an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to 2 proxies in respect of each securities account it may holds with ordinary stocks 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 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.

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.

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- 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.
- In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 1 June 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes on Ordinary Business:

- Agenda 1 is meant for discussion only as the provision of section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of stockholders of the Company, and hence, Agenda 1 is not put forward for voting.
- The Ordinary Resolutions 2 to 5 are to seek stockholders' approval on the re-election of Dato' Robert Wong Lum Kong, DSSA, JP, Dato' Seri Lim Su Tong, Dato' Ghazi bin Ishak and Puan Sharifah Intan binti S. M. Aidid who had been re-appointed in the previous Annual General Meeting ("AGM") held on 2 June 2016 as Directors under Section 129(6) of the former Companies Act 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Directors of the Company. If passed, the proposed Resolutions 2 to 5 will authorise the continuation of the Directors in office from the date of this AGM onwards.
- The Ordinary Resolution 7, is to seek stockholders' approval on the Directors' Fees and Benefits payable to the Directors which have been reviewed by the Remuneration Committee and the Board of Directors of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company. The relevant Fees and Benefits will be paid to the Directors upon completion of service by the said Directors. Please refer Statement on Corporate Governance for the details of the fees and benefits for the Directors.

Explanatory Notes on Special Business:

- Resolution pursuant to Proposed New and Renewal of Stockholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
This Ordinary Resolution, if passed, will approve the stockholders' mandate on Recurrent Related Party Transactions and allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Chapter 10 of the Listing Requirements of Bursa Securities. 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 the law to be held or revoked/varied by resolution passed by the stockholders in general meeting whichever is the earlier.
- Resolution pursuant to Proposed Renewal of Stock Buy-Back**
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 capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next AGM of the Company.

Statement of Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

- 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 8 sen per ordinary stock only in respect of:

- (a) Stocks transferred into the Depositor's Securities Account before 4.00 p.m. on 30 June 2017 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 14 July 2017 to depositors registered in the Records of Depositors at the close of business on 30 June 2017.