



OVERSEA ENTERPRISE BERHAD

(Registration No. 199401031473 (317155-U))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company ("EGM") will be held at Restoran Oversea Bandar Baru Sri Petaling, No. 62-66, Jalan 1/149D, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan on Monday, 28 September 2020 at 10:30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following Special Resolution with or without modifications:-

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

"THAT the proposed amendment to the Constitution of the Company contained in the Circular to Shareholders dated 5 September 2020 ("**Proposed Amendment**") as per Appendix II be and is hereby approved and adopted with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

By Order of the Board

HO MUN YEE (MAICSA 0877877)

TAM FONG YING (MAICSA 7007857)

Company Secretaries

Kuala Lumpur

5 September 2020

Notes:

(A) Information for Shareholders/Proxies

1. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 21 September 2020. Only a depositor whose name appears on the Record of Depositors as at 21 September 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A proxy may but need not be a member of the Company and a Member may appoint any person to be his proxy. There is no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
3. To be valid, the Proxy Form, duly completed, must be deposited at the Registered Office of the Company at 3rd Floor No. 17, Jalan Ipoh Kecil, 50350 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting of Members or adjourned meeting of Members, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
4. A member shall not appoint more than two (2) proxies to attend at the same meeting and the appointment shall be invalid unless the member specified the proportions of his/their holdings to be represented by each proxy.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
7. Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - (a) the constitution of the quorum at such meeting;
 - (b) the validity of anything he did as chairman of such meeting;
 - (c) the validity of a poll demanded by him at such meeting; or
 - (d) the validity of the vote exercised by him at such meeting.

8. IMPORTANT NOTICE

CORONAVIRUS DISEASE ("COVID-19") PANDEMIC

- i. The Company shall conduct the EGM in accordance with the Securities Commission Malaysia's Guidance Note on the Conduct of General Meetings for Listed Issuers during a period when the Movement Control Order ("MCO") is in place or outside of MCO period but where safe distancing requirements remain.
- ii. In order for the Company to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time arising from the COVID-19 pandemic and/or enforcement of the MCO, the Company reserves the right to limit the number of physical attendees at the EGM venue. At the same time, wearing a face mask is compulsory for all attendees at the EGM venue.
- iii. Due to current COVID-19 pandemic, as a precautionary measure, you are strongly advised NOT to attend the EGM if:
 - a. You are unwell with fever, cough, sore throat, flu and/or shortness of breath; or
 - b. You have travel history to high risk countries affected by COVID-19 in the past 14 days; or
 - c. You have contact with a person who is confirmed with COVID-19 infection in the past 14 days.