



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the Company will be held on a fully virtual basis through live streaming from the broadcast venue at the Conference Room, 17th Floor, Wisma Bumi Raya, No 10, Jalan Raja Laut, 50350 Kuala Lumpur on Friday, 11 March 2022 at 10.30 a.m. for the following purposes:

AGENDA

- A. Ordinary Business**
- To receive the Audited Financial Statements for the year ended 30 September 2021 and the Reports of the Directors and the Auditors thereon. **Please refer to Note C Ordinary Resolution 1**
 - To approve the Directors' fees payable to the Non-Executive Directors of the Company up to an amount of RM800,000 from the day after the 28th Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
 - To approve the Directors' benefits and meeting allowance payable to the Non-Executive Directors of the Company up to an amount of RM200,000 from the day after the 28th Annual General Meeting until the next Annual General Meeting of the Company. **Ordinary Resolution 3**
 - To re-elect Mr. Michael Yee Kim Shing who retires as a Director of the Company pursuant to Article 77 of the Constitution of the Company. **Ordinary Resolution 4**
 - To re-elect Mr. Ong Seng Pheow who retires as a Director of the Company pursuant to Article 77 of the Constitution of the Company. **Ordinary Resolution 5**
 - To re-appoint Messrs. Ernst & Young PLT as Auditors and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 6**
- B. Special Business**
- To consider and if thought fit, to pass the following Resolutions with or without any modification:
- Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT subject to Sections 75 and 76 of the Companies Act 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 20% of the total number of issued shares of the Company for the time being.
AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
Ordinary Resolution 7
 - Proposed renewal of authority for the purchase by the Company of its own shares**
"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, rules, regulations and orders made pursuant to the Act, and the requirements of Bursa Malaysia Securities Berhad ("BMSB") and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to:
(i) purchase shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, provided that the aggregate number of shares bought pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being and the total funds allocated shall not exceed the total retained earnings of the Company which would otherwise be available for dividends **AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever occurs first);
(ii) retain the shares so purchased as treasury shares or cancel them or both, with an appropriate announcement to be made to BMSB in respect of the intention of the Directors whether to retain the shares so purchased as treasury shares or cancel them or both together with the rationale for the decision so made;
(iii) deal with the shares purchased in the manner prescribed by the Act, the Constitution of the Company, rules, regulations and orders made pursuant to the Act and the requirements of BMSB and any other relevant authorities for the time being in force; and
(iv) take all such steps as are necessary or expedient to implement or to effect the purchase of the shares."
Ordinary Resolution 8
 - Retention of Independent Director**
"THAT Mr. Michael Yee Kim Shing, who has served for more than twelve years as Independent Director of the Company be and is hereby retained as Independent Director."
Ordinary Resolution 9
 - Retention of Independent Director**
"THAT Tunku Dato' Mu'tamir bin Tunku Tan Sri Mohamed, who has served for more than twelve years as Independent Director of the Company be and is hereby retained as Independent Director."
Ordinary Resolution 10
 - Retention of Independent Director**
"THAT Dato' Dr. Zaha Rina binti Zahari, who has served for more than nine years as Independent Director of the Company be and is hereby retained as Independent Director."
Ordinary Resolution 11
 - To transact any other ordinary business which may be properly transacted at an Annual General Meeting, of which due notice shall have been given. **Ordinary Resolution 12**

By Order of the Board

YONG KIM FATT
Company Secretary
MIA 27769
SSM PC NO: 201908000412
28 January 2022
Kuala Lumpur

NOTES:

(A) Broadcast Venue

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No members/proxies/corporate representatives should be physically present nor admitted at the broadcast venue** on the day of the Annual General Meeting.
- Members, proxies and corporate representatives who wish to participate and vote remotely at the Annual General Meeting will have to register via <https://vps.megacorp.com.my/o4QdQG>. Members are advised to read the Administrative Guide carefully and follow the procedures in the Administrative Guide for this Annual General Meeting in order to participate remotely.
- The Administrative Guide on the conduct of a fully virtual Annual General Meeting of the Company is available at the Company's website at <https://www.pacific-orient.com/investor-relations>.

(B) Appointment of Proxy

- Depositors whose names appear in the Record of Depositors as at 7 March 2022 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend on their behalf.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- In the case of a corporate member, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, or email to support.POB@megacorp.com.my not less than 48 hours before the time appointed for the meeting or any adjournment thereof.

(C) Audited Financial Statements

The Audited Financial Statements are laid in accordance with Section 340(1)(a) the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, will not be put for voting.

EXPLANATORY NOTES

1. Ordinary Resolutions 1 and 2 – Directors' fees, benefits and meeting allowance

Section 230(1) of the Companies Act 2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval shall be sought at the 28th Annual General Meeting on the Directors' fees, benefits and meeting allowance under Resolutions 1 and 2 respectively.

Proposed Ordinary Resolutions 1 and 2, if passed, will allow payment of Directors' fees, benefits and meeting allowance to Non-Executive Directors of the Company and/or as and when incurred within the stipulated period. The proposed Directors' benefits payable comprise of other benefits such as Directors' and Officers' Liability insurance.

2. Ordinary Resolution 3 and 4 – Re-election of Directors

Article 77 of the Constitution states that at every Annual General Meeting, at least one-third (1/3) of the Directors for the time being shall retire from office at each annual general meeting. A Director retiring at a meeting shall retain office until the conclusion of the meeting and all Directors shall retire from office at least once every three (3) years. A retiring Director shall be eligible for re-election. Pursuant to Article 77, Mr. Michael Yee Kim Shing and Mr. Ong Seng Pheow, being eligible, have offered themselves for re-election at the 28th Annual General Meeting.

3. Ordinary Resolution 6 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

This resolution is to seek the renewal of the general mandate which will give authority to the Directors of the Company, from the date of the 28th Annual General Meeting, to allot and issue shares in the Company for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Bursa Malaysia Securities Berhad had via its letter dated 16 April 2020, introduced several relief measures to listed companies, amongst others, to allow listed companies to seek an increase mandate limit from their members to issue and allot shares in the company of up to 20% of the total number of issued shares of the company ("20% General Mandate"). The 20% General Mandate may be utilised by the listed companies to issue new shares until 31 December 2021. Bursa Malaysia Securities Berhad had, via its letter dated 23 December 2021 extended the 20% General Mandate for a further period to 31 December 2022. Thereafter, unless further extended by Bursa Malaysia Securities Berhad, the 10% general mandate will be reinstated. This extended 20% General Mandate is only applicable to listed companies who had not previously utilised their 20% General Mandate.

At the 27th Annual General Meeting, the Directors of the Company had been granted a general mandate by the members of the Company to issue and allot shares in the Company of up to 20% of the total number of issued shares of the Company in tandem with the relief measures introduced to listed companies by Bursa Malaysia Securities Berhad via its letter dated 16 April 2020 as mentioned above.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 27th Annual General Meeting held on 10 March 2021 and it will lapse at the conclusion of the 28th Annual General Meeting.

After having considered all aspects of the 20% General Mandate, the Directors of the Company are of the opinion that the 20% General Mandate is in the best interest of the Company.

This proposed Ordinary Resolution 6, if passed, will provide flexibility for the Directors of the Company to issue and allot new shares in the Company up to an amount not exceeding in total 20% of the total number of issued shares (excluding treasury shares) of the Company for any possible fund raising activities, including but not limited to further placing the shares, for purposes of funding future investments, working capital and/or acquisitions. Such authority unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Ordinary Resolution 7 – Proposed renewal of authority for the purchase by the Company of its own shares

This resolution will empower the Directors of the Company to purchase the Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

For further information, please refer to the Share Buy-Back Statement dated 28 January 2022 which is despatched together with the Company's Annual Report 2021.

Ordinary Resolutions 8, 9 and 10 – Retention of Independent Directors

The Board of Directors has via the Nominating Committee conducted an assessment of independence of the following directors who have each served as Independent Director for a cumulative term of more than nine years and recommended them to continue to act as Independent Directors based on the following justifications:

- Tunku Dato' Mu'tamir bin Tunku Tan Sri Mohamed
- Mr. Michael Yee Kim Shing
- Dato' Dr. Zaha Rina binti Zahari

Justifications

- They have met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and are therefore able to give independent opinion to the Board;
- Being directors for more than nine years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous insight and knowledge of the Company's operations;
- They have contributed sufficient time and exercised due care during their tenure as Independent Directors;
- They have discharged their professional duties in good faith and also in the best interest of the Company and shareholders;
- They have vigilantly safeguarded the interests of the minority shareholders of the Company;
- They have the calibre, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner;
- They have never compromised on their independent judgement;
- They have provided objective views on the performance of the Executive Director and Management in meeting the agreed goals and objectives; and
- They have ensured that there were effective checks and balances in Board proceedings.



PACIFIC & ORIENT BERHAD
Registration no. 199401022687 (308366-H)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE 28TH ANNUAL GENERAL MEETING (“28TH AGM”)

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| Meeting Date: | Friday, 11 March 2022 |
| Time: | 10.30 a.m. |
| Broadcast Venue: | Conference Room, 17th Floor, Wisma Bumi Raya, No 10, Jalan Raja Laut, 50350 Kuala Lumpur |

As a precautionary measure amid the COVID-19 pandemic, the Company’s forthcoming 28th AGM will be conducted on a fully virtual basis through live streaming and online remote voting from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (as revised on 16 July 2021).

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the meeting. Shareholder(s), proxy(ies) or authorised representative(s) will not be permitted to be physically present at the broadcast venue on the day of the AGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual 28th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

Entitlement to Participate at the AGM

Only shareholders whose names appear on the Record of Depositors on 7 March 2022 shall be eligible to participate at the meeting or appoint proxy(ies) to participate on his/her behalf.

REGISTRATION AND DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES


As no shareholders/proxies should be physically present at the Broadcast Venue, shareholders/proxies who wish to participate at the 28th AGM will have to register online and attend remotely.

Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the 28th AGM online:

1. Open this link <https://vps.megacorp.com.my/o4QdQG> or scan the QR code located on page 2 and submit all the details requested at least twenty four (24) hours before the time of the 28th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Form of Proxy at the office of the Poll Administrator, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to support.POB@megacorp.com.my not less than forty-eight (48) hours before the time for holding the 28th AGM.
4. For corporate shareholder / nominee account holder, please follow Step 3 above.

Administrative Guide for the 28th AGM

- 5. Registered shareholders/proxies would receive 2 emails:
 - i. **Webinar session** link (to participate at the virtual meeting); and
 - ii. **DBF** (for remote voting purposes)

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| <p>QR Code for registration for the 28th AGM per step 1 above:</p> |  |
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Participate at the AGM

To participate at the 28th AGM, click on the Webinar session link which you would have received via email upon your successful registration for the 28th AGM.

You may use the Question Pane on the Webinar session screen to submit questions in real time during the 28th AGM.

Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.

Voting Procedure

The voting at the 28th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Cygnus Technology Solutions Sdn Bhd as Scrutineer to verify the poll results.

For the purpose of the 28th AGM, e-Voting will be carried out using your smart device or computer.

During the 28th AGM, the Chairman of the Meeting will invite the Poll Administrator to brief participants on the e-Voting housekeeping rules.

The e-Voting sessions for the 28th AGM will commence at the start of the meeting and end at such time as the Chairman shall announce.

To vote, click on the DBF link which you would have received via email upon your successful registration for the 28th AGM. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.

The Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

No Distribution of Door Gifts/Meal Vouchers

There will be no distribution of door gift/meal vouchers to shareholders/proxies who participate at the 28th AGM.

No Recording or Photography

No recording or photography of the 28th AGM proceedings is allowed without prior written permission of the Company.

Administrative Guide for the 28th AGM

Communication Guidance

Shareholders are reminded to monitor the Company's website and announcements made to Bursa Malaysia Securities Berhad for any changes to the 28th AGM.

Enquiry

If you have any enquiries prior to the 28th AGM, please contact the following persons during office hours:

Poll Administrator: Mega Corporate Services Sdn Bhd

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| Email: | support.POB@megacorp.com.my |
| Telephone No: | +603-2692 4271 |
| Contact Person: | Mr Alfred John / Hisham |
| Telephone No: | +60 12 912 2734 / +60 12 252 9136 |
| Fax No: | +603-2732 5388 |

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the shareholder of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The shareholder agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.