



## PACIFIC & ORIENT BERHAD

Registration No. 199401022687 (308366-H)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Pacific & Orient Berhad ("**P&O**" or "**the Company**") will be held on a fully virtual basis through live streaming from the broadcast venue at the Conference Room, at 17<sup>th</sup> Floor, Wisma Bumi Raya, No. 10, Jalan Raja Laut, 50350 Kuala Lumpur on Friday, 11 March 2022 at 11.00 a.m. or immediately following the conclusion or adjournment of the 28<sup>th</sup> Annual General Meeting ("**AGM**") of the Company scheduled to be held at the same venue on the same day at 10.30 a.m., whichever is later, for the following purpose:

#### ORDINARY RESOLUTION

**RATIFICATION OF THE DISPOSAL BY PACIFIC & ORIENT DISTRIBUTION SDN BHD ("POD"), A WHOLLY-OWNED SUBSIDIARY OF P&O, OF ITS ENTIRE EQUITY INTEREST IN HIRINGBOSS HOLDINGS PTE LTD TO ACCESS UK LIMITED, FOR A CASH CONSIDERATION OF USD19,834,646 (EQUIVALENT TO APPROXIMATELY RM82,611,301) ("DISPOSAL") ("RATIFICATION")**

**"THAT** all previous actions taken by the Board of Directors of the Company ("**Board**") in connection with the Disposal, including the execution and completion of the sale and purchase agreement dated 24 December 2021 by POD and other shareholders with Access UK Limited pertaining to the Disposal ("**SPA**"), details of which are set out in the circular to the shareholders of the Company dated 28 January 2022, be and are hereby approved, ratified and confirmed.

**THAT** all acts, deeds and things carried out by the Company and/or by its Directors and/or such other persons as authorised by its Directors, as the Board has considered necessary under or pursuant to the terms of the SPA, be and are hereby approved, ratified and confirmed.

**AND THAT** the Board be and is hereby authorised to do all such acts and things and enter into any arrangements, guarantees and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to the Ratification; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to the Ratification."

#### By Order of the Board

**YONG KIM FATT** (SSM PC No. 201908000412) (MIA 27769)

Company Secretary  
Kuala Lumpur  
28 January 2022

#### Notes:-

1. 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 Extraordinary General Meeting or appoint proxies to attend on their behalf.
2. 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.
3. 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.
4. 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.
5. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the office of the Share Registrar of the Company at Mega Corporate Services Sdn. Bhd., 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 appointed for holding the meeting or any adjournment thereof.
6. By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.



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## **ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY ANNUAL GENERAL MEETING (“EGM”)**

Meeting Date:	Friday, 11 March 2022
Time:	11.00 a.m. or immediately following the conclusion or adjournment of the 28th Annual General Meeting of the Company scheduled to be held at the same venue on the same day at 10.30 a.m., whichever is the later.
Broadcast Venue:	Conference Room, 17th Floor, Wisma Bumi Raya, No 10, Jalan Raja Laut, 50350 Kuala Lumpur

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As a precautionary measure amid the COVID-19 pandemic, the Company’s forthcoming EGM 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 EGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM 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 EGM**

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 EGM will have to register online and attend remotely.

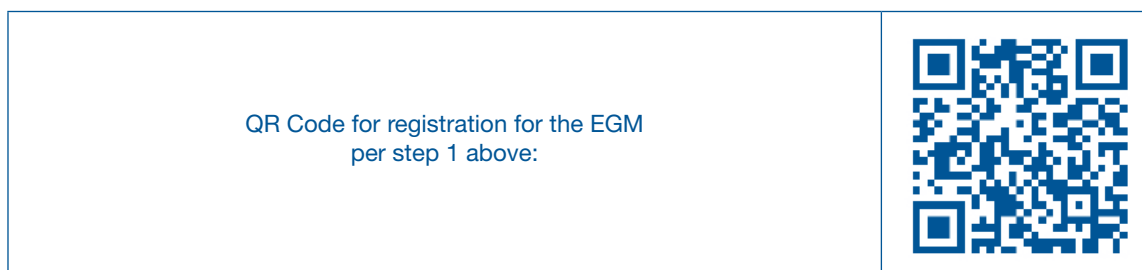
Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the EGM online:

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 EGM.
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](mailto:support.POB@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the EGM.
4. For corporate shareholder / nominee account holder, please follow Step 3 above.

## ADMINISTRATIVE GUIDE FOR THE EGM

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)



### **Participate at the EGM**

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

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

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

### **Voting Procedure**

The voting at the EGM 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 EGM, e-Voting will be carried out using your smart device or computer.

During the EGM, 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 EGM 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 EGM. 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/M meal Vouchers**

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

### **No Recording or Photography**

No recording or photography of the EGM proceedings is allowed without prior written permission of the Company.

## ADMINISTRATIVE GUIDE FOR THE EGM

### Communication Guidance

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

### Enquiry

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

<b>Poll Administrator:</b>	<b>Mega Corporate Services Sdn Bhd</b>
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.