

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23RD ANNUAL GENERAL MEETING (“AGM”) of Global Oriental Berhad (“GOB” or “Company”) will be held virtually from the broadcast venue at G1-08, Galleria 2, Persiaran Equine Perdana, Taman Equine, 43300 Seri Kembangan, Selangor Darul Ehsan, and via the online meeting platform at www.swsb.com.my on **Thursday, 5 September 2024 at 11.00 a.m.** for the following businesses:

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation in accordance with Clause 84 of the Company's Constitution and who, being eligible, offer themselves for re-election:
 - Dato' Tan Eng Beng
 - Prabhakaran A/L Gobala Krishnan
- To approve the Directors' fees, allowances and benefits payable to Non-Executive Directors for the period from 6 September 2024 until the next AGM of the Company.
- To re-appoint TGS TW PLT as Auditors of the Company for the financial year ending 31 March 2025 and to authorise the Directors to fix their remuneration.

Resolution 1
Resolution 2
Resolution 3

Resolution 4

Special Business

To consider and if thought fit, to pass the following resolutions:

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

Resolution 5

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the capital of the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at any time, subject to the Constitution of the Company and approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary. AND THAT pursuant to Section 85 of the Companies Act 2016 and Clause 52 of the Company's Constitution, the shareholders hereby waive their pre-emptive rights to the offered shares in proportion to their holdings, at such price and under such terms as offered in any issuance of new shares pursuant to this mandate, and that the new shares to be issued will rank equally in all respects with the existing shares of the Company.”

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Resolution 6

“THAT approval be and is hereby given to the Company and its subsidiaries (“GOB Group”) to enter into and give effect to recurrent related party transactions of a revenue or trading nature of the GOB Group with all classes of related parties as specified in the Circular to Shareholders dated 31 July 2024 which are necessary for the day to day operations in the ordinary course of business and are carried out at arm's length basis, on normal commercial terms of the GOB Group and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

CHIN PEI FUNG (MAICSA 7029712)
SSM PC No. 201908001890
Company Secretary

Seri Kembangan, Selangor Darul Ehsan
31 July 2024

NOTES:

Virtual AGM

- The 23rd AGM of the Company will be held virtually, allowing shareholders to participate and vote remotely using the Remote Participation and Voting (“RPV”) facilities. **Please refer to the Administrative Guide for the 23rd AGM, available on the Company's website, for instructions on registration, participation and remote voting via the RPV facilities.**

Appointment of Proxy

- Only members whose names appear in the Record of Depositors as at **29 August 2024**, will be entitled to participate and vote remotely at the meeting using the RPV facilities.
- A member entitled to participate and vote remotely at the meeting may appoint up to two (2) proxies to act on his/her behalf. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies the nominee may appoint for each omnibus account it holds.
- If the member is a corporation, the Proxy Form must be executed under its seal or signed by an authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, or sent via email to ir@shareworks.com.my or by fax to 03-6201 3121, not less than forty eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.

Explanatory Notes

1. Audited Financial Statements for financial year ended 31 March 2024

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

2. Resolution 3 – Directors' Fees, Allowances and Benefits payable to Non-Executive Directors

The proposed Ordinary Resolution 3, if passed, will facilitate the payment of directors' fees, allowances and benefits payable to the Non-Executive Directors of the Company as outlined below. These payments cover the period from 6 September 2024 until the next AGM of the Company:

Type of Payment	Description	Amount
Directors' Fees	Non-Executive Chairman of the Board	RM8,000 per month
	Each of the Non-Executive Directors	RM4,000 per month
Meeting Allowance	Member of the Board/Board Committee	RM1,000 per meeting
Other Benefits	Insurance coverage for Group Hospitalisation and Group Personal Accident, Directors and Officers Liability as well as travel and other claimable benefits	

3. Ordinary Resolution 5: Authority to allot shares

The proposed Ordinary Resolution 5, if passed, will empower the Directors to issue shares of the Company up to and not exceeding 10% of the total number of issued shares of the Company at any time, for such purposes deemed to be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company has not issued any new share pursuant to the mandate granted at the last AGM held on 12 September 2023.

The renewal of the general mandate aims to provide the Company with flexibility to issue new shares for potential fund-raising exercises, including but not limited to share placement, to fund investment projects, working capital and/or acquisitions as deemed fit by the Directors. This renewal allows the Company to proceed without convening a separate general meeting to obtain shareholders' approval, thereby avoiding additional costs and time.

By voting in favour of this resolution, the shareholders of the Company would waive their pre-emptive rights to new shares offered equally with the existing issued shares. The resolution empowers the Directors to issue new shares to any person without the obligation to offer them to existing shareholders proportionally to their shareholdings.

4. Ordinary Resolution 6: Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 6, if approved, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature involving the sale of properties by the Group to related parties. The details of the proposal are provided in the Circular to Shareholders dated 31 July 2024.

STATEMENT ACCOMPANYING NOTICE OF AGM

The details of the Directors standing for re-election at the 23rd AGM are provided in the Board of Directors' profile in this Annual Report. No individual is seeking election as a director at this meeting.