

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting of the Company will be held on a 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 Monday, 24 February 2025 at 10.30 a.m. for the following purposes:

AGENDA

A. Ordinary Business

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| 1. | To receive the Audited Financial Statements for the year ended 30 September 2024 and the Reports of the Directors and the Auditors thereon. | Please refer to Note C |
| 2. | 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 31st Annual General Meeting until the next Annual General Meeting of the Company. | Ordinary Resolution 1 |
| 3. | 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 31st Annual General Meeting until the next Annual General Meeting of the Company. | Ordinary Resolution 2 |
| 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 3 |
| 5. | To re-appoint Messrs. Ernst & Young PLT as Auditors and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 4 |

B. Special Business

To consider and if thought fit, to pass the following Resolutions with or without any modification:

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| 6. | Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 | Ordinary Resolution 5 |
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"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 10% of the total number of issued shares of the Company for the time being.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Article 48 of the Constitution of the Company, approval be and is hereby given to waive the pre-emptive rights of the shareholders of the Company to be offered new shares ranking pari passu in all respects with the existing ordinary shares arising from the issuance and allotment of the shares pursuant to Sections 75 and 76 of the Companies Act 2016.

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."

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7. **Proposed renewal of authority for the purchase by the Company of its own shares** **Ordinary Resolution 6**

“**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.”

8. To transact any other ordinary business which may be properly transacted at an Annual General Meeting, of which due notice shall have been given.

By Order of the Board

YONG KIM FATT
Company Secretary
MIA 27769
SSM PC No.: 201908000412

24 January 2025
Kuala Lumpur

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NOTES:

(A) Broadcast Venue

1. 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.
2. 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/dnAYZ4>. 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 the 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

1. Depositors whose names appear in the Record of Depositors as of 18 February 2025 shall be regarded as members of the Company entitled to attend the Annual 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 must be deposited at the office of the Share Registrar of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, or email to AGM-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, they will not be put for voting.

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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 31st 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 comprises of other benefits such as Directors' and Officers' Liability insurance.

2. Ordinary Resolution 3 – Re-election of Director

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. Ong Seng Pheow, being eligible, has offered himself for re-election at the 31st Annual General Meeting.

The Board, through the Nomination Committee ("NC"), has undertaken an annual assessment of Mr Ong Seng Pheow. Based on the assessment, the NC was satisfied with the performance and contribution of Mr Ong Seng Pheow and has accordingly recommended his re-election to the Board.

The Board has endorsed the NC's recommendation and supports the re-election of Mr Ong Seng Pheow, recommending his re-election to shareholders at the 31st Annual General Meeting.

3. Ordinary Resolution 5 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

This resolution will allow the Company to procure the renewal of the general mandate which will give authority to the Directors of the Company, from the date of the 31st Annual General Meeting, to allot and issue shares in the Company up to, and not exceeding, in total 10% of the total number of issued shares of the Company for the time being, for such purposes as they consider to be in the interest of the Company ("General Mandate"). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

This General Mandate, if renewed, will provide flexibility to the Company for any possible fund raising activities, including, but not limited to, the further placing of shares, for the purpose of funding future investments, working capital, and/or acquisitions.

Ordinary Resolution 5, if passed, will exclude shareholders' pre-emptive rights to be offered such new shares to be issued by the Company pursuant to the resolution.

As at the date of this Notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the 30th Annual General Meeting held on 8 March 2024, and it will lapse at the conclusion of the 31st Annual General Meeting.

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EXPLANATORY NOTES (CONT'D)

4. Ordinary Resolution 6 – 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 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 24 January 2025, which is despatched together with the Company's Annual Report 2024.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Details of Mr. Ong Seng Pheow, who is standing for re-election as a Director of the Company at this Annual General Meeting, can be found on page 9 of the Profile of the Board of Directors in the Company's Annual Report 2024.