



OVERSEA ENTERPRISE BERHAD

Registration No. 199401031473 (317155-U)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eight ("28th") Annual General Meeting ("AGM") of Oversea Enterprise Berhad ("the Company") will be conducted on a virtual basis through live streaming and online remote participation and voting from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Friday, 8 September 2023 at 11:00 a.m.** or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and the Auditors thereon. (See Explanatory Note 10)
- To approve the Directors' Fees of RM 150,000/- for the financial year ending 31 March 2024. Ordinary Resolution 1
- To re-elect the following Directors who retire pursuant to clause 21.6 of the Company's Constitution, and being eligible, have offered themselves for re-election:
 - Mr. Hong Yik Miin Ordinary Resolution 2
 - Ms. Tang Yee Ling Ordinary Resolution 3 (See Explanatory Note 11)
- To re-appoint Messrs. CHENGCO PTL as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Ordinary Resolution 4 (See Explanatory Note 12)

AS SPECIAL BUSINESS

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

- Payment of Benefits Payable to the Directors**
"THAT the benefits payable to the Directors of the Company up to an amount of RM15,000/- for the period from 28th AGM to the next AGM in the year 2024 pursuant to Section 230(1)(b) of the Companies Act 2016 ("CA 2016"), be and is hereby approved." Ordinary Resolution 5 (See Explanatory Note 13)
- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the CA 2016 ("Proposed General Mandate")**
"THAT subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 29th AGM or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.
THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 16.5 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.
AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."
To transact any other business of which due notice shall have been given. Ordinary Resolution 6 (See Explanatory Note 14)

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163)

(SSM PC No. 202008002451)

ADELINE TANG KOON LING (LS 0009611)

(SSM PC No. 202008002271)

Company Secretaries

Kuala Lumpur

31 July 2023

Notes:

(A) Information for Members/Proxies

- Members/proxies/corporate representatives WILL NOT BE ALLOWED to attend this AGM in person at the venue on the day of this AGM. Therefore, members are strongly advised to participate and vote remotely at this AGM through live streaming and online remote voting using the Remote Participation and Voting ("RPV") Platform operated by Mlabs Research Sdn. Bhd. Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM (as separately enclosed together with this Annual Report) in order to participate remotely.
- 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 1 September 2023. Only a depositor whose name appears on the Record of Depositors as at 1 September 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- 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.
- To be valid, the Form of Proxy, duly completed, must be deposited at the registered office of the Company at A3-3-8, Jalan Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting of members or adjourned meeting of members, or in the case of a poll, not less than 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:
 - By electronic means via email: The Form of Proxy must be received via email at infos@wscs.com.my
 - By electronic means via facsimile: The Form of Proxy must be received via facsimile at +603-6413 3270
 - In hardcopy form: The Form of Proxy must be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur.
- A member shall not appoint more than 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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.
- If the appointor is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Any Notice of Termination of Authority to act as Proxy must be received by the registered office no later than 6 September 2023 at 11:00 a.m., 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 CA 2016:
 - the constitution of the quorum at such meeting;
 - the validity of anything he did as chairman of such meeting;
 - the validity of a poll demanded by him at such meeting; or
 - the validity of the vote exercised by him at such meeting.
- The AGM will be conducted on a virtual basis and entirely via remote participation and voting via online meeting platform at <https://rebrand.ly/Oversea-AGM> operated by InsHub Sdn. Bhd. in Malaysia. The members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

Explanatory Notes to Ordinary Business:

- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 March 2023
This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the CA 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.
- Ordinary Resolutions 2 and 3 - Re-election of the Directors who retire pursuant to the Clause 21.6 of the Company's Constitution
The Directors who are standing for re-election as the Directors of the Company pursuant to the clause 21.6 at the forthcoming 28th AGM and who are being eligible for re-election have offered themselves for re-election in accordance with the Company's Constitution:
 - Mr. Hoong Yik Miin
 - Ms. Tang Yee Ling
 (collectively referred to as "Retiring Directors")

The Board of Directors through the Nominating Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Ordinary Resolution 4 - Re-appointment of Auditors

The Audit Committee ("AC") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Messrs. CHENGCO PTL as External Auditors of the Company for the financial year ending 31 March 2024. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 28th AGM of the Company.

Explanatory Notes to Special Business:

- Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the CA 2016**
The proposed Ordinary Resolution 6 is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.
The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.
By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 16.5 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.
As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 8 September 2022 and this authority will lapse at the conclusion of the 28th AGM of the Company.
The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

Personal Data Privacy

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s) personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010