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If you have sold or transferred all your shares in ORIENTAL EXPLORER HOLDINGS LIMITED, you should at once hand this circular to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ORIENTAL EXPLORER HOLDINGS LIMITED

東方興業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 430)

**MAJOR TRANSACTION IN RELATION TO
PROVISION OF FINANCIAL ASSISTANCE TO
JOINT VENTURE COMPANY**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 3 to 13 of this circular.

The Company has obtained written Shareholders' approval for the Agreement and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules from a Shareholder who hold more than 50% of the total issued Shares having the right to attend and vote at a general meeting. Accordingly, no Shareholders' meeting will be held to approve the Agreement and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

This circular is despatched to the Shareholders for information purpose only.

25 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Agreement”	the share subscription, share sale and shareholders’ agreement regarding the JV Company dated 8 March 2024 and entered into among Rich Return, Securidon, Temokin and the JV Company;
“Announcement”	the announcement dated 8 March 2024 of the Company in relation to the Agreement and the transaction contemplated thereto;
“associate(s)”	has the meaning ascribed thereto in the Listing Rules;
“Board”	the board of the Directors of the Company;
“Business Day(s)”	any day on which commercial banks are open for business and excludes Saturday, Sunday and a gazetted public holiday in Wilayah Persekutuan, Kuala Lumpur, Malaysia;
“Company”	Oriental Explorer Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 430);
“Director(s)”	the directors of the Company;
“Fair Value”	the net asset value of the shares in the JV Company as may be determined by the auditors of the JV Company;
“Financial Assistance”	the commitment of Rich Return to provide financing (whether by way of loan, guarantee or otherwise) of a maximum of RM65,000,000 (equivalent to approximately HK\$106,022,000) to the JV company for its business;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s), to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, are third parties independent of the Company and its connected persons;
“JV Company”	Torus Development Sdn. Bhd. (Registration No.: 201501025035 1150364-T), a company incorporated in Malaysia;

DEFINITIONS

“JV Partners”	collectively, Rich Return, Securidon and Temokin, and “JV Partner” means either one of them;
“Land”	a parcel of leasehold land measuring approximately 5.26 acres and held under H.S. (D) 133085, PT 12412, Bandar Ampang, Daerah Hulu Langat, Negeri Selangor, Malaysia;
“Latest Practicable Date”	17 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange from time to time;
“PMC”	the project management committee of the JV Company;
“Rich Return”	Rich Return Development Sdn. Bhd. (Registration No. 201801036116 1298145-W), a company incorporated in Malaysia and an indirect wholly-owned subsidiary of the Company;
“RM”	Ringgit Malaysia, the lawful currency of Malaysia;
“Securidon”	Securidon Sdn. Bhd. (Registration No.: 201001010620 895280-M), a company incorporated in Malaysia;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of par value of HK\$0.1 each in the capital of the Company (or, if there has been a consolidation, reduction, re-classification, subdivision or reconstruction of the share capital of the Company, shares forming part of the equity share capital of the Company of such revised amount as shall result from such subdivision, consolidation, reduction, re-classification or reconstruction of such ordinary shares from time to time);
“Shareholder(s)”	holder(s) of Share(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Temokin”	Temokin Development Sdn. Bhd. (Registration No.: 201101001850 929987-D), a company incorporated in Malaysia; and
“%”	per cent.

For the purpose of this circular, unless otherwise indicated, the exchange rate of RM1.00 = HK\$1.6311 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such a rate or any other rates.

LETTER FROM THE BOARD



ORIENTAL EXPLORER HOLDINGS LIMITED

東方興業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 430)

Executive Directors:

Mr. Lau Chi Yung, Kenneth (*Chairman*)

Mr. Lau Michael Kei Chi

(Vice-Chairman and Managing Director)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Tsui Ka Wah

Mr. Lo Mun Lam, Raymond

Mr. Lo Kam Cheung, Patrick

Principal Place of Business in

Hong Kong:

Units 22-28, 25/F

Tower A, Southmark

11 Yip Hing Street

Wong Chuk Hang

Hong Kong

25 April 2024

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION IN RELATION TO PROVISION OF FINANCIAL ASSISTANCE TO JOINT VENTURE COMPANY

INTRODUCTION

Reference is made to the Announcement. As disclosed in the Announcement, on 8 March 2024, Rich Return (an indirect wholly-owned subsidiary of the Company) entered into the Agreement with Securidon, Temokin and the JV Company. Pursuant to the Agreement, Rich Return has agreed to subscribe for certain shares in the JV Company to become a shareholder of the JV Company. Further, the Agreement, being a shareholders' agreement of the JV Company, governs the rights and obligations of the shareholders in the JV Company which will acquire the Land for property development purposes. In this regard, Rich Return has committed to provide financing (whether by way of loan, guarantee or otherwise) proportional to its shareholdings of up to RM65,000,000 (equivalent to approximately HK\$106,022,000) to the JV Company for its business. The provision of Financial Assistance constitutes a major transaction of the Company and is therefore subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

LETTER FROM THE BOARD

Pursuant to the Agreement, the JV Company will be owned as to 49% by Rich Return, 30% by Securidon and 21% by Temokin respectively. The JV Company will not be a subsidiary of the Company, and its financial results will not be consolidated into the consolidated financial statements of the Company.

The purpose of this circular is to provide you with, among other things, further details of the Agreement and such other information as required under the Listing Rules.

THE AGREEMENT

The principal terms of the Agreement in respect of the JV Company are set out below:

- Date:** 8 March 2024
- Parties:**
- (i) Rich Return
 - (ii) Securidon
 - (iii) Temokin
 - (iv) the JV Company

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Securidon, Temokin and the JV Company and their ultimate beneficial owners are Independent Third Parties.

Share subscription and transfer:

Within 14 days from the date of the Agreement,

- (i) Rich Return and Securidon will subscribe for, and the JV Company will allot and issue to Rich Return and Securidon, 122,500 shares and 27,500 shares respectively in the JV Company, at a subscription price of RM122,500 (equivalent to approximately HK\$200,000) and RM27,500 (equivalent to approximately HK\$45,000) respectively payable in cash; and
- (ii) Securidon will acquire 17,500 shares in the JV Company at the consideration of RM17,500 (equivalent to approximately HK\$29,000) from Temokin which were issued to Temokin prior to the entering into the Agreement.

As at the date of the Agreement, the total issued and paid up share capital of the JV Company was RM100,000 (equivalent to approximately HK\$163,000) and Securidon and Temokin owned 30,000 and 70,000 shares, representing 30% and 70% of the total issued share capital respectively.

LETTER FROM THE BOARD

After the completion of the aforementioned share subscription and transfer, the total issued and paid up share capital of the JV Company will be RM250,000 (equivalent to approximately HK\$408,000) and the shareholding structure will be as follows:

- (a) Rich Return will own 122,500 shares, representing 49% of the total issued share capital;
- (b) Securidon will own 75,000 shares, representing 30% of the total issued share capital; and
- (c) Temokin will own 52,500 shares, representing 21% of the total issued share capital.

Scope of business:

The business of the JV Company shall be buying, selling, renting and operating of self-owned or leased real estate as well as other ancillary business and such other businesses as may from time to time be approved by the board of directors of the JV Company.

Capital commitment:

The maximum capital commitment by each of Rich Return, Securidon and Temokin to the JV Company including shareholders' advances, guarantees for third party loans, additional ordinary shares or securities shall be proportional to their shareholdings, being RM65,000,000 (equivalent to approximately HK\$106,022,000), RM39,795,918 (equivalent to approximately HK\$64,911,000) and RM27,857,143 (equivalent to approximately HK\$45,438,000) respectively, all payable in cash (the "Maximum Capital Commitment").

The capital to be contributed by the Company will be financed by internal resources of the Group, bank facilities or a combination of both.

The respective maximum capital contributions to the JV Company by Rich Return, Securidon and Temokin are determined after arm's length negotiations among the parties with reference to the capital requirements of the JV Company (in particular, the capital required for the completion of the acquisition of the Land and part of development costs) and the parties' prorated interests in the JV Company.

Financing for the JV Company:

Further capital requirements of the JV Company exceeding its own resources from time to time will be met first by way of external borrowings or financing to be sought from banks and/or financial institutions, failing which, by way of shareholders' loans to be advanced by the JV Partners and/or their nominees proportional to the shareholdings of the JV Partners in the JV Company, subject to the Maximum Capital Commitment.

LETTER FROM THE BOARD

Board composition:

The board of directors of the JV Company shall comprise a number of 5 directors, 2 of which shall be appointed by Rich Return, 1 of which shall be appointed by Securidon and 2 of which shall be appointed by Temokin.

Quorum and adjournment:

The quorum of the board meetings is constituted by attendance of any 3 directors with the requirement that 1 director must be from Rich Return.

In the event the directors present do not meet the requisite quorum within 30 minutes of a scheduled board meeting, the board meeting will be adjourned for 7 Business Days. During the adjourned meeting, a valid quorum can be formed by 2 directors, 1 representing Rich Return.

Voting:

Save for board reserved matters specified in the Agreement, any decision of the board shall only be carried if it has been passed by a majority of the directors, provided that such majority shall consist of at least 1 director from Rich Return, present and voting at the board meeting.

In respect of board reserved matters specified in the Agreement, any decision of the board in relation thereto shall only be carried if it has been passed by a majority of the directors, provided that such majority shall consist of at least 1 director from each of the JV Partners present and voting at the board meeting.

Dividend policy:

After taking into consideration of the financial position of the JV Company and subject to the applicable laws, all profits of the JV Company shall be distributed to the JV Partners according to their shareholdings in the JV Company.

Transfer of shareholding interest:

The shareholders of the JV Company shall be subject to certain transfer restrictions (including a right of first refusal, tag-along right and drag-along right) in a proposed transfer of equity interests in the JV Company on the terms set out in the Agreement.

No consideration is payable by Rich Return for such rights and in all such cases, Rich Return has the discretion on whether to acquire or dispose of (as the case may be) the shares in the JV Company. The Company will comply with the relevant Listing Rules on the exercise of such rights (where required).

LETTER FROM THE BOARD

Condition precedent:

The Agreement shall be conditional upon fulfillment of the following condition precedent within 6 months from the date of the Agreement, or such further extended period as mutually agreed between the JV Partners:

- (i) The Company having obtained the approval from the Shareholders for the transactions contemplated under the Agreement pursuant to the Listing Rules.

As at the Latest Practicable Date, condition (i) has been fulfilled.

Obligations of the JV Partners:

Rich Return and Temokin shall be responsible to utilize their expertise in property development to conduct the business of the JV Company in good faith and good governance.

Securidon shall be responsible to provide support and assistance to the business of the JV Company.

Project Management Committee:

- (i) Establishment of the PMC

As soon as practicable after the execution of the Agreement, the PMC shall be established by the JV Partners to oversee and monitor the execution and completion of the development on the Land.

- (ii) Appointment of representatives

The PMC shall initially have 5 representatives. Rich Return is entitled to appoint 2 representatives, Securidon is entitled to appoint 1 representative and Temokin is entitled to appoint 2 representatives.

- (iii) Quorum and adjournment

The quorum of PMC meetings is constituted by attendance of 3 representatives, with the requirement that at least 1 representative must be from Rich Return.

LETTER FROM THE BOARD

Deadlock Options:

A deadlock shall be deemed to have occurred if (i) a proposed board reserved matter specified in the Agreement cannot be passed, or (ii) a proposed resolution cannot be passed in an adjourned board meeting or shareholders' meeting.

Either of the JV Partners (the "Server") shall be entitled to serve a written offer ("Deadlock Offer") on the other parties (the "Recipients"), to offer to buy from the Recipients all the shares held by the Recipients in the JV Company. The Recipients shall have the options either to (a) accept the Deadlock Offer and sell all its shares in the JV Company to the Server; or (b) purchase all the shares held by the Server in the JV Company at the same price per share as stated in the Deadlock Offer (collectively the "Deadlock Options"). It is agreed that the price in the Deadlock Offer shall not exceed the Fair Value.

If the Recipients refuse, decline or fail to exercise either of the Deadlock Options, the JV Partners may resort to dispute resolution by designating in writing a person with a standing of at least director of the JV Partners to resolve the dispute. If the JV Partners fail to designate or participate in any attempt to resolve the dispute, such dispute shall be heard in the courts of Malaysia.

Event of Default:

The occurrence of any of the following events shall be an event of default (the "Event of Default"):

- (a) if a party shall have committed or permitted any breach of any of the obligations as stated in the Agreement and shall not have remedied such breach (if capable of remedy) within 30 Business Days after receiving written notice from the other parties requesting a remedy;
- (b) if an order shall be made or an effective resolution passed for the winding-up of a party otherwise than in the course of reconstruction or amalgamation;
- (c) an administrator, trustee, liquidator or provisional liquidator has been appointed for all or any substantial part of the assets or undertakings of that party which may in the reasonable determination of the non-defaulting party adversely affect or impact the JV Company or the business of the JV Company;
- (d) if a party becomes insolvent, or is presumed to be insolvent by a court, or if any winding-up proceedings are filed or commenced against a party;
- (e) if a party shall sell, transfer, or dispose of its beneficial interest in any of its shares in the JV Company to any person without complying with the terms of the Agreement;

LETTER FROM THE BOARD

- (f) if a party shall have committed or permitted any breach of any of the representations, warranties, or undertakings provided in the Agreement and shall not have remedied such breach (if capable of remedy) within 30 Business Days after receiving written notice from the other party requesting a remedy; or
- (g) in the event of any breach occasioned by any event resulting from any change in government or governmental policy, or any imposition of governmental orders, sanctions or embargo, but not including any adverse economic conditions or general financial or operational constraints or any force majeure event as specified in the Agreement.

EOD Options:

Upon the occurrence of an Event of Default:

- (a) if the defaulting party is Rich Return, Temokin (being the non-defaulting party) shall be deemed to have offered to buy from Rich Return all its shares in the JV Company at the Fair Value less 10%. Rich Return shall have the options either to (a) accept the deemed offer and sell all its shares in the JV Company to Temokin; or (b) refuse such deemed offer from Temokin; and
- (b) if the defaulting party is Securidon and/or Temokin, such defaulting party shall be deemed to have offered to sell all its shares in the JV Company to Rich Return (being the non-defaulting party) at the Fair Value less 10%. Rich Return shall have the options either to (a) accept such deemed offer from Securidon and/or Temokin and buy from it all its shares in the JV Company; or (b) refuse such deemed offer from Securidon and/or Temokin

(the options referred to in (a) and (b) above are collectively known as the “EOD Options”).

INFORMATION OF THE LAND

On 15 December 2023, the JV Company has signed a sale and purchase agreement with the owner of the Land, i.e. Naza Properties Sdn. Bhd., a company incorporated in Malaysia for acquisition of the Land at RM57,256,657 (equivalent to approximately HK\$93,391,000). According to the information available to the Company, the individual ultimate beneficial owners of Naza Properties Sdn. Bhd. are Puan Sri Datin Seri Utama Zaleha Ismail, Sheikh Mohd Nasarudin, Sheikh Mohd Faliq Bin Sheikh Mohd Nasimuddin Kamal, Nur Diana Bt SH Mohd Nasimuddin Kamal, Nur Nadia Bt SH MD Nasimuddin Kamal and Datuk Wira S.M. Faisal Bin S.M. Nasimuddin Kamal, each of them owns approximately 16.66% of the equity shares in Naza Properties Sdn. Bhd.. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, Naza Properties Sdn. Bhd. and its ultimate beneficial owners are Independent Third Parties.

LETTER FROM THE BOARD

The Land acquisition is conditional upon approval of the Ministry of Economy and the relevant governmental authority having jurisdiction over the Land in Malaysia. As at the Latest Practical Date, applications have been submitted and approvals from the relevant governmental authorities in Malaysia are pending.

The JV Company, depending on the progress of the acquisition and development of the Land, may request Shareholders to provide interest free shareholders' advances or third-party guarantee to the JV Company in accordance with their proportion of shareholdings, subject to the Maximum Capital Commitment.

Based on the valuation performed by Ravia Global Appraisal Advisory Limited, an independent professional valuer, the market value of the Land as at 8 March 2024 would be approximately RM58,000,000 (equivalent to approximately HK\$94,604,000). Details of the valuation are set out in the property valuation report contained in Appendix II to this circular.

FINANCIAL EFFECT OF THE AGREEMENT ON THE GROUP

The JV Company will not be considered a subsidiary of the Company, and its financial results will not be consolidated into the Group's financial statements. The establishment of the JV Company is not expected to impact the total assets and liabilities of the Group.

The earnings of the Group will remain unchanged immediately following the completion of the establishment of JV Company since the JV Company has not commenced operation and would not have recorded any revenue or earnings. The overall effects of the establishment of the JV Company on the future earnings of the Group will depend on, among other things, the operating results of the JV Company.

The provision of the Financial Assistance would be financed by the Group's internal resources and/or external borrowings. As a result of entering into the Agreement, it is expected that the loans to an associate will be increased while (i) the bank balances and cash will be decreased; and (ii) the Group's liabilities will be increased. The provision of the Financial Assistance will not have material impact on the net asset value of the Group. The interest expenses arising from the borrowings will be recorded as finance costs of the Group.

REASONS FOR AND BENEFITS OF THE AGREEMENT

The Group is principally engaged in the business of property investment and investment holding.

The Board considers that the co-operation with Securidon and Temokin under the Agreement presents a good opportunity to leverage on the Group's knowledge and expertise in property acquisition and project management and to partner with an experienced investor to expand its business. The co-operation will also enable the Group to expand its business to property development and to tap into a bigger pool of funds from Securidon and Temokin to build a bigger portfolio of sizeable projects for the Group and further diversifying its business portfolio.

LETTER FROM THE BOARD

The Directors consider that the terms of the Agreement and the transactions contemplated thereunder (including but not limited to the Financial Assistance) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Each of the terms of the Agreement was determined after arm's length negotiations between the JV Partners and the JV Company.

INFORMATION OF THE COMPANY

The Company is incorporated in Bermuda with limited liability, it engages in the property investment activities in Hong Kong and Mainland China. Its investment properties comprise car parking spaces, commercial properties, residential properties and industrial properties.

INFORMATION OF SECURIDON

Securidon is a company incorporated in Malaysia, principally engaged in activities of real estate agents and brokers for buying, selling and renting of real estate. According to the information available to the Company, the individual ultimate beneficial owner of Securidon is Raja Nor Azmin Binti Raja Sulong Hizahar.

INFORMATION OF TEMOKIN

Temokin is a company incorporated in Malaysia, principally engaged in business of property development and general contractors of and for all buildings and works. According to the information available to the Company, the individual ultimate beneficial owners of Temokin are Tan Chien Chyi, Tan Chien Hwei, Tan Chiew Wen, Tan Chien Yih and Tan Kim Kuan, Dato, each of them owns 20% of the equity interests in Temokin.

INFORMATION OF THE JV COMPANY

The JV Company is a company incorporated in Malaysia on 30 June 2015, and has not yet carried on business. As of the date of the Agreement, the JV Company is owned as to 70% by Temokin and 30% by Securidon respectively, the ultimate beneficial owners of Temokin and Securidon are set out in the sections headed "INFORMATION OF SECURIDON" and "INFORMATION OF TEMOKIN" respectively in the Letter from the Board of this circular.

LETTER FROM THE BOARD

The audited financial information of the JV Company for each of the two financial years ended 30 June 2022 and 2023 is set out below:

	For the year ended 30 June 2023	For the year ended 30 June 2022
	<i>RM</i>	<i>RM</i>
Revenue	–	–
Loss before tax	2,961	3,167
Loss after tax	2,961	3,167

The audited net assets value of the JV Company as at 30 June 2023 was RM75,400 (equivalent to approximately HK\$123,000).

IMPLICATION UNDER THE LISTING RULES

As all the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the subscription for 122,500 shares by Rich Return in the JV Company are less than 5%, such subscription does not amount to notifiable transaction for the Company and is not subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

As the highest applicable percentage ratio in respect of the Financial Assistance exceeds 25% but is less than 100% for the Company, the Financial Assistance constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The grant of the Deadlock Options and EOD Options would be treated as transactions and classified with reference to the percentage ratios pursuant to Rule 14.73 of the Listing Rules. The exercise of the Deadlock Options and EOD Options is at the discretion of Rich Return. According to Rule 14.75(1) of the Listing Rules, on the grant of such options, only the premium (which is nil) will be taken into consideration for calculating the percentage ratios and thus the grant of the Deadlock Options and EOD Options do not constitute notifiable transactions under Chapter 14 of the Listing Rules. The Company will comply with the relevant Listing Rules on the exercise of the Deadlock Options and EOD Options (where required).

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has any material interest in the transaction contemplated under the Agreement. As such, no Shareholder is required to abstain from voting if a special general meeting was convened for the approval of the Agreement.

LETTER FROM THE BOARD

Written Shareholder's approval has been obtained from Limitless Investment Limited, being a Shareholder which holds 291,137,700 shares of the Company (representing approximately 75% of the voting rights) as at the Latest Practicable Date, in lieu of holding a special general meeting to approve the Agreement in accordance with Rule 14.44 of the Listing Rules. Therefore, as permitted under Rule 14.44 of the Listing Rules, no special general meeting will be convened for the approval of the Agreement.

RECOMMENDATION

The Directors consider that the terms of the Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the resolution if the Company were to convene a special general meeting to approve the Agreement.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Lau Chi Yung, Kenneth
Chairman

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three years ended 31 December 2021, 31 December 2022 and 31 December 2023 respectively, together with the relevant notes thereto are disclosed in the following documents, which were published on both the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (www.irasia.com/listco/hk/orientalexplorer):

- the annual report of the Company for the year ended 31 December 2021 published on 27 April 2022 (pages 27 to 91) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0427/2022042700953.pdf>;
- the annual report of the Company for the year ended 31 December 2022 published on 26 April 2023 (pages 29 to 86) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0426/2023042600936.pdf>; and
- the annual result of the Company for the year ended 31 December 2023 published on 26 March 2024 (pages 1 to 18) at <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0326/2024032600063.pdf>.

2. STATEMENT OF INDEBTEDNESS

As at the close of business of 29 February 2024, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had the following indebtedness:

Amounts due to fellow subsidiaries

As at 29 February 2024, amounts due to fellow subsidiaries amounted to approximately HK\$0.09 million, which were unsecured, interest-free and repayable on demand.

Loan from a fellow subsidiary

As at 29 February 2024, the loan from a fellow subsidiary amounted to approximately HK\$144 million, which was unsecured, bears interest at prevailing market rates and repayable on demand.

Commitments and contingent liabilities

As at 29 February 2024, the Group had no material capital commitments.

As at 29 February 2024, the Group had no material contingent liabilities.

Disclaimer

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business of the Group, as at 29 February 2024, the Group did not have any other outstanding mortgages, charges, debentures, loan capital issued or agreed to be issued, bank loans and overdrafts, debt securities issued and outstanding, and authorised or otherwise created but unissued or other similar indebtedness, finance leases or hire purchase commitments, which are either guaranteed, unguaranteed, secured or unsecured, liabilities under acceptance (other than normal trade bills) or acceptance credits, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

As at the Latest Practicable Date, after due enquiry and taking into account the effect of the Agreement and the transactions contemplated thereunder, the internal resources of the Group and the banking facilities available to the Group, the Directors are of the opinion that the Group will have sufficient working capital for its present requirements and for at least the next 12 months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, there has been no material adverse change in the financial or trading position of the Group since 31 December 2023, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in the property investment activities in Hong Kong and Mainland China. Its investment properties comprise car parking spaces, commercial properties, residential properties and industrial properties.

In 2023, Malaysia's property market recorded over 399,000 transactions, reflecting a 2.5% increase in the number of transactions compared to 2022. Concurrently, the number of unsold or overhang residential properties decreased to 26,000 units, down from 28,000 units in the same period. This positive growth trend can be attributed to a significant rise in transaction value across all sub-sectors, including residential, commercial, industrial, agriculture, development land, and others. The Board anticipates that the Malaysian property market will continue to grow, albeit at a more gradual and sustainable pace.

The Board acknowledges that the acquisition and development of the Land through the JV Company signify an expansion into property development for the Group. The JV Company will hold such property development project for sale. It believes that the provision of Financial Assistance and the development of the Land will provide the Group with an opportunity to establish a presence in property development in Malaysia while further diversifying its business portfolio. Additionally, the entering into of the Agreement with the shareholders of the JV Company enable the Group to collaborate with other prominent entities in the Malaysian real estate industry.

Overall, the Group's financial and trading prospects appear optimistic, supported by the anticipated favorable investment value of the Land and the Group's strategic positioning in the Malaysian property market.

The following is the text of a letter and a valuation certificate, prepared for the purpose of incorporation in this circular received from Ravia Global Appraisal Advisory Limited, an independent valuer, in connection with its valuation as at 8 March 2024 of the property in Malaysia.



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25 April 2024

Rich Return Development Sdn. Bhd.

Units 22-28, 25/F.,
Tower A, Southmark,
11 Yip Hing Street,
Wong Chuk Hang, Hong Kong

Dear Sirs/Madams,

Re: Property Valuation of a parcel of land at H.S.(D) 133085, PT 12412, Bandar Ampang, Daerah Ulu Langat, Negeri Selangor, Malaysia.

In accordance with the instructions of Rich Return Development Sdn. Bhd., an indirect wholly-owned subsidiary of Oriental Explorer Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”), to value the captioned property in Malaysia, we confirm that we have carried out inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property as at 8 March 2024 (the “Valuation Date”) for the purpose of incorporation in the circular of the Group dated 25 April 2024.

1. BASIS OF VALUATION

Our valuation of property is our opinion of the market value which we would define as intended to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Market value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

2. VALUATION METHODOLOGY

We have valued the property by direct comparison approach assuming sale of the property in its existing state and by making reference to comparable sales transactions as available in the relevant market.

3. TITLE INVESTIGATION

For the property in Malaysia, we have carried out the title search. However, we have not scrutinized all the original documents to verify ownership or to ascertain the existence of any lease amendments which may not appear on the copies handed to us.

4. VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the owner sells the property in the market in its existing state without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the market value of the property.

In addition, no account has been taken of any option or right of pre-emption concerning or affecting the sale of the property and no allowance has been made for the property to be sold in one lot or to a single purchaser.

5. SOURCE OF INFORMATION

In the course of our valuation, we have relied to a very considerable extent on the information provided by the Group and have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, identification of property, particulars of occupation, site area and all other relevant matters which can affect the value of the property. All documents have been used for reference only.

We have no reason to doubt the truth and accuracy of the information provided to us. We have also been advised that no material facts have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view and have no reason to suspect that any material information has been withheld.

6. VALUATION CONSIDERATION

We have inspected the property, however, we have not carried out investigation on site to determine the suitability of the soil conditions or any form of potential contamination or hazard which might affect the future usage. Our valuation is prepared on the assumption that these aspects are satisfactory and that no extraordinary costs will be incurred for the continuity of future use.

We have not carried out on-site measurement to verify the site area of the property under consideration, but we have assumed that the site area shown on the documents handed to us are correct. Except as otherwise stated, all dimensions, measurements and areas included in the valuation certificate are based on information contained in the documents provided to us by the Group and are therefore approximations.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect the market value.

In valuing the property, we have complied with the requirements set out in Chapter 5 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and The HKIS Valuation Standards (2020 Edition) published by The Hong Kong Institute of Surveyors.

7. REMARKS

Unless otherwise stated, all monetary amounts stated in our valuation are in Ringgit Malaysia (“RM”).

Our Valuation Certificate is attached herewith.

Yours faithfully,

For and on behalf of

RAVIA GLOBAL APPRAISAL ADVISORY LIMITED

Dr. Alan Lee

PhD(BA) MFin BCom(Property)

MHKIS RPS(GP) AAPI CPV CPV(Business)

Director

Note: Dr. Alan W K Lee is a Registered Professional Surveyor (General Practice), a member of Hong Kong Institute of Surveyors and an Associate of Australian Property Institute. He has over 20 years' valuation experience in Hong Kong, Macau, the PRC, the Asia Pacific Region, European countries and American countries.

VALUATION CERTIFICATE

Property to be acquired for future development by the Group in Malaysia

Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 8 March 2024
A parcel of land at H. S.(D) 133085, PT 12412, Bandar Ampang, Daerah Ulu Langat, Negeri Selangor, Malaysia	<p>The property comprises a parcel of commercial land with a land area of about 21,277.27 sq.m..</p> <p>The property is covered with wild trees and dense shrubs.</p> <p>As advised by the Group's legal advisor, the land use rights of the property is held by leasehold for a term of 99 years expiring on 17 April 2107.</p>	As advised by the Group, the property is a vacant land.	RM58,000,000.

Notes:

1. The registered owner of the property is NAZA PROPERTIES SDN. BHD., an enterprise in Malaysia.
2. As advised by the Group's legal advisor, brief particulars of the title extracted from the search of the registered title document are as follows:

Lot No.	:	PT 12412
Title No.	:	H.S.(D) 133085
Bandar	:	Bandar Ampang
District	:	Ulu Langat
State	:	Selangor
Tenure	:	Leasehold for a term of 99 years expiring on 17 April 2107
Land Area	:	About 21,277.27 sq.m.
Quit Rent	:	RM24,299.00
Category of Land Use	:	Bangunan ("Building")
Registered Owner	:	NAZA PROPERTIES SDN. BHD.
Express Condition	:	Bangunan Perniagaan ("Commercial Building")
Restriction-in-interest	:	Tanah ini boleh dipindahmilik, dipajak atau digadai setelah mendapat kebenaran Pihak Berkuasa Negeri. ("This land can be transferred, leased or mortgaged after obtaining the consent of the State Authority.")
Endorsement and Encumbrance	:	No. Perserahan 00B63464/2023 Kaveat Persendirian atas Tanah oleh Torus Development Sdn. Bhd. (No. Syarikat: 201501025035), No. 14, Jalan Remia 4/KS 6, Bandar Botanik, 41200 Klang, Selangor didaftarkan pada 26 Disember 2023 jam 12:54:42 ("Presentation No. 00B63464/2023 of Private Caveat over the land lodged by Torus Development Sdn. Bhd. (Company No.: 201501025035) of No. 14, Jalan Remia 4/KS 6, Bandar Botanik, 41200 Klang, Selangor, registered on 26 December 2023 at 12:54:42.")

3. The inspection was performed by Che Leung, with 1-year valuation experience, in January 2024.
4. As advised by the Group's legal advisor, the property is a parcel of leasehold commercial land and designated for commercial use.
5. As advised by the Group's legal advisor, currently no submission of any planning approval and development plan have been initiated for the property.
6. As advised by the Group's legal advisor, the property is subject to planning guidelines for plot ratio of 1:4 for commercial use.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As of the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company and each of their respective associates, in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

Long position in Shares

Name of Director	Capacity and nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company (%)
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	291,137,700*	75.00

Long position in ordinary shares of associated corporation – Multifield International Holdings Limited, an intermediate holding company of the Company

Name of Director	Capacity and nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company (%)
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	559,411,142*	66.91

Note:

- * The above Shares are ultimately controlled by Power Resources Holdings Limited which acts as the trustee under the Power Resources Discretionary Trust, a family discretionary trust, the discretionary objects of which include Mr. Lau Chi Yung, Kenneth and his family.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders had notified the Company that they were interested in 5% or more of the issued share capital of the Company.

Name of shareholders	Capacity and nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company (%)
Limitless Investment Limited	Directly beneficially owned	291,137,700 [#]	75.00
Multifield International Holdings (B.V.I.) Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Multifield International Holdings Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Lucky Speculator Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Desert Prince Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Power Resources Holdings Limited	Interest of controlled corporation	291,137,700 [#]	75.00

Note:

[#] Power Resources Holdings Limited was deemed to have a beneficial interest in 291,137,700 Shares by virtue of its indirect interests in Lucky Speculator Limited, Desert Prince Limited, Multifield International Holdings Limited, Multifield International Holdings (B.V.I.) Limited and Limitless Investment Limited.

Save as disclosed above, the Company has not been notified of any other person who had an interest or short position in the shares or underlying shares of the Company as at the Latest Practicable Date, which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries which will not expire or is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

5. LITIGATION

As at the Latest Practicable Date, the Group was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, interests of the Directors in businesses which were considered to compete or were likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules are as follows:

Name of Directors	Name of company	Competing business	Nature of interest
Mr. Lau Chi Yung, Kenneth	Multifield International Holdings Limited group of companies	Property investment	Director and controlling shareholder
Mr. Lau Michael Kei Chi	Multifield International Holdings Limited group of companies	Property investment	Director

7. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors had any interest direct or indirect, in any assets which have been, since 31 December 2023 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

8. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has provided its advice for inclusion in this circular:

Name	Qualification
Ravia Global Appraisal Advisory Limited (“Ravia”)	an independent property valuer

Ravia has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter, summary of value and valuation certificate and the reference to its name in the form and context in which they appear.

As at the Latest Practicable Date, Ravia was not interested beneficially or otherwise in any Shares or securities in any of the subsidiaries or associated corporations (within the meaning of Part XV of the SFO) of the Company and did not have any rights, whether legally enforceable or not, or option to subscribe for or to nominate persons to subscribe for any Shares or securities in any of the subsidiaries or associated corporations of the Company nor did they have any interests, either direct or indirect, in any assets which have been, since 31 December 2023 (being the date to which the latest published audited accounts of the Group were made up), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

9. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date:

- (i) the Agreement.

10. MISCELLANEOUS

- (a) Ms. Tang Cheung Kai Kinnie is the company secretary of the Company. She is a member of the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business in Hong Kong is at Units 22-28, 25/F, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong.
- (c) The Hong Kong branch share registrar of the Company is Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/orientalexplorer) for a period of 14 days from the date of this circular:

- (a) the Agreement;
- (b) the valuation report set out in Appendix II to this circular; and
- (c) the written consent referred to in the paragraph headed “Qualification and Consent of Expert” of this Appendix.