

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

(Company No. 389769-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of Oriental Food Industries Holdings Berhad will be convened and held at Tiara Banquet Hall, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Tuesday, 28 August 2012 at 2.00 p.m. to transact the following businesses:-

A G E N D A

ORDINARY BUSINESS

- To receive and adopt the statutory financial statements for the year ended 31 March 2012 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
- To declare the following final dividend for the year ended 31 March 2012:-
 - Tax exempt dividend of RM0.02 per share amounting to RM1,200,000 on 60,000,000 ordinary shares of RM1.00 each. (Resolution 2)
- To approve the payment of directors' fees of RM280,000 for the year ended 31 March 2012. (Resolution 3)
- To re-elect Y Bhg Tan Sri Dato' Azizan Bin Husain who retires in accordance with Article 75 of the Company's Articles of Association. (Resolution 4)
- To re-elect Datuk Son Chen Chuan who retires in accordance with Article 75 of the Company's Articles of Association. (Resolution 5)
- To re-elect Mr Hoo Beng Lee who retires in accordance with Article 75 of the Company's Articles of Association. (Resolution 6)
- To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Directors to determine their remuneration. (Resolution 7)

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions :-

- Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 8)

"THAT subject always to the Companies Act, 1965 ("the Act") and the approval of the relevant authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad ("Bursa Malaysia") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature** (Resolution 9)

"THAT approval be given, pursuant to Paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Malaysia"), for the Company and its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as described in the Circular to Shareholders dated 3 August 2012 ("Circular") for the Group's day-to-day operations, provided that such transactions are carried out in the normal course of business, at arm's length, on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and that such approval shall continue to be in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is earlier; and that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required by the relevant authorities) to give effect to the shareholders' mandate."

To consider and, if thought fit, to pass the following Special Resolution :-

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** (Resolution 10)

"THAT the alterations, modifications, additions or deletions to the Articles of Association of the Company detailed in Appendix A to the Annual Report 2012 be and are hereby approved."

- To transact any other business of the Company which due notices shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT the following final dividend for the year ended 31 March 2012, if approved by shareholders, will be paid on 8 October 2012 to all shareholders whose names appear in the Record of Depositors of the Company at the close of business at 5.00p.m. on 14 September 2012 :-

- Tax exempt dividend of RM0.02 per share amounting to RM1,200,000 on 60,000,000 ordinary shares of RM1.00 each.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositors' Securities Account on or before 4.00p.m. on 14 September 2012 in respect of transfers; and
- Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of the Bursa Malaysia.

BY ORDER OF THE BOARD

KARINA CHONG MEI YING (LS 0009542)
WONG SIEW YEEN (MAICSA 7018749)
CHEONG CHOON YIN (MAICSA 7019120)

Joint Secretaries
Kuala Lumpur
Date: 3 August 2012

NOTES :

- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy must be deposited at the Registered Office at Level 8, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Ordinary Resolution 8 – Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965

The Resolution 8, if approved, will empower the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares in the Company up to an amount not exceeding in total 10% of the issued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a General Meeting will expire at the next Annual General Meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM of the Company held on 25 August 2011 and accordingly no proceeds were raised.

2. Ordinary Resolution 9 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature

The Resolution 9, if approved, will enable the Company and its subsidiaries to continue entering into the recurrent related party transactions of a revenue or trading nature with Syarikat Perniagaan Chong Mah Sdn Bhd, which are necessary for its day-to-day operations and are in the ordinary course of business and on terms not more favourable to the related party than those generally available to the public and are not to be detriment of the minority shareholders of the Company. This authority unless revoked or varied at a General Meeting will expire at the next Annual General Meeting.

Further information on the proposed Ordinary Resolution No. 9 is set out in the Circular to Shareholders dated 3 August 2012.

3. Special Resolution 10 – Proposed Amendments to the Articles of Association of the Company

The Resolution 10, if passed, will bring the Company's Articles of Association in line with the amendments prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.