

OLYMPIA INDUSTRIES BERHAD

(Company No. 63026-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-First Annual General Meeting of Olympia Industries Berhad (“the Company”) will be held at the Grand Prince Ballroom, Level 3, Prince Hotel & Residence Kuala Lumpur, Jalan Conlay, 50450 Kuala Lumpur on Wednesday, 24 October 2012 at 10.00 a.m. to transact the following businesses :-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon (Resolution 1)
2. To approve the payment of Directors’ fees for the financial year ended 30 June 2012 (Resolution 2)
3. To re-elect the following Directors who are retiring by rotation in accordance with Article 80 of the Company’s Articles of Association :
 - (i) Mr Loh Chye Teik (Resolution 3)
 - (ii) Dato’ Yap Wee Keat (Resolution 4)
4. To pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:
 - (i) “THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Eugenio Antonio Da Luz Campos who is over the age of seventy years, be and is hereby re-appointed as a Director to hold office until the next Annual General Meeting of the Company.” (Resolution 5)
 - (ii) “THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato’ Yap Yong Seong who is over the age of seventy years, be and is hereby re-appointed as a Director to hold office until the next Annual General Meeting of the Company.” (Resolution 6)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

AS SPECIAL BUSINESS

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

6. **Ordinary Resolution – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 8)
-

“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the Directors of the Company be and are hereby empowered to 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 issued capital of the Company for the time being AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

7. **Ordinary Resolution – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature** (Resolution 9)
-

“THAT pursuant to Chapter 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (“OIB Group”) to enter into and give effect to the categories of recurrent related party transactions with the related parties as specified in Section 2.3.1 of Part B of the Circular to Shareholders dated 2 October 2012, which are necessary for the OIB Group’s day-to-day operations in the ordinary course of business made on an arm’s length basis and on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as “the Mandate”) and such Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the Mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company and/or its subsidiaries be and are hereby authorised to complete and do all such acts and things including executing all such documents as they may consider necessary or expedient to give effect to the Mandate.”

8. **Special Resolution – Proposed Amendments to the Articles of Association of the Company** (Resolution 10)

“THAT the alterations, modifications, additions and/or deletions to the Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 2 October 2012, be and are hereby approved.”

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

Lim Yoke Si (MAICSA 7010093)
Pang Siok Tieng (MAICSA 7020782)
Company Secretaries

Kuala Lumpur
2 October 2012

Notes

1. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
2. To be valid, the completed form of proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
4. Where a member is an authorised nominee, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account
5. Where a member 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.
6. Where a member or authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. If the appointor is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.
8. In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 October 2012 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on his/her behalf.

EXPLANATORY NOTES :-

Resolution 2

The proposed payment of Directors' fees of RM156,000.00 for Independent Non-Executive Directors of the Company who have served during the financial year is reflective of their responsibilities. The proposed payment, if approved by shareholders shall be for the financial year ended 30 June 2012 and for each year thereafter, shall be determined by the Company in a general meeting.

Resolution 8

The Ordinary Resolution proposed under item 6 is for the purpose of seeking a renewal of the general mandate to authorise the Directors of the Company to issue and allot ordinary shares up to 10% of the issued capital of the Company, for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting ("AGM") of the Company.

The renewed mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to placement of shares, funding future investment(s) and/or working capital.

The renewal of mandate obtained at the last AGM held on 24 November 2011 was not utilised and accordingly, there were no issuance and allotment of shares as at the date of this Notice.

Resolution 9

The Ordinary Resolution proposed under item 7 of the Agenda, if passed, will allow the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations with the related parties. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, or revoked or varied by a resolution passed by the shareholders of the Company in general meeting, whichever is earlier. Shareholders are directed to refer to Part B of the Circular to Shareholders dated 2 October 2012 for more information.

Resolution 10

The Special Resolution proposed under item 8 of the Agenda, if passed, will render the Company's Articles of Association to be in line with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad and to provide clarity and consistency throughout the Articles of Association of the Company.

The details of the amendments are set out in Part B and Appendix I of the Circular to Shareholders dated 2 October 2012.