



Notice of Annual General Meeting 2012

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of ORIENTAL INTEREST BERHAD will be held at Serindit Room, Hotel Equatorial, No. 1 Jalan Bukit Jambul, 11900 Penang on Wednesday, 5 December 2012 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

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| 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. | |
| 2. To declare a first and final dividend of 10% per share less 25% tax for the year ended 30 June 2012. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors retiring pursuant to Article 80 of the Articles of Association of the Company:
3.1 Dato' Wira Haji Thobrani Bin Haji Hanafi
3.2 Mr Goh Aik Keong | Ordinary Resolution 2
Ordinary Resolution 3 |
| 4. To re-elect Encik Aswandi Bin Mohamed Hashim who was appointed during the year, retiring pursuant to Article 87 of the Articles of Association of the Company. | Ordinary Resolution 4 |
| 5. To approve the payment of Directors' fees for the financial year ended 30 June 2012. | Ordinary Resolution 5 |
| 6. To re-appoint Messrs PricewaterhouseCoopers and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

AS SPECIAL BUSINESS

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

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| 7. AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued share capital of the Company at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." | Ordinary Resolution 7 |
| 8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR PROVISION OF FINANCIAL ASSISTANCE BETWEEN THE COMPANY AND ITS SUBSIDIARY COMPANIES
"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities ("Main LR") and paragraph 3.4 of the Practice Note 12, a general mandate of the Shareholders be and is hereby granted for the Company to provide financial assistance to its subsidiary companies as stated in Section 2.3 of the Circular to Shareholders dated 12 November 2012, which are necessary for the Group's day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders; and that the approval shall continue to be in force until
a. the conclusion of the next AGM of the Company at which time the said authority will lapse, unless the authority is renewed at the meeting; or
b. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
c. revoked or varied by ordinary resolution passed by the shareholders in a general meeting,
whichever is the earlier;
AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution." | Ordinary Resolution 8 |
| 9. AUTHORITY TO CONTINUE IN OFFICE AS SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT authority be and is hereby given to Tuan Haji Ahmad Bin Abdul Rashid who has served as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as a Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012." | Ordinary Resolution 9 |
| 10. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
"THAT the deletions, alterations, modifications and additions to the Articles of Association of the Company as set out in Appendix II of the Circular to Shareholders dated 12 November 2012 be and are hereby approved." | Special Resolution |
| 11. To transact any other business of which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a First and Final Dividend of 10% per share less 25% tax for the financial year ended 30 June 2012, if approved at the Nineteenth Annual General Meeting, will be paid on 21 December 2012 to Depositors whose names appear in the Record of Depositors of the Company at the close of business on 10 December 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 10 December 2012 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAKSA 7009143)
TAN AI NING (MAKSA 7015852)
Company Secretaries

Selangor Darul Ehsan
12 November 2012

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 November 2012 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Agenda 1 is meant for discussion only as Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and therefore, Agenda 1 is not put forward for voting.

Explanatory Note on Special Business

Ordinary Resolution 7

Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 7, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting.

This is a renewal of the mandate obtained from its shareholders at the last Annual General Meeting held on 2 December 2011 and will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment, working capital and/or acquisitions.

The Company had not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was approved at the Eighteenth Annual General Meeting of the Company.

Ordinary Resolution 8

Proposed Renewal of Shareholders' Mandate for Provision of Financial Assistance between the Company and its Subsidiary Companies
The proposed Ordinary Resolution 8 if passed, will empower the Company to provide financial assistance amounting up to RM7,000,000 each to its subsidiaries, Yiked Alliance Sdn Bhd and Yiked Brilliant Sdn Bhd, the details of which are set out in the Circular to Shareholders dated 12 November 2012.

Ordinary Resolution 9

Authority to Continue in Office as Senior Independent Non-Executive Director

The Board of Directors had via the Nomination Committee conducted an annual performance evaluation and assessment of Tuan Haji Ahmad Bin Abdul Rashid, who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:-

- he has fulfilled the criteria under the definition on Independent Director as stated in the Main Listing Requirement and therefore is able to bring independent and objective judgement to the Board;
- his legal experience will enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
- he has been with the Company for eleven (11) years and therefore understands the Company's business operations which enables him to participate actively and contribute during deliberations or discussions at the Audit Committee and Board Meetings;
- he has contributed sufficient time and efforts and attended all the Audit Committee and Board Meetings for informed and balanced decision making; and
- he has exercised his due care during his tenure as Senior Independent Non-Executive Director of the Company and carried out professional duty in the interest of the Company and shareholders.

Special Resolution

Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution if passed, will streamline the Company's Articles of Association in line with the latest Main Market Listing Requirements of Bursa Securities, prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout, details of which are set out in the Circular to shareholders dated 12 November 2012.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main LR)

- No individual is seeking election as a Director at the forthcoming Nineteenth AGM of the Company.