

# ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth 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 Thursday, 28 August 2014 at 2.30 p.m. to transact the following businesses:-

### AGENDA

#### ORDINARY BUSINESS

- To receive the statutory financial statements for the financial year ended 31 March 2014 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
- To approve the payment of single tier final dividend of RM0.035 per share for the financial year ended 31 March 2014. (Resolution 2)
- To approve the payment of Directors' Fees of RM280,000 for the financial year ended 31 March 2014. (Resolution 3)
- To re-elect Datuk Son Chen Chuan who retires in accordance with Article 75 of the Company's Articles of Association. (Resolution 4)
- To re-elect Mr. Ho Beng Lee who retires in accordance with Article 75 of the Company's Articles of Association. (Resolution 5)
- To re-elect Mr. Son Tong Leong who retires in accordance with Article 75 of the Company's Articles of Association. (Resolution 6)
- To consider and, if thought fit, pass the following resolution pursuant to Section 129 of the Companies Act, 1965 :- (Resolution 7)  
"THAT Y. Bhg. Tan Sri Dato' Azizan Bin Husain, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. (Resolution 8)

#### SPECIAL BUSINESS

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

- Approval to Continue In Office as an Independent Non-Executive Director** (Resolution 9)  
"THAT Y. Bhg. Tan Sri Dato' Azizan Bin Husain who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 8 June 2000 be and is hereby retained and continue to act as the Independent Non-Executive Director of the Company."
- Approval to Continue In Office as an Independent Non-Executive Director** (Resolution 10)  
"THAT Mr. Lim Hwa Yu who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 23 February 1999 be and is hereby retained and continue to act as the Independent Non-Executive Director of the Company."

#### ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD - Notice of the Eighteenth Annual General Meeting

- Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 11)  
"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 12)  
"THAT approval be given, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of 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 5 August 2014 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 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 single tier final dividend for the financial year ended 31 March 2014, if approved by shareholders, will be paid on 26 September 2014 to all shareholders whose names appear in the Record of Depositors of the Company at the close of business at 5.00p.m. on 3 September 2014 :-

- Single tier final dividend of RM0.035 per share amounting to RM2,100,000 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 3 September 2014 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)  
**NURULYUN BINTI ABDUL JABAR** (MIA 9113)  
Joint Secretaries  
Selangor  
Date: 5 August 2014

#### NOTES :

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at 21 August 2014 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Meeting.
- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her 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 to the Company.
- 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.
- Where a member of the Company 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.
- 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 PJJ 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.
- Proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting. There shall be no restriction as to the qualification of the proxy.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS:

##### 1. Resolution 9 and 10 – Approval to Continue In Office as an Independent Non-Executive Director

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Y. Bhg. Tan Sri Dato' Azizan Bin Husain and Mr. Lim Hwa Yu who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years since 8 June 2000 and 23 February 1999 respectively, and hereby recommends them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- They have fulfilled the criteria under the definition on Independent Directors as stated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- They have been with the Company for more than nine years and therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations or discussions at the Meetings;
- They have contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
- They have exercised due care and diligence during their tenure as Independent Non-Executive Directors of the Company and carried out their fiduciary duty in the interest of the Company and shareholders without being subject to influence of management.

##### 2. Resolution 11 – Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965

The Resolution 11, 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 28 August 2013 and accordingly no proceeds were raised.

##### 3. Resolution 12 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature

The Resolution 12, 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. 12 is set out in the Circular to Shareholders dated 5 August 2014.