

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("AGM") of Oriental Food Industries Holdings Berhad will be convened and held at Tiara Banquet Hall, Tiara Melaka Golf and Country Club, Jalan Gagap, Bukit Katil, 75760 Melaka on Wednesday, 26 August 2015 at 2.30 p.m. to transact the following businesses:-

ORDINARY BUSINESS

AGENDA

- To receive the statutory financial statements for the financial year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
- To approve the payment of single tier final dividend of RM0.02 per share for the financial year ended 31 March 2015. (Resolution 2)
- To approve the payment of Directors' Fees of RM360,000.00 for the financial year ended 31 March 2015. (Resolution 3)
- To re-elect the following Directors, each of whom retires by rotation in accordance with Article 75 of the Company's Articles of Association:-
 - Mr. Son Tong Eng; (Resolution 4)
 - Mr. Lim Keat Sear; and (Resolution 5)
 - Datuk Jeffery Ong Cheng Lock (Resolution 6)
- To consider and, if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-

"THAT Y. Bng. Tan Sri Dato' Aziz Bin Husain, retiring in accordance with Section 129(6) 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 AGM."

(Resolution 7)
- 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 :-

- Approval to Continue in Office as an Independent Non-Executive Director** (Resolution 8)

"THAT Y. Bng. Tan Sri Dato' Aziz Bin Husain who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) 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 9)

"THAT Mr. Lim Hwa Yui who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 23 February 1999 be and is hereby retained and continue to act as the Independent Non-Executive Director of the Company."
- Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 10)

"THAT subject always to the Companies Act, 1965 ("the Act") and the approval of the relevant government/regulatory authorities, the Board of Directors be and is hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Board of 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 and paid-up share capital of the Company for the time being and that the Board of Directors be and is also empowered to obtain the 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."
- Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature** (Resolution 11)

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of the Recurrent Party Transactions, particulars of which are set out in Part A of the Circular to Shareholders dated 3 August 2015, with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next AGM of the Company at which time the authority shall lapse, unless by Ordinary Resolution passed at a general meeting, the authority is renewed; or
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- revoked or varied by a Resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER, THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed RPPT Mandate with full power to do so in any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed RPPT Mandate in the best interest of the Company."

- PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")** (Resolution 12)

THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of shares purchased does not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

THAT the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, and shall continue to be in force until:

- at the conclusion of the next AGM of the Company following the forthcoming Extraordinary General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- revoked or varied by a resolution of the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository accounts) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereat (including without limitation, the cancellation and/or retention and/or distribution and/or selling of all or any part of the purchased shares in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities.

- 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 2015, if approved by shareholders, will be paid on 21 September 2015 to all shareholders whose names appear in the Record of Depositors of the Company at the close of business at 5.00 p.m. on 2 September 2015:-

- Single tier final 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 4.00 p.m. on 2 September 2015 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)
CHAN SAU LENG (MAICSA 7012211)

Joint Secretaries
Selangor

Date: 3 August 2015

NOTES :

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at 19 August 2015 ("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 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 PUJ 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:

- Resolution 8 and 9 – 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. Bng. Tan Sri Dato' Aziz Bin Husain and Mr. Lim Hwa Yui who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) 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's 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.
- Resolution 10 – Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965**

The Resolution 10, 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 AGM.

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 2014 and accordingly no proceeds were raised.
- Resolution 11 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

The Resolution 11, if approved, will empower 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 detrimental to the minority shareholders of the Company. This authority unless revoked or varied at a General Meeting will expire at the next AGM.

Further information on the proposed Ordinary Resolution No. 11 is set out in Part A of the Circular to Shareholders dated 3 August 2015 which is dispatched together with the Annual Report 2015 of the Company.
- Resolution 12 – Proposed Share Buy-Back**

The Resolution 12, if approved, will empower the Board of Directors to allocate not exceeding the retained profits and/or share premium accounts of the Company for the purpose of and to purchase such amount of ordinary shares of RM1.00 each in the Company from time to time on the market of Bursa Malaysia upon such terms and conditions as the Board of Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this Resolution does not exceed 10% of the total issued and paid-up share capital of the Company.

Further information on the proposed Ordinary Resolution No. 12 is set out in Part B of the Circular to Shareholders dated 3 August 2015 which is dispatched together with the Annual Report 2015 of the Company.

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STATEMENT ACCOMPANYING NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NAMES OF DIRECTORS STANDING FOR RE-ELECTION OR RE-APPOINTMENT

The Directors who are retiring pursuant to Article 75 of the Articles of Association of the Company and seeking for re-election at the forthcoming Nineteenth Annual General Meeting ("19th AGM") are as follows:

- Mr. Son Tong Eng
- Mr. Lim Keat Sear
- Datuk Jeffery Datuk Ong Cheng Lock

SECTION 129(6) OF THE COMPANIES ACT, 1965

Y. Bng. Tan Sri Dato' Aziz Bin Husain who is above the age of seventy (70) years will seek re-appointment at the forthcoming 19th AGM.

Details of the above Directors are set out in the Directors' Profiles section and their shareholdings in the Company, where applicable, are set out in the Analysis of Shareholdings section appearing on pages 15 to 18 and 96 to 98 of the Company's Annual Report respectively.