

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Oriental Food Industries Holdings Berhad (“OFI” or the “Company”) will be convened at Tiara Banquet Hall, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Wednesday, 26 August 2015 immediately after the conclusion or any adjournment thereof of the nineteenth (19th) Annual General Meeting of OFI which will be held at 2.30 p.m. at the same venue, on the same day, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 60,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN OFI (“BONUS SHARE(S)”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN OFI (“OFI SHARE(S)”) HELD ON THE ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 as well as the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities, the Board is hereby authorised to capitalise an amount of RM60,000,000 out of the share premium and retained earnings of the Company, and to apply the same for the purposes of issuing 60,000,000 Bonus Shares credited as fully paid-up to be issued to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of one (1) Bonus Share for every one (1) existing OFI Shares held;

THAT fractional entitlements of the Bonus Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, in the best interest of the Company;

THAT the Bonus Shares issued upon allotment and issuance, rank pari passu in all respects with the existing OFI Shares, save and except that the new Bonus Shares issued will not be entitled to any dividends, rights, allotments and/or other distributions where the Entitlement Date precedes the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) OFI SHARE INTO TWO (2) NEW ORDINARY SHARES OF RM0.50 EACH IN OFI (“SUBDIVIDED SHARE(S)”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED SHARE SPLIT”)

“THAT subject to the passing of the Ordinary Resolution 1 and conditional upon the approvals of all relevant regulatory authorities for the listing of and quotation for the Subdivided Shares on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given to the Board of Directors of the Company (“Board”) to subdivide each of the existing ordinary shares of RM1.00 each in the Company into two (2) ordinary shares of RM0.50 each in the Company held by entitled shareholders of the Company on the Entitlement Date;

THAT the Subdivided Shares will upon allotment and issuance, rank pari passu in all respects with each other;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.”

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF OFI (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

“THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, the authorised share capital of the Company be increased from RM100,000,000 (Ringgit Malaysia 100 million only) divided into 100,000,000 OFI Shares to RM200,000,000 (Ringgit Malaysia 200 million only) divided into 400,000,000 Subdivided Shares;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

ORDINARY RESOLUTION 4

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OFI TO FACILITATE THE PROPOSED SHARE SPLIT (“PROPOSED AMENDMENTS”)

“THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, the Memorandum of Association of the Company be amended as follows to facilitate the Proposed Share Split:-

	Existing	Proposed amendment
Clause 5 of Memorandum of Association	The capital of the Company is RM100,000,000.00 divided into 100,000,000 ordinary shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM200,000,000.00 divided into 400,000,000 ordinary shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
Article 3(i) of Articles of Association	The authorised share capital of the Company at the date of adoption of these Articles is RM100,000,000.00 divided into 100,000,000 ordinary shares of RM1.00 each. The Company may from time to time by ordinary resolution change its authorised share capital.	The authorised share capital of the Company at the date of adoption of these Articles is RM200,000,000.00 divided into 400,000,000 ordinary shares of RM0.50 each. The Company may from time to time by ordinary resolution change its authorised share capital.

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments.”

By Order of the Board,

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

KARINA CHONG MEI YING (LS 0009542)

CHAN SAU LENG (MAICSA 7012211)

Company Secretaries

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 shall 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.