

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting (“AGM”) of ORIENTAL INTEREST BERHAD (“OIB” or “the Company”) will be held at Dewan Bankuet Jubli Emas, Royal Kedah Club, Pumphong, 05250 Alor Setar, Kedah Darul Aman on Monday, 23 November 2015 at 11.00 a.m. for the following purposes:

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2015 together with the Reports of the Directors and Auditors thereon. Please refer to the Explanatory Note
2. To re-elect the following Directors retiring pursuant to Article 80 of the Articles of Association of the Company:
  - (a) Dato’ Wira Lim Teong Kiat Ordinary Resolution 1
  - (b) Mr Low Ping Kun Ordinary Resolution 2
3. To approve the payment of Directors’ fees for the financial year ended 30 June 2015. Ordinary Resolution 3
4. To re-appoint Messrs KPMG and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

### AS SPECIAL BUSINESS

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

5. AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 Ordinary Resolution 5  
“THAT pursuant to Section 132D of the Companies Act, 1965 (“the Act”), 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 and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
6. PROPOSED ADDITIONAL AND RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE Ordinary Resolution 6  
“THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to OIB and its subsidiaries (“the Group”) to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature as specified in Section 2 of the Circular to Shareholders dated 30 October 2015, provided that such arrangements and/or transactions which are necessary for the Group’s day to day operations are undertaken in the ordinary course of business, at arm’s length basis, on normal commercial terms which are not more favourable to the related

# NOTICE OF ANNUAL GENERAL MEETING (continued)

parties than those generally available to the public and not detrimental to the minority shareholders of the Company ("Proposed Additional and Renewal of Shareholders' Mandate") and the shareholders' mandate is subject to annual renewal and disclosure being made in the Annual Report of aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed; or
- (ii) 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Additional and Renewal of Shareholders' Mandate."

7. Proposed Bonus Issue of 54,327,001 new ordinary Shares of RM1.00 each in OIB ("OIB Shares") ("Bonus Share(s)") to be credited as fully paid-up at par, on the basis of three (3) Bonus Shares for every five (5) existing OIB Shares held by the entitled Shareholders of OIB on an entitlement date to be determined later ("Proposed Bonus Issue") Ordinary Resolution 7

"THAT, subject to the approvals of all relevant authorities and/or parties (where required) for listing of and quotation for the new OIB Shares to be issued hereunder, authority be and is hereby given to the Board of Directors of the Company ("Board") to capitalise up to RM54,327,001 from the share premium and retained earnings of the Company and the same be applied for the allotment and issuance of 54,327,001 new OIB Shares, credited as fully paid-up at par, to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an Entitlement Date to be determined later by the Board, on the basis of three (3) Bonus Shares for every five (5) existing OIB Shares held.

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the new OIB Shares that may arise from the Proposed Bonus Issue, in such manner as the Board deems fit and expedient in the best interest of the Company.

THAT the Bonus Shares to be issued pursuant to the Proposed Bonus Issue shall upon allotment and issuance, rank *pari passu* in all respect with the existing OIB Shares, save and except that they shall not be entitled to any dividends, rights, allotment and/or other forms of distribution that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of the Bonus Shares.

# NOTICE OF ANNUAL GENERAL MEETING (continued)

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed by the Board to be in the best interest of the Company, 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 Bonus Issue.”

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

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)  
ONG TZE-EN (MAICSA 7026537)  
Company Secretaries  
Selangor Darul Ehsan  
30 October 2015

#### Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 November 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.



# NOTICE OF ANNUAL GENERAL MEETING (continued)

## Explanatory Note

To receive the Audited Financial Statements

Agenda item No. 1 is meant for discussion only as Section 169(1) of the Act does not require a formal approval of shareholders of the Company and therefore, this item on the Agenda is not put forward for voting.

## Ordinary Resolution 5

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

The proposed Ordinary Resolution 5, 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 AGM.

This is a renewal of the mandate obtained from its shareholders at the last AGM held on 25 November 2014 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 Act, under the general mandate which was approved at the Twenty-First AGM of the Company.

## Ordinary Resolution 6

Proposed Additional and Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 6, if passed, will approve the Proposed Additional and Renewal of Shareholders' Mandate and allow the Company and its subsidiaries to enter into recurrent related party transactions as set out in Section 2 of the Circular to the Shareholders in relation to the Proposed Additional and Renewal of Shareholders' Mandate dated 30 October 2015.

## Ordinary Resolution 7

Proposed Bonus Issue

The proposed Ordinary Resolution 7, if passed, will approve the Proposed Bonus Issue which is to reward OIB's shareholders for their continued support and loyalty to OIB. It is also to increase the number of OIB Shares held by the shareholders of OIB whilst maintaining their percentage of equity interest in the Company. Further details are set out in the Circular to the Shareholders in relation to the Proposed Bonus Issue dated 30 October 2015.

Statement Accompanying Notice of AGM

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirement)

No individual is standing election as a Director at the forthcoming Twenty-Second AGM of the Company