

OLYMPIA INDUSTRIES BERHAD

(Company No. 63026-U)
(Incorporated in Malaysia)

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fifth Annual General Meeting of Olympia Industries Berhad ("the Company") will be held at Mahkota II, BR Level, Hotel Istana Kuala Lumpur City Centre, 73 Jalan Raja Chulan, 50200 Kuala Lumpur on Wednesday, 8 June 2016 immediately following the conclusion or adjournment (as the case may be) of the Thirty-Fourth Annual General Meeting which will be held at 10.00 a.m. on the same day and at the same venue, to transact the following businesses :-

AGENDA

AS ORDINARY BUSINESS

- To re-elect Tuan Haji Hamdan bin Yahya as a Director retiring by rotation in accordance with Article 80 of the Company's Articles of Association (Resolution 1)
- To consider and if thought fit, to pass the following Ordinary Resolutions pursuant to Section 129(6) of the Companies Act, 1965:
 - "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Eugenio Antonio Da Luz Campos who is over the age of seventy years, be and is hereby re-appointed as a Director to hold office until the next Annual General Meeting of the Company." (Resolution 2)
 - "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Yap Yong Seong who is over the age of seventy years, be and is hereby re-appointed as a Director to hold office until the next Annual General Meeting of the Company." (Resolution 3)
 - "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Nik Hashim bin Nik Ab. Rahman who is over the age of seventy years, be and is hereby re-appointed as a Director to hold office until the next Annual General Meeting of the Company." (Resolution 4)
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications, the following Resolutions:

- Ordinary Resolution – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 6)

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of the relevant authorities, the Directors of the Company be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes 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 capital of the Company for the time being AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Ordinary Resolution – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature** (Resolution 7)

"THAT pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("Olympia Group") to enter into and give effect to the categories of recurrent related party transactions with the related parties as specified in Section 2.3.1 of the Circular to Shareholders dated 29 April 2016, which are necessary for the Olympia Group's day-to-day operations in the ordinary course of business made on an arm's length basis and on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as "the Mandate") and the Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the Mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- 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 Companies Act, 1965 ("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 resolution passed by the shareholders in general meeting, whichever is earlier.

AND THAT the Directors of the Company and/or its subsidiaries be and are hereby authorised to complete and do all such acts and things including executing all such documents as they may consider necessary or expedient to give effect to the Mandate."

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

BY ORDER OF THE BOARD

Lim Yoke Si (MAICSA 0825971)
Kwan Wai Sin (MAICSA 7035227)
Company Secretaries

Kuala Lumpur
29 April 2016

Notes

- A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
- To be valid, the completed form of proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- Where a member is an authorised nominee, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where a member or authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its attorney.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 May 2016 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on his/her behalf.

EXPLANATORY NOTES :-

35th AGM

Section 143(1) of the Companies Act, 1965 states that an Annual General Meeting ("AGM") must be held once in every calendar year. Therefore, the forthcoming 35th AGM of the Company will be held in respect of the calendar year 2016. There will be no tabling of Audited Financial Statements at this AGM. The 18 months Audited Financial Statements for the financial period ended 31 December 2015 will be tabled at the 34th AGM.

Resolution 6

The Ordinary Resolution proposed under item 4 is for the purpose of seeking a general mandate to authorise the Directors of the Company to issue and allot ordinary shares up to 10% of the issued capital of the Company, for such purposes as the Directors of the Company would consider to be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting ("AGM") of the Company.

The mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to placement of shares, funding future investment(s) and/or working capital.

The mandate that was obtained at the 33rd AGM held on 28 October 2014 had expired. It was not utilised and accordingly, there was no issuance and allotment of shares.

Resolution 7

The Ordinary Resolution proposed under item 5 of the Agenda, if passed, will allow the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations with the related parties. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, or revoked or varied by a resolution passed by the shareholders of the Company in general meeting, whichever is earlier. Shareholders are directed to refer to the Circular to Shareholders dated 29 April 2016 for more information.