

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) Annual General Meeting (“AGM”) of **ORIENTAL INTEREST BERHAD** (“OIB” or “the Company”) will be held at Dewan Bankuet Jubli Emas, Royal Kedah Club, Pumpong, 05250 Alor Setar, Kedah Darul Aman on Thursday, 22 November 2018 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 2018 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors retiring pursuant to the Articles of Association (Constitution) 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 2018. **Ordinary Resolution 3**
4. To approve the benefits payable to the Directors of the Company up to an aggregate amount of approximately RM150,000 from 22 November 2018 until the conclusion of the next AGM of the Company. **Ordinary Resolution 4**
5. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**

“THAT, subject always to the Companies Act 2016 (“the Act”), the Articles of Association (Constitution) of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number issued shares of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued.”

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

- 7. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Ordinary Resolution 7**

"THAT approval be and is hereby given to the Company and its subsidiaries, to enter and to give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the related parties as stated in Section 2 of Part A of the Circular to Shareholders dated 24 October 2018 which are necessary for the Company's day-to-day operations subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall only continue to be in force until:
 - (a) the conclusion of the next AGM of the Company following the forthcoming AGM of the Company at which the Proposed Shareholders' Mandate is approved, at which time it will lapse unless by a resolution passed at the AGM the mandate is again renewed;
 - (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit."

- 8. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION OF NEW CONSTITUTION")** **Special Resolution 1**

"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety with immediate effect and in place thereof, adopt the new Constitution of the Company as set out in Part B of the Circular to Shareholders dated 24 October 2018 AND THAT the Directors and Secretaries of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all things and take all such steps as may be considered necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution."

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

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)
ONG TZE-EN (MAICSA 7026537)
Company Secretaries

Penang
24 October 2018

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.
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 (1) 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 Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A, Jalan Sultan Ahmad Shah, 10050 George Town, Penang not less than forty-eight (48) hours before the time set for holding the meeting and any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 November 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Note on Ordinary Business:

Ordinary Resolution 4, the benefits payable to the Directors has been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company. The benefits comprised of meeting allowance, travelling allowance and Board Committee allowances. In determining the estimated total amount of benefits payable, the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings.

Explanatory Notes on Special Business:

Ordinary Resolution 6 – Authority to allot and issue shares by Directors pursuant to Section 76 of the Companies Act 2016

The proposed Ordinary Resolution 6, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued 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.

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

Explanatory Notes on Special Business: (Cont'd)

Ordinary Resolution 6 – Authority to allot and issue shares by Directors pursuant to Section 76 of the Companies Act 2016 (Cont'd)

This is a renewal of the mandate obtained from its shareholders at the last AGM held on 26 November 2017 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.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 26 November 2017 and which will lapse at the conclusion of the 25th AGM of the Company.

Ordinary Resolution 7 – Proposed Shareholders' Mandate

The proposed Ordinary Resolution 7, if passed, will empower the Directors from the date of the 25th AGM, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and subject always to provision (ii) of the resolution. The details of the recurrent related party transactions are set out in the Part A of the Circular to the Shareholders dated 24 October 2018, which is dispatched together with this Annual Report.

Special Resolution 1 – Proposed Adoption of New Constitution

The proposed Special Resolution 1, if passed, will align the Company's Constitution with the Companies Act 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements as well as to enhance administrative efficiency and to provide greater clarity. The details of the Proposed Adoption of New Constitution are set out in the Part B of the Circular to the Shareholders dated 24 October 2018, which is dispatched together with this Annual Report.

Statement Accompanying Notice of AGM (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirement)

No individual is standing for election as a Director at the forthcoming 25th AGM of the Company.