

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting (“24th AGM”) of Oriental Food Industries Holdings Berhad will be convened and held at Tiara Function Room, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Thursday, 27 August 2020 at 2.30 p.m. to transact the following businesses:-

A G E N D A

ORDINARY BUSINESS

1. To receive the Statutory Financial Statements for the financial year ended 31 March 2020 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ fees amounting to RM316,935.49 for the financial year ended 31 March 2020. *(Resolution 1)*
3. To approve the proposed payment of Directors’ remuneration and benefits (excluding Directors’ fees) up to an amount of RM130,000.00 to the Directors with effect from 28 August 2020 until the next Annual General Meeting. *(Resolution 2)*
4. To re-elect the following Directors, each of whom retires by rotation in accordance with Clause 122 of the Constitution of the Company:-
 - 4.1 Datuk Seri Son Chen Chuan *(Resolution 3)*
 - 4.2 Datuk Son Tong Leong *(Resolution 4)*
5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to determine their remuneration. *(Resolution 5)*

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

6. **Approval to Continue In Office as an Independent Non-Executive Director** *(Resolution 6)*

“THAT Tan Sri Dato’ Azizan Bin Husain who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 8 June 2000 be and is hereby retained and continue to act as the Independent Non-Executive Director of the Company.”
7. **Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** *(Resolution 7)*

“THAT subject always to the Companies Act, 2016 (“the Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company’s Constitution and the approval of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities 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.”



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8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** *(Resolution 8)*

"THAT authority be and is hereby given and in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particulars of which are set out in Part A, Circular to Shareholders dated 29 July 2020, with are of revenue or trading nature, which are necessary for the day-to-day the Related Parties as described in the said Circular, provided that such transactions 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:

- i. 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
- ii. the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- iii. 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 Shareholders' Mandate with full power to assent to all or 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 Shareholders' Mandate in the best interest of the Company."

9. **Proposed Renewal of Share Buy-Back Authority for the Purchase by the Company of its Own Shares ("Proposed Renewal of Share Buy-Back Authority")** *(Resolution 9)*

"THAT, subject to the compliance with Section 127 of the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities 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 in the Company as may be determined by the Board of Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Board of Directors may deem fit and expedient in the interest of the Company provided that:-

- i. 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 Malaysia as at the point of purchase;



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- ii. the maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- iii. the Board of 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 such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- a. the conclusion of the next AGM of the Company at which time the authority will lapse, unless by ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions; or
- b. the expiration of the period within which the next AGM after that date is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Board of Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) 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 thereafter (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, 2016, the provisions of the Constitution 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.”

10. To transact any other business of the Company which due notices shall be given in accordance with the Constitution of the Company and the Companies Act, 2016.

BY ORDER OF THE BOARD

KARINA CHONG MEI YING (LS 0009542) [SSM PC No. 201908000667]

CHAN SAU LENG (MAICSA 7012211) [SSM PC No. 202008002709]

RUZETI EMAR BINTI MOHD ROSLI (LS 0010372) [SSM PC No. 202008000974]

Joint Secretaries

Selangor Darul Ehsan

29 July 2020



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NOTES:

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at 12 August 2020 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Meeting.
2. 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 need not be a member of the Company. There shall be no restriction as to the qualifications of the proxy.
3. A member may appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. 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.
5. 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.
6. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The instrument appointing a proxy must be deposited to the office of the Company's Share Registrar, Sectrars Management Sdn. Bhd. at Level 9-7, Menara Sentral Vista, No 150 Jalan Sultan Abdul Samad, Brickfields, 50470, Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
8. 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.
9. **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Statutory Financial Statements for the financial year ended 31 March 2020

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Statutory Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

2. Resolution 2- Directors' remuneration and benefits (excluding Directors' fees)

Resolution 2 relates to the proposed payment of Directors' remuneration and benefits (excluding Directors' fees) to the Directors from 28 August 2020 until the next AGM of the Company, which comprise the followings:-

Description	Chairman	Independent Non-Executive Directors & Non-Independent Non-Executive Directors	Executive Directors
Monthly Fixed Allowance	RM6,300 per month	Not Applicable	Not Applicable
Meeting Allowance for attendance of Board and Board Committee Meetings, and general meetings	RM500 per meeting	RM500 per meeting	Not Applicable
Monthly Claims	RM30,030 per annum	Not Applicable	Not Applicable

3. Resolution 6– Approval to Continue in Office as Independent Non-Executive Director

At the same time, the Board of Directors also has recommended Tan Sri Dato' Azizan Bin Husain, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 8 June 2000 to continue to act as Independent Non-Executive Director subject to the shareholders' approval through a two-tier voting process at the 24th AGM of the Company.

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of the abovementioned Independent Non-Executive Director based on the following justifications:-

- i. He has fulfilled the criteria under the definition on Independent Director as stated in the Bursa Securities' Main Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- ii. He has been with the Company for more than twelve (12) years and therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations or discussions at the Meetings;
- iii. He has contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
- iv. He has exercised due care and diligence during their tenure as Independent Non-Executive Director of the Company and carried out their fiduciary duty in the interest of the Company and shareholders without being subject to influence from management.



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4. **Resolution 7 – Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Resolution 7, if approved, will empower the Directors of the Company, from the date of the above AGM, authority to issue and allot shares in the Company up to an aggregate amount not exceeding 20% of the total number of issued shares 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 of the Company.

The Mandate is as renewal of the Mandate granted by the members at the last AGM held on 28 August 2019. The Mandate granted at the last AGM was not utilised by the Company and thus, no proceeds were raised.

The Renewed Mandate will empower the Directors to raise fund via issuance of new shares without delay, in the event of business opportunities arise.

5. **Resolution 8 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Resolution 8, if approved, will enable 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 detriment of 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. 8 is set out in Part A, Circular to Shareholders dated 29 July 2020 which is dispatched together with the Annual Report 2020 of the Company.

6. **Resolution 9 – Proposed Renewal of Share Buy-Back Authority**

The Resolution 9, if approved, will empower the Board of Directors to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company from time to time on the market of Bursa Securities 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. 9 is set out in Part B, Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 29 July 2020 which is dispatched together with the Annual Report 2020 of the Company.

STATEMENT ACCOMPANYING NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NAMES OF DIRECTORS STANDING FOR RE-ELECTION

1. Resolution 3 and 4- Re-election of Directors

The Directors who are retiring pursuant to Clause 122 of the Constitution of the Company and seeking for re-election at the forthcoming 24th AGM are as follows:

- (a) Datuk Seri Son Chen Chuan
- (b) Datuk Son Tong Leong

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 16 and 118 to 120 respectively of the Company's Annual Report respectively.





ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
 [Registration No. 199601017418 (389769-M)]
 (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD (“24TH AGM”) FOR SHAREHOLDERS, PROXIES AND OTHER ATTENDEES

Dear Valued Shareholders,

In view of the COVID-19 outbreak, your safety remains our utmost priority. The 24th AGM of the Company will be conducted in accordance with the General Standard Operating Procedures of the Malaysian Government and Private Sector (“General SOP”) issued by the Malaysian National Security Council on 16 June 2020, Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia on 18 June 2020 (“SC Guidance Note & FAQs”).

This Administrative Guide is necessary to ensure that safety measures and controls are undertaken by the Company to safeguard the well-being of our valued shareholders/proxies during the 24th AGM as well as to comply with the Government and/or authorities’ directives and guidelines on public gatherings and events which may be issued from time to time.

The Company wishes to highlight that the 24th AGM may be re-scheduled and/or postponed (where necessary) in view of the current COVID-19 Outbreak and the Malaysian Government’s announcements or guidelines made from time to time. Please be rest assured that all members, proxies and invited guests of the 24th AGM will be kept informed of any unexpected changes.

PUBLIC HEALTH PRECAUTIONARY AND PREVENTIVE MEASURES

- In light of the COVID-19 outbreak, we would appreciate if all shareholders, proxies and invited guests take all the necessary precautions and preventive measures as directed by the Ministry of Health when attending the 24th AGM.
- If you are feeling unwell or having **sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, and/or you are under the high risk group which is above age of 60**, your attendance in person at the 24th AGM will be denied. Under such circumstances, you are hereby strongly advised and encouraged to submit your Form of Proxy prior to the 24th AGM.
- To further safeguard the health and safety of our valued shareholders, proxies and invited guests attending the 24th AGM in person, the Company will also implement the following precautionary measures:-
 - (a) The Company will limit the number of attendees including invited guests physically present at the venue of the 24th AGM to **50 person only** based on the size of the venue. Hence, the total **shareholders allowed to be present in person or by proxy or attorney or authorised representative shall preferably be limited to not more than 35 person only** after taking into consideration the attendance of the Directors, Group Accountant, Company Secretaries, Poll Administrators, Scrutineers and Auditors. The registration for the 24th AGM shall be on a **first-come-first-serve basis**.
 - (b) Shareholders, proxyholders and corporate representatives (“Participants”) are required to undergo a compulsory body temperature screening and will be required to provide his/her health declaration status via the MySejahtera application during the registration process. Any person with a body temperature of above 37.5°C or is experiencing any symptoms of being unwell as mentioned above, will **NOT** be allowed to enter the venue of the 24th AGM.
 - (c) The Participants are required to wear face mask before entering the 24th AGM venue and throughout the proceedings. Please be informed that the Company will not be providing face masks.
 - (d) Participants are required to use the hand sanitiser provided by the Company before and after the 24th AGM.



ADMINISTRATIVE GUIDE

REGISTRATION PROCESS

1. Pre-Registration

Pursuant to SC Guidance Note & FAQs, the Participants who attend the 24th AGM in person are required to pre-register themselves with the Company by providing their name, NRIC/Passport No. and CDS account no. to the Company via email at info@ofi.com.my not later than Tuesday, 25 August 2020 at 2.30 p.m., failure whereof the Participants will be denied entry at the 24th AGM.

Thereafter, Participants will be notified via email once the registration is successful. This is to allow the Company to make the necessary arrangements for the 24th AGM.

2. Registration Document

In compliance with the General SOP issued by the Malaysian National Security Council for the proper conduct of the 24th AGM, the Participants are required to present their original Malaysian Identity Card ("MyKad") to the registration staff for the purpose of verification against the pre-registration of attendance mentioned above.

3. MySejahtera Application

Please download the MySejahtera application in advance and upon verification and body temperature screening, scan the QR code for health declaration during the registration process.

4. Identification Wristband

Participant will be given an identification wristband to enter the meeting hall.

Please be mindful of the one metre social distancing practice at all times.

NO REFRESHMENT

In order to ensure an effective social distancing practice and reduce the size of gatherings, food and beverages will **NOT** be served to shareholders, proxies and invited guests at the 24th AGM.

VOTING BY PROXY

In view of the COVID-19 situation, the Company encourages shareholders to exercise their right to vote at the 24th AGM by appointing the Chairman of the 24th AGM as their proxy and indicate their voting instructions in the Form of Proxy as an alternative to attending the 24th AGM in person.

Please submit your Form of Proxy to the office of the Company's Share Registrar, Sectrars Management Sdn. Bhd. at Level 9-7, Menara Sentral Vista, No 150 Jalan Sultan Abdul Samad, Brickfields, 50470, Kuala Lumpur, Malaysia not later than **Tuesday, 25 August 2020 at 2.30 p.m.**

ENQUIRY

If you have any enquiry prior to the 24th AGM, please contact the following during office hours from Mondays to Fridays, 9.00 a.m. to 5.30 p.m. (except on public holidays):-

Oriental Food Industries Holdings Berhad

General Line : 606-231 0333
 Fax Number : 606-232 2066
 Email : info@ofi.com.my
 Contact Person: Group Company Secretary

Sectrars Management Sdn. Bhd. (Share Registrar)

General Line : 603-2276 6138
 Fax Number : 603-2276 6131
 Email : sectrarsmg@gmail.com
 Contact Person: Ms. Sangetha

