



ORIENTAL INTEREST BERHAD

Registration No. 199301017406 (272144-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting (“27th AGM”) of **ORIENTAL INTEREST BERHAD** (“the Company”) will be held at Grand Ballroom, Kompleks Perniagaan Ampang, Lebuhraya Sultanah Bahiyah, 05050 Alor Setar, Kedah Darul Aman on Monday, 25 January 2021 at 11.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 31 August 2020 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors retiring in accordance with Clause 103 of the Company’s Constitution:
 - (a) Mr. Low Kok Aun **Ordinary Resolution 1**
 - (b) Mr. Low Kok Shen **Ordinary Resolution 2**
3. To approve the payment of Directors’ fees of the Company of up to RM409,000 for the 14-month period ended 31 August 2020. **Ordinary Resolution 3**
4. To approve the payment of Directors’ fees of the Company of up to RM600,000 for the period commencing 1 September 2020 until the conclusion of the next AGM of the Company. **Ordinary Resolution 4**
5. To approve the payment of benefits payable to the Directors of the Company of up to an aggregate amount of RM150,000 from 25 January 2021 until the conclusion of the next AGM of the Company. **Ordinary Resolution 5**
6. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

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

7. **AUTHORITY TO ISSUE AND ALLOT SHARES BY DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

“THAT, subject to the passing of the Special Resolution, the Companies Act 2016 (“the Act”), the Company’s Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant government or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons, 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 to be issued to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being AND THAT the Directors are also empowered to obtain the approval from Bursa Securities for the listing and quotation for the additional shares to be issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

8. **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 8

"THAT approval be and is hereby given to the Company and its subsidiaries, to enter and 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 the Circular to Shareholders dated 24 December 2020 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 of the Company;
- (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, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

9. **PROPOSED AMENDMENTS TO THE COMPANY'S CONSTITUTION ("PROPOSED AMENDMENTS TO THE CONSTITUTION")** Special Resolution

"THAT the proposed alterations or amendments to the existing Company's Constitution, as annexed herewith as Appendix I of the Annual Report 2020, be and are hereby approved and adopted with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

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

By Order of the Board

Tai Yit Chan (MAICSA 7009143) (SSM PC No. 202008001023)

Ong Tze-En (MAICSA 7026537) (SSM PC No. 202008003397)

Company Secretaries

Penang, 24 December 2020

Notes:

1. A proxy may but need not be a Member.
2. For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. 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"), 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. If the appointor is a corporation, the Proxy Form must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 January 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote in his/her behalf.

Explanatory Note on Ordinary Business:

Ordinary Resolution 5, is to seek shareholders' approval on the payment of 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 7 - Authority to issue and allot shares by Directors pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 7, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding 20% 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.

This is a renewal of the mandate obtained from its shareholders at the last AGM held on 19 November 2019 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 76 of the Act, under the general mandate which was approved at the Twenty-Sixth AGM of the Company.

Ordinary Resolution 8 - Proposed Shareholders' Mandate

Ordinary Resolution 8, if passed, will empower the Directors from the date of the 27th 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 will, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever occurs first.

Please refer to the Circular to the Shareholders dated 24 December 2020.

Special Resolution - Proposed Amendments to the Constitution

Special Resolution, if passed, will enhance administrative efficiency and provide greater clarity to the Constitution. The Proposed Amendments to the Constitution are set out under Appendix I of the Annual Report 2020.

Statement Accompanying Notice of AGM**(Pursuant to Paragraph 8.27(2) of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements)**

No individual is standing for election as a Director at the forthcoming 27th AGM of the Company.



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ADMINISTRATIVE GUIDE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27TH AGM”)

Day & Date : Monday, 25 January 2021
Time : 11:00 a.m.
Venue : Grand Ballroom, Kompleks Perniagaan Ampang, Lebuhraya Sultanah Bahiyah
05050 Alor Setar, Kedah Darul Aman

Dear valued shareholders of Oriental Interest Berhad (“**the Company**”)

In view of the Covid-19 pandemic, your safety remains our utmost priority. The Administrative Guide is necessary to introduce safety measures and controls to be undertaken by the Company to safeguard the well-being of all participants during the 27th 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.

MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the evolving COVID-19 situation, the following steps will be taken for participants who will be attending the 27th AGM in order to minimise the risk of spreading the COVID-19 virus:

TEMPERATURE CHECKS, HEALTH DECLARATION FORM AND FACE MASK

- (1) All persons attending the 27th AGM will be required to undergo a temperature check and sign a health declaration form to provide their respective travel history on whether during the last 14 days prior to the 27th AGM, he/she has been travelling overseas or any red zone areas in Malaysia. The health declaration form will also be used for the purpose of contact tracing, if required.
- (2) Any person who had recent travel history as mentioned in (1) above during the said 14 days period prior to the 27th AGM or had been in contact with a suspected or confirmed COVID-19 patient during the 14 days period prior to the 27th AGM, irrespective of nationality, will not be permitted to attend the 27th AGM.
- (3) Any person with a body temperature of more than 37.5°C and/or exhibit symptoms of respiratory illness such as sore throat, flu, cough, and/or shortness of breath will not be allowed to attend the 27th AGM. Shareholders who are feeling unwell are strongly advised not to attend the 27th AGM. Shareholders are strongly advised to appoint a proxy or the Chairman of the meeting to attend and vote at the 27th AGM on his/her behalf.
- (4) All persons must practice proper hygiene including the use of hand sanitisers provided by the Company and are required to wear a face mask at all time.

SOCIAL DISTANCING AND SEATING ARRANGEMENT

- (5) To enhance social distancing measures, the seats allocated for participants at the 27th AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standard operations procedure provided by the relevant governmental and/or health authorities.

PRE-REGISTRATION BEFORE 27th AGM

- (6) In order to assist the Company in managing the turnout for the 27th AGM and to ensure compliance with the directives or guidelines on public gathering/event issued by the Malaysian Government and other relevant authorities, shareholders/proxies/corporate representatives who wish to attend in person must pre-register with management by sending an email to leow.chin.huey@oibgroup.com not later than **Saturday, 23 January 2021 at 11.00 a.m.** The Company reserves the right to limit the number of participants to the 27th AGM.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the 27th AGM of the Company, in accordance with the guidelines and/or standard operating procedure issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the 27th AGM. The Company would like to thank all participants for their patience and co-operation in enabling us to hold our 27th AGM with the optimum safe distancing measures amidst the COVID-19 pandemic. The Company may make necessary changes to the arrangements of the 27th AGM at short notice. Do refer the Company's website at www.oibgroup.com and Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com for the latest updates on the status of the 27th AGM from time to time.

REGISTRATION ON THE DAY OF 27th AGM

- (7) Registration will commence at 10.00 a.m. and shall remain open until the conclusion of the 27th AGM or such other time as may be determined by the Chairman of the meeting.
- (8) Please present your original National Registration Identity Card (NRIC) or Passport (for foreign shareholder) to the registration staff for verification. Please ensure you collect your NRIC or Passport immediately after registration.
- (9) A polling form will be given to you thereafter. No one will be allowed to enter the meeting room without the polling form. There will be no replacement should you lose or misplace the polling form.
- (10) Please also note that you will not be allowed to register on behalf of another person even with the original NRIC or Passport of that other person.
- (11) The registration counter(s) will only handle verification of identity, registration and revocation of proxy/proxies.

PROXY

- (12) A member entitled to attend and vote in the meeting is allowed to appoint proxy. If you are unable to attend the meeting and wish to appoint a proxy or Chairman of the Meeting to attend and vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions printed therein.
- (13) The Proxy Form is not required if you are attending the meeting.
- (14) If you have submitted your Proxy Form prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy.
- (15) Please ensure that the original Proxy Form is deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the meeting time.

GENERAL MEETING RECORD OF DEPOSITORS

- (16) For the purpose of determining who shall be entitled to attend the 27th AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 18 January 2021 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

ANNUAL REPORT 2020

- (17) The Annual Report 2020 is published on the Company's website at www.oibgroup.com and is also released on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

NO DOOR GIFTS / REFRESHMENT

- (18) To ensure physical distancing and to reduce the number of crowds at the meeting, there will be no door gift, food or beverage served at the 27th AGM.

MOBILE DEVICES

- (19) Please ensure that all mobile devices such as phones/pagers/other sound emitting devices are switched off or put on silent mode during the 27th AGM to ensure smooth and uninterrupted proceedings. Any recording of the proceedings, either vocal or audio visual, is strictly prohibited.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

- (20) The shareholders may submit questions to the Company via e-mail to leow.chin.huey@oibgroup.com prior to the 27th AGM to transmit questions to the Board of Directors. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the 27th AGM.

27th AGM ENQUIRIES

- (21) If you have any enquiry prior to the 27th AGM, please contact the following during office hours on Monday to Friday from 9.00 a.m. to 5.30 p.m. (except on public holidays):

(a) Oriental Interest Berhad

General Line : +604 448 1018

Fax Number : +604 448 1019

Email : leow.chin.huey@oibgroup.com

(b) Boardroom Share Registrars Sdn. Bhd.

General Line : +603 7890 4700

Fax Number : +603 7890 4670

Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA PRIVACY

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the 27th AGM of the Company and any adjournment thereof.

The Company and its subsidiaries, their officers and employees shall have no liability whatsoever to any and all shareholders, their proxies, corporate representatives or any other party arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 and/or suffering any losses arising out of or in connection with attendance at the 27th AGM and/or measures undertaken by the Company in the Company's sole discretion in response to the COVID-19 pandemic.