



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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE Twenty-Fifth Annual General Meeting ("25th AGM") of Oriental Food Industries Holdings Berhad will be held on a fully virtual basis on Dvoto Online at <https://Dvoto.my> provided by Dvoto Services Sdn. Bhd. at Lot 9-7 Menara Sentral Vista, No. 150 Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan on Thursday, 23 September 2021 at 10.30 a.m. to transact the following businesses:-

**AGENDA**

**ORDINARY BUSINESS**

- To receive the Statutory Financial Statements for the financial year ended 31 March 2021 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees amounting to (Resolution 1)  
RM289,283.19 for the financial year ended 31 March 2021.
- To approve the proposed payment of Directors' remuneration and benefits (excluding Directors' fees) up to an amount of (Resolution 2)  
RM130,000.00 to the Directors with effect from 23 September 2021 until the next Annual General Meeting.
- To re-elect the following Directors, each of whom retires by rotation in accordance with Clause 122 of the Constitution of the Company:-
  - Datuk Son Tong Eng (Resolution 3)
  - Mr. Lim Keat Sear (Resolution 4)
- To re-elect Mr. Chong Peng Khang who retires in accordance with Clause 106 of the Constitution of Company. (Resolution 5)
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2022 and to authorise the Directors to determine their remuneration. (Resolution 6)

**SPECIAL BUSINESS**

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

- Approval to Continue In Office as a Senior Independent Non-Executive Director** (Resolution 7)

"THAT Tan Sri Dato' Aziz Bin Husain who has served the Board as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than thirteen (13) years since 8 June 2000 be and is hereby retained and continue to act as the Senior Independent Non-Executive Director of the Company."

- Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Resolution 8)

"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."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** (Resolution 9)

"THAT authority be and is hereby given 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 24 August 2021, with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day 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:

- 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
  - 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
  - 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."

- 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 10)

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:-

- 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;
- 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
- 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:

- 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
  - the expiration of the period within which the next AGM after that date is required by law to be held; or
  - 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."

- 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]  
**RUZIT EMAR BINTI MOHD ROSLI**  
(LS 0010372) [SSM PC No. 20200800974]

Joint Secretaries  
Melaka  
24 August 2021

**NOTES:**

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at 13 September 2021 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Meeting.
- 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.
- 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.
- 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.
- 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.
- The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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.  
Please refer to our Administrative Guide for further details in relation to the conduct of the fully virtual meeting and the deposit of the online Form of Proxy should you wish to appoint proxy(ies) to participate in the meeting on your behalf.  
As part of our commitment in preserving the environment and reducing its environmental footprint, the following documents are available to be downloaded from the Company's website at <https://www.ofih.com.my/>:  
Administrative Guide; and  
Audited Financial Statements for the financial year ended 31 March 2021.  
Should you require a printed copy of any of the aforementioned documents, please forward your request by post or email to our Company's Share Registrar, Sectras Management Sdn Bhd at [sectrasmg@dam.com](mailto:sectrasmg@dam.com), during office hours (Monday to Friday from 9:00 a.m. to 5:00 p.m., excluding public holidays), latest by 15 September 2021.  
Ms. Sangeetha Rajendran 603 2276 6138  
Mr. Hugo Wong  
We will despatch the requested document(s) to you by ordinary post within four (4) market days from the date of receipt of your written request.
- 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"); and (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.

**EXPLANATORY NOTES:**

- Statutory Financial Statements for the financial year ended 31 March 2021**  
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.
- 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 23 September 2021 until the next AGM of the Company, which comprise the following:

Description	Chairman	Independent Non-Executive Directors & Non-Independent Non-Executive Directors	
		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	RM2,200 per annum	Not Applicable	Not Applicable

- Resolution 7 - Approval to Continue in Office as Senior Independent Non-Executive Director**  
At the same time, the Board of Directors also has recommended Tan Sri Dato' Aziz Bin Husain, who has served as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than thirteen (13) years since 8 June 2000 respectively to continue to act as Senior Independent Non-Executive Director subject to the shareholders' approval through a two-tier voting process at the 25th 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 thirteen (13) 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 his tenure as Senior Independent Non-Executive Director of the Company and carried out his fiduciary duty in the interest of the Company and shareholders without being subject to influence from management.
- Resolution 8 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**  
The Resolution 8, 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 date as a renewal of the Mandate granted by the members at the last AGM held on 27 August 2020. 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.
- Resolution 9 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The Resolution 9, 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 detrimental 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. 9 is set out in Part A, Circular to Shareholders dated 24 August 2021 which is dispatched together with the Annual Report 2021 of the Company.
- Resolution 10 - Proposed Renewal of Share Buy-Back Authority**  
The Resolution 10, 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. 10 is set out in Part B, Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 24 August 2021 which is dispatched together with the Annual Report 2021 of the Company.