



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

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting ("31st 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 Tuesday, 21 January 2025 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 31 August 2024 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the Directors retiring in accordance with Clause 103 of the Company's Constitution:
 (a) Mr. Low Kok Kean
 (b) Ms. Goh Joo Seong

Ordinary Resolution 1
Ordinary Resolution 2
 Refer Explanatory Note 1 on Ordinary Business

Tunku Mohamad Zulkifli Bin Osman who also retires by rotation in accordance with Clause 103 of the Company's Constitution, has expressed his intention not to seek for re-election at this 31st AGM. Hence, he will retain office until close of business on 21 January 2025, following the conclusion of the 31st AGM held on the same day.

Ordinary Resolution 3

3. To re-elect DYTM Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff, the Director retiring in accordance with Clause 110 of the Company's Constitution.

Ordinary Resolution 4

4. To approve the payment of Directors' fees of up to an aggregate amount of RM1,000,000 from one day after the 31st AGM until the conclusion of the next AGM of the Company.

Ordinary Resolution 5

5. To approve the payment of benefits payable to the Directors of the Company of up to an aggregate amount of RM250,000 from one day after the 31st AGM until the conclusion of the next AGM of the Company.

Ordinary Resolution 6

6. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

Ordinary Resolution 7

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

"THAT subject always to the Companies Act 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements 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 allot and issue shares in the Company at any time, at such price, upon such terms and conditions, for such purposes 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 pursuant to this resolution does not exceed ten per centum (10%) 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 the 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 annual general meeting of the Company.

AND THAT pursuant to Section 85 of the Act, read together with Clause 65 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

Ordinary Resolution 8

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")**

"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 23 December 2024 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 annual general meeting ("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 Companies Act 2016 ("Act") (but shall not extend to such extension 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. 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, 23 December 2024

- Notes:**
- A proxy may but need not be a member.
 - The instrument appointing a proxy must be deposited/submitted via the following ways not less than forty-eight (48) hours before the time set for holding the AGM or at any adjournment thereof:
 - By hardcopy form
 The Proxy Form must be deposited at Share Registrar's office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic form
 The Proxy Form can be electronically submitted through facsimile at +603 7890 4670 or emailed to bsr.helpdesk@boardroomlimited.com.
 - 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.
 - 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 14 January 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Explanatory Notes on Ordinary Business:

1. Tunku Mohamad Zulkifli Bin Osman, who has served more than nine (9) years as the Company's Independent Non-Executive Director ("INED"), has notified the Board of Directors ("the Board") of his intention not to seek for re-election and hence, he shall retire as Director at the close of business on 21 January 2025, following the conclusion of the 31st AGM held on the same day.

2. **Ordinary Resolutions 1, 2 and 3** deal with the re-election of Mr. Low Kok Kean, Ms. Goh Joo Seong and DYTM Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff (collectively "retiring Directors"). All of them are standing for re-election and being eligible, have offered themselves for re-election at this 31st AGM. The Board had, through the Nominating Committee ("NC"), considered the evaluation of retiring Directors and concurred that they met the criteria as prescribed by paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

Mr. Low Kok Kean is an Executive Director of the Company and its subsidiaries ("Group"). Beyond his role in corporate finance, Mr. Low plays a pivotal role in overseeing investor relations. His proactive investment outreach efforts have significantly enhanced the Group's reputation within the investment community, solidifying its standing as a trusted and forward-thinking entity.

DYTM Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff and Ms. Goh Joo Seong are INEDs of the Company. Both have fulfilled the requirements on independence as set out in the MMLR and have provided confirmation of independence. DYTMs Tuanku Che Puan Muda Zaheeda and Ms. Goh have exercised due care and carried out their professional duties proficiently and effectively throughout their tenure of service.

As Chairman of the Board, DYTMs Tuanku Che Puan Muda Zaheeda has demonstrated sound leadership skills by consensus building and encouraging open discussion for Directors to raise issues of concern without inhibition. She also exhibited her objectivity through her proactive engagements during meetings of the Board by sharing independent and impartial insights, views and opinions on issues tabled for discussion. As she was appointed on 18 March 2024, the NC and the Board is of the view that she should be given the opportunity to serve and contribute her skills sets, expertise and knowledge to the Board and the Company.

Ms. Goh chairs the NC and is a member of both the Audit and Risk Management Committee and Remuneration Committee ("RC") (collectively "Board Committees"). She has demonstrated her objectivity by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion in the meetings of the Board and Board Committees.

The retiring Directors do not have any conflict of interest with the Company and its subsidiaries save as disclosed in the Annual Report 2024 and the Circular to the Shareholders. The retiring Directors had also abstained from deliberation and decision making on their re-election.

3. **Ordinary Resolutions 4 and 5** are to seek shareholders' approval on the Directors' fees and benefits payable to the Directors. The Directors' fees and benefits payable have been reviewed by the RC and the Board. The Directors' fees and the benefits payable are in the best interest of the Company and in accordance with the remuneration framework.

The Directors' fees comprise fees payable to the Directors. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director and/or for the formation of additional Board Committees and/or increase in Directors' fees. The benefits payable comprise of meeting attendance fees. 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.

Upon approval, this will facilitate payment of Directors' fees and benefits payable on current financial year basis, based on the current board size and assuming that all Directors shall hold office until the end of the financial year. In the event the proposed Directors' fees and benefits payable are insufficient (due to enlarged board size, if any), approval will be sought at the next AGM for additional fees to meet the shortfall. It was also authorised payment to be made by the Company on a quarterly basis and/or as and when incurred. The Board is of the view that the payment arrangement is fair and equitable particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

Details of Directors' fees and benefits paid/payable for the financial year ended 31 August 2024 are detailed in the Corporate Governance Statement in the Annual Report 2024 and Corporate Governance Report.

Explanatory Notes on Special Business:

1. **Ordinary Resolution 7 - Authority to allot and issue shares by Directors pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 7, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board to allot and issue shares up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at any time in the future. It was also authorised that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 65 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 29 January 2024 and which will lapse at the conclusion of this 31st AGM. The renewal of this General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments to enable the Company to take place to finance business opportunities without making pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make announcement in respect thereof.

2. **Ordinary Resolution 8 - Proposed Shareholders' Mandate**

Ordinary Resolution 8, if passed, will empower the Directors from the date of the 31st 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 23 December 2024.