

ORGABIO HOLDINGS BERHAD

Company Registration No. 201801016797 (1278813-M)
(Incorporated in Malaysia)

MINUTES OF THE FIFTH (5TH) ANNUAL GENERAL MEETING OF ORGABIO HOLDINGS BERHAD (“ORGABIO” OR “THE COMPANY”) HELD AT SAPPHIRE HALL 1, LEVEL 3, SETIAL ECOHILL CLUB 360, NO. 1, PERSIARAN ECOHILL BARAT, SETIA ECOHILL, 43500 SEMENYIH, SELANGOR DARUL EHSAN ON WEDNESDAY, 29 NOVEMBER 2023 AT 10.00 A.M.

Directors Present : Dr. Teh Chee Ghee (*Chairman*)
Dato’ Ean Yong Tin Sin
Mr. Ean Yong Hien Voon
Mr. Ean Yong Hen Loen
Dato’ Seri Chan Kong Yew (*via videoconferencing*)
Ms. Phang Sze Fui
Dato’ Magaret Ting Thien Hung
Mr. Tan Kim Siong

In Attendance : Mr. Chong Voon Wah (*Company Secretary*)
Mr. Gerald Lee (*Representative of Messrs Grant Thornton Malaysia PLT*)

Shareholders/Proxies Present : As per the attendance list

1. CHAIRMAN

Dr. Teh Chee Ghee (“the Chairman”) presided at the meeting and welcomed the members to the Fifth (5th) Annual General Meeting (“5th AGM”) of the Company.

The Chairman then introduced the Directors and the representative from Messrs Grant Thornton Malaysia PLT, being External Auditors of the Company, who were present at the 5th AGM.

2. QUORUM

There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.03 a.m.

3. NOTICE

With the consent of the meeting, the Notice of 5th AGM dated 31 October 2023 (“Notice”) convening the meeting having been circulated within the prescribed period was taken as read.

4. PRELIMINARY

The Chairman briefed the meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that any

resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process.

The Chairman informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as the Poll Administrator to conduct the polling process, and Scrutineer Solutions Sdn. Bhd. ("Scrutineer Solutions") as the Scrutineers to verify the poll results.

With the consent and approval of the meeting, the Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 5th AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023

The Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2023, together with the Reports of the Directors and Auditors thereon ("Audited Financial Statements") were tabled during the meeting for the shareholders' discussion.

The Chairman then invited questions from the shareholders relating to Audited Financial Statements.

As there was no question raised by the shareholders/proxies, the Chairman informed the meeting that the Audited Financial Statements of the Company are meant for discussion only as Section 340(1) of the Companies Act 2016 provides that the Audited Financial Statements are to be laid in the general meeting. In relation thereto, the Audited Financial Statements of the Company are not put forward for voting. As such, the Chairman concluded that the Audited Financial Statements submitted to the meeting were duly noted and received.

6. ORDINARY RESOLUTION 1 TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS PAYABLE OF UP TO RM324,000 TO THE DIRECTORS

The Chairman informed that Ordinary Resolution 1 is to approve the payment of Directors' fees and other benefits payable of up to RM324,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 29 November 2023 until the conclusion of the next Annual General Meeting of the Company.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 1.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 1 by way of poll upon completion of the remaining businesses of the meeting:

"THAT the payment of Directors' fees and other benefits payable of up to RM324,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 29 November 2023 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved."

**7. ORDINARY RESOLUTION 2
TO APPROVE THE RE-ELECTION OF MR. EAN YONG HIEN VOON**

The Chairman informed that Ordinary Resolution 2 is to re-elect Mr. Ean Yong Hien Voon, who retires pursuant to Clause 115 of the Company's Constitution and being eligible, had offered himself for re-election.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 2.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 2 by way of poll upon completion of the remaining businesses of the meeting:

"THAT Mr. Ean Yong Hien Voon, who is retiring pursuant to Clause 115 of the Company's Constitution, be re-elected as a Director of the Company."

**8. ORDINARY RESOLUTION 3
TO APPROVE THE RE-ELECTION OF DATO' MAGARET TING THIEN HUNG**

The Chairman informed that Ordinary Resolution 3 is to re-elect Dato' Magaret Ting Thien Hung ("Dato' Magaret"), who retires pursuant to Clause 115 of the Company's Constitution.

However, the Chairman announced during the meeting that the Company had received a notice from Dato' Magaret expressing her intention not to seek re-election as a Director of the Company. In light of this, the resolution regarding the re-election of Dato' Magaret as Director would not be presented for voting at the meeting. The Chairman further declared that Dato' Magaret would retire as a Director of the Company, effective from the conclusion of the 5th AGM.

On behalf of the Board, the Chairman conveyed gratitude and expressed a note of appreciation for Dato' Magaret's past contributions and services to the Company.

**9. ORDINARY RESOLUTION 4
TO APPROVE THE RE-ELECTION OF MR. TAN KIM SIONG**

The Chairman informed that Ordinary Resolution 4 is to re-elect Mr. Tan Kim Siong, who retires pursuant to Clause 125 of the Company's Constitution and being eligible, had offered himself for re-election.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 4.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 4 by way of poll upon completion of the remaining businesses of the meeting:

"THAT Mr. Tan Kim Siong, who is retiring pursuant to Clause 125 of the Company's Constitution, be re-elected as a Director of the Company."

**10. ORDINARY RESOLUTION 5
TO APPROVE THE RE-APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman informed that Ordinary Resolution 5 is to re-appoint Messrs. Grant Thornton Malaysia PLT as the Company's External Auditors for the ensuing year and to authorise the Directors to fix their remuneration. The Chairman further informed that Messrs. Grant Thornton Malaysia PLT had expressed their willingness to continue in office.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 5.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 5 by way of poll upon completion of the remaining businesses of the meeting:

"THAT Messrs. Grant Thornton Malaysia PLT be and is hereby re-appointed as the Company's External Auditors for the ensuing year AND THAT the Board of Directors be authorised to determine their remuneration."

**11. SPECIAL BUSINESSES - ORDINARY RESOLUTION 6
TO APPROVE THE AUTHORITY TO ALLOT AND ISSUE SHARES BY THE COMPANY PURSUANT
TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairman informed that Ordinary Resolution 6 of the meeting is to seek approval from the shareholders to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The full text of the proposed resolution is set out in the Notice which has been sent to the shareholders within the prescribed period.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 6.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 6 by way of poll upon completion of the remaining businesses of the meeting:

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so 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 notwithstanding the provisions provided in the Company's Constitution and Section 85 of the Act, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empower the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing members to maintain their relative voting and distribution right and such new shares shall rank pari passu in all respects with the existing class of ordinary shares."

**12. SPECIAL BUSINESSES - ORDINARY RESOLUTION 7
TO APPROVE THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("PROPOSED SHAREHOLDERS' MANDATE")**

The Chairman informed that Ordinary Resolution 7 of the meeting is to seek approval from the shareholders on the Proposed Shareholders' Mandate, the details of which have been provided in the Company's Circular to Shareholders dated 31 October 2023.

The Chairman then invited questions from the shareholders relating to the Proposed Shareholders' Mandate.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 6 by way of poll upon completion of the remaining businesses of the meeting:

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 October 2023 for the purposes of Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- (i) the transactions are necessary for the day-to-day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 ("the 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 a general meeting, whichever is the earlier.
- (iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the lower;

and amongst others, based on the following information:

- (a) the type of Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with Orgabio Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

13. ANY OTHER BUSINESS

After verifying and confirming with the Company Secretary, the Chairman informed that there was no other business to be transacted at the 5th AGM.

The Charman informed that the meeting will now be adjourned for the shareholders/proxies to cast their votes on the resolutions.

14. POLLING PROCESS

After the shareholders cast their votes, the Chairman, with the consent of the meeting, adjourned the meeting at 10.15 a.m. for the counting and verification of the poll results.

15. ANNOUNCEMENT OF POLL RESULTS

At 10.59 a.m., the Chairman called the meeting to order for the declaration of results. He then invited the representative from Scrutineer Solutions to read the poll results as follows:

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares	Results
Ordinary Resolution 1 To approve the payment of directors' fees and other benefits payable of up to RM324,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 29 November 2023 until the conclusion of the next Annual General Meeting of the Company.	For	21	183,328,298	100.0000	Accepted
	Against	0	0	0.0000	
Ordinary Resolution 2 To re-elect Mr. Ean Yong Hien Voon as Director.	For	23	183,528,298	100.0000	Accepted
	Against	0	0	0.0000	

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares	Results
Ordinary Resolution 3 To re-elect Dato' Magaret Ting Thien Hung as Director.	For	N/A	N/A	N/A	Withdrawn
	Against	N/A	N/A	N/A	
Ordinary Resolution 4 To re-elect Mr. Tan Kim Siong as Director.	For	23	183,528,298	100.0000	Accepted
	Against	0	0	0.0000	
Ordinary Resolution 5 To re-appoint Messrs. Grant Thornton Malaysia PLT as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	For	23	183,528,298	100.0000	Accepted
	Against	0	0	0.0000	
Ordinary Resolution 6 To approve the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	For	22	183,528,098	99.9999	Accepted
	Against	1	200	0.0001	
Ordinary Resolution 7 To approve the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	For	15	5,822,700	100.0000	Accepted
	Against	0	0	0.0000	

The Chairman informed that based on the poll results, he thereby declared that all the resolutions set out in the Notice as carried, except for Ordinary Resolution 3 relating to the re-election of Dato' Magaret as Director of the Company. The said resolution was not put for voting as Dato' Magaret has informed the Company of her intention not to seek re-election as a Director of the Company.

16. TERMINATION

There being no other business, the meeting ended at 11.00 a.m. with a vote of thanks of the Chairman.

**Confirmed as a correct record of
the proceedings thereat**

Signed

Dr. Teh Chee Ghee
Chairman