

ORGABIO HOLDINGS BERHAD

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

MINUTES OF THE SIXTH (6TH) ANNUAL GENERAL MEETING OF ORGABIO HOLDINGS BERHAD (“ORGABIO” OR “THE COMPANY”) HELD AT LOT 27600, JALAN HELIUM, KAWASAN PERINDUSTRIAN SUNGAI PURUN, JALAN BANGI LAMA, 43500 SEMENYIH, SELANGOR DARUL EHSAN ON THURSDAY, 28 NOVEMBER 2024 AT 10.00 A.M.

Directors Present	:	Mr. Ean Yong Hian Wah (<i>Chairman</i>) Dato’ Ean Yong Tin Sin Mr. Ean Yong Hien Voon Mr. Ean Yong Hen Loen Ms. Phang Sze Fui Madam Tay Bee Koo
Absent with Apologies	:	Dr. Teh Chee Ghee Dato’ Seri Chan Kong Yew
In Attendance	:	Mr. Chong Voon Wah (<i>Company Secretary</i>) Ms. Chai Pui Him (<i>Representative of Silver Ocean Management Sdn. Bhd.</i>) Ms. Fong Peik Kuan (<i>Representative of Messrs Grant Thornton Malaysia PLT</i>)
Shareholders/Proxies Present	:	As per the attendance list

1. CHAIRMAN

Mr. Ean Yong Hian Wah (“the Chairman”) presided at the meeting and welcomed the members to the Sixth (6th) Annual General Meeting (“6th 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 6th 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 6th AGM dated 30 October 2024 (“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 6th AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

The Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2024, 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 the Audited Financial Statements. The following questions were raised by the shareholders/proxies and duly replied by the Directors as follows:

Q1: Does the Company expect to incur any additional capital expenditure after the completion of the new factory?

The proceeds of approximately RM18.0 million raised from the listing exercise have been utilised for constructing the new factory. In addition, the Company expects to incur additional capital expenditure of between RM6.0 million and RM8.0 million for renovations, furniture and fittings, as well as the purchase of machinery for the new production line.

Q2: What is the impact of the recent increase in raw material prices?

The increase in the prices of two main ingredients, namely coffee beans and cocoa powder, may impact the Group's overall profit margin. To mitigate this, the management will collaborate closely with customers to obtain their forecasted orders, enabling the Company to stock up on the necessary raw materials in advance and minimise the impact of rising raw material prices.

Q3: What is the impact of the increase of the minimum wage rate to RM1,700 effective from 1 February 2025?

The increase in the minimum wage rate is expected to result in higher operational costs for the Group. To mitigate this, the Company plans to invest in the automation of production lines to improve efficiency and reduce the number of workers required for production.

Q4: How can the Company improve its profit margins?

Currently, the Group's products mainly consist of coffee-related items, which typically yield lower profit margins. To enhance profitability, the Company will continue implementing cost rationalisation measures and is exploring the introduction of new value-added coffee products, and food supplement products, which offer better margins.

Q5: What are the reasons for the drop in revenue from the China market, despite improved revenue from other overseas markets?

The Group's core business focuses on manufacturing instant beverage premixes for third-party brand owners. Sales to various geographical markets depend on orders received from each specific region. During the financial year under review, there was a reduction in orders from customers in China. However, this reduction was beyond the Group's control.

Q6: What is the production capacity of the new factory?

The new factory is expected to commence production in the first half of 2025, featuring up to 10 production lines, which will approximately double the current production capacity. The Company estimates that it will take 3 to 5 years to fully utilise the new production lines.

Q7: What is the composition of the existing customers?

Orgabio is a prominent name in the instant beverage industry, offering comprehensive manufacturing services to a diverse clientele, including major supermarket chains and pharmaceutical entities. Currently, almost 99% of the Group's revenue is contributed by the manufacturing of instant beverage premixes for third-party brand owners.

Q8: What is the impact of the currency fluctuations?

The management is of the view that currency fluctuations have only a short-term impact on the Group. To mitigate these risks, the Group maintains multiple foreign currency accounts, allowing it to hedge against adverse currency movements effectively. This strategy helps minimise the impact of currency volatility on the Group's profitability.

After dealing with the questions from shareholders, the Chairman informed the meeting that the Audited Financial Statements of the Company is 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 is 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 28 November 2024 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 28 November 2024 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 DATO’ EAN YONG TIN SIN**

The Chairman informed that Ordinary Resolution 2 is to re-elect Dato’ Ean Yong Ting Sin, 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 Dato’ Ean Yong Ting Sin, 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 DR. TEH CHEE GHEE**

The Chairman informed that Ordinary Resolution 3 is to re-elect Dr. Teh Chee Ghee (“Dr. Teh”), 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 Dr. Teh expressing his intention not to seek for re-election as a Director of the Company. In light of this, the resolution regarding the re-election of Dr. Teh as Director would not be presented for voting at the meeting. The Chairman further declared that Dr. Teh would retire as a Director of the Company, effective from the conclusion of the 6th AGM.

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

**9. ORDINARY RESOLUTION 4
TO APPROVE THE RE-ELECTION OF DATO’ SERI CHAN KONG YEW**

The Chairman informed that Ordinary Resolution 4 is to re-elect Dato’ Seri Chan Kong Yew, 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 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 Dato’ Seri Chan Kong Yew, who is retiring pursuant to Clause 115 of the Company’s Constitution, be re-elected as a Director of the Company.”

At this juncture, the Chairman declared his interest in Ordinary Resolution no. 5 in respect of the proposed re-election of himself as a Director of the Company. As such, he invited Mr. Ean Yong Hien Voon (“Mr. Hien Voon”) to chair the meeting for Ordinary Resolution no. 5.

**10. ORDINARY RESOLUTION 5
TO APPROVE THE RE-ELECTION OF MR. EAN YONG HIAN WAH**

Mr. Hien Voon informed that Ordinary Resolution 5 is to re-elect Mr. Ean Yong Hian Wah, who retires pursuant to Clause 125 of the Company’s Constitution and being eligible, had offered himself for re-election.

Mr. Hien Voon then invited questions from the shareholders relating to Ordinary Resolution 5.

As there was no question raised by the shareholders/proxies, Mr. Hien Voon 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 Mr. Ean Yong Hian Wah, who is retiring pursuant to Clause 125 of the Company’s Constitution, be re-elected as a Director of the Company.”

At this juncture, Mr. Hien Voon handed over the chair back to the Chairman for the remaining agendas of the meeting.

**11. ORDINARY RESOLUTION 6
TO APPROVE THE RE-ELECTION OF MADAM TAY BEE KOO**

The Chairman informed that Ordinary Resolution 6 is to re-elect Madam Tay Bee Koo, who retires pursuant to Clause 125 of the Company’s Constitution and being eligible, had offered herself for re-election.

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 Madam Tay Bee Koo, who is retiring pursuant to Clause 125 of the Company’s Constitution, be re-elected as a Director of the Company.”

**12. ORDINARY RESOLUTION 7
TO APPROVE THE RE-APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman informed that Ordinary Resolution 7 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 7.

As there was no question raised by the shareholders/proxies, the Chairman then put the motion to vote the following Ordinary Resolution 7 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."

**13. SPECIAL BUSINESSES - ORDINARY RESOLUTION 8
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 8 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. The following questions was raised by the shareholders/proxies and duly replied by the Directors as follows:

Q1: What is the purpose of the above proposal?

The above proposal is the renewal of the general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% 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 ("General Mandate"). This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting. The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, to fund the future investment project(s), workings capital and/or acquisitions.

After dealing the questions from shareholders, the Chairman then put the motion to vote the following Ordinary Resolution 8 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."

**14. SPECIAL BUSINESSES - ORDINARY RESOLUTION 9
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 9 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 30 October 2024.

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 9 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 30 October 2024 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.”

15. 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 6th AGM.

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

16. POLLING PROCESS

After the shareholders cast their votes, the Chairman, with the consent of the meeting, adjourned the meeting at 10.30 a.m. for the counting and verification of the poll results.

17. 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:

Orgabio Holdings Berhad
- Minutes of the Sixth (6th) Annual General Meeting held on 28 November 2024

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares	Results
<u>Ordinary Resolution 1</u> 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 28 November 2024 until the conclusion of the next Annual General Meeting of the Company.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 2</u> To re-elect Dato' Ean Yong Ting Sin as Director.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 3</u> To re-elect Dr. Teh Chee Ghee as Director.	For	N/A	N/A	N/A	Withdrawn
	Against	N/A	N/A	N/A	
<u>Ordinary Resolution 4</u> To re-elect Dato' Seri Chan Kong Yew as Director.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 5</u> To re-elect Mr. Ean Yong Hian Wah as Director.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 6</u> To re-elect Madam Tay Bee Koo as Director.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 7</u> To approve the re-appointment of Messrs Grant Thornton Malaysia PLT as the External Auditors.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 8</u> To approve the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	For	16	171,727,499	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 9</u> To approve the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	For	11	216,701	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 Dr. Teh as Director of the Company. The said resolution was not put for voting as Dr. Teh has informed the Company of his intention not to seek re-election as a Director of the Company.

18. 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

Ean Yong Hian Wah
Chairman