

ORGABIO HOLDINGS BERHAD

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

MINUTES OF THE EXTRAORDINARY 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, 9 JANUARY 2025 AT 10.00 A.M.

Directors Present : Mr. Ean Yong Hian Wah (*Chairman*)
Dato’ Ean Yong Tin Sin
Mr. Ean Yong Hien Voon
Mr. Ean Yong Hen Loen
Dato’ Seri Chan Kong Yew
Ms. Phang Sze Fui
Madam Tay Bee Koo

In Attendance : Mr. Chong Voon Wah (*Company Secretary*)
Ms. Chai Pui Him (*Representative of Silver Ocean Management Sdn. Bhd.*)
Mr. Stanley Lee (*Representative of RHB Investment Bank Berhad*)
Ms. Hooi Shuang (*Representative of RHB Investment Bank Berhad*)
Ms. Erelli (*Representative of RHB Investment Bank Berhad*)
Ms. Elaine Tan (*Representative of Messrs Lin Partnership*)
Ms. Soo Yen Mei (*Representative of Messrs Lin Partnership*)

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 Extraordinary General Meeting (“EGM”) of the Company.

The Chairman then introduced the Directors and the representatives from RHB Investment Bank Berhad, being Principal Adviser of the Company, who were present at the EGM.

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 EGM dated 16 December 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 EGM.

5. BRIEFING BY RHB INVESTMENT BANK BERHAD

Before proceeding with the agendas of the meeting, the Chairman invited Mr. Stanley Lee ("Mr. Stanley"), the representative from RHB Investment Bank Berhad, to provide a briefing on the ordinary resolutions that to be tabled for shareholders' consideration and approval at the EGM.

The following were presented and briefed by Mr. Stanley and duly noted by the shareholders during the EGM:

- i) Introduction;
- ii) Details of the Proposed Bonus Issue of Warrants;
- iii) Details of the Proposed Employees' Share Scheme;
- iv) Details of the Proposed Allocation;
- v) Rationale of the Proposals; and
- vi) Effects of the Proposals.

Upon the completion of the presentation, the Chairman thanked Mr. Stanley for his detailed briefing and proceeded with the agenda of the meeting.

6. ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 61,967,000 FREE WARRANTS IN ORGABIO ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES IN ORGABIO ("ORGABIO SHARE(S)" OR "SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

The Chairman informed that Ordinary Resolution 1 is to seek the shareholders' approval for the Proposed Bonus Issue of Warrants. The details of the said proposal have been provided in the Company's Circular to Shareholders dated 16 December 2024.

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 subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of Orgabio ("Board") to issue up to 61,967,000 Warrants on the basis of 1 Warrant for every 4 existing Orgabio Shares held by the shareholders whose names appear in the Record of Depositors of the Company at the close of business on the Entitlement Date in accordance with the provisions in the deed poll to be executed by the Company constituting the Warrants ("Deed Poll");

THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll and such new Orgabio Shares shall, upon allotment and issuance, carry the same rights in all respects with the existing Orgabio Shares, save and except that the new Orgabio Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new Orgabio Shares;

THAT the fractional entitlement arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company;

THAT approval be and is hereby given to the Board to issue additional Warrants as a consequence of any adjustments in accordance with the provisions of the Deed Poll and to allot and issue further new Orgabio Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants and such new Orgabio Shares shall, upon allotment and issuance, carry the same rights in all respects with the existing Orgabio Shares, save and except that the new Orgabio Shares to be issued arising from the exercise of the additional Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment and issuance of the new Orgabio Shares;

THAT the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to the shareholders of the Company dated 16 December 2024 in relation to among others, the Proposed Bonus Issue of Warrants ("Circular"), and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number

of Warrants as may be required or permitted to be revised pursuant to the provisions of the Deed Poll with full power to implement and give effect to the terms and conditions of the Deed Poll, and to do all acts, deeds and things as they may deem fit and/or expedient in order to implement, finalise and give effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

7. ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME ("ESS"), COMPRISING THE PROPOSED EMPLOYEES' SHARE OPTION SCHEME ("ESOS") ("PROPOSED ESOS") AND THE PROPOSED SHARE GRANT PLAN ("SGP") ("PROPOSED SGP"), OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF ORGABIO AT ANY POINT IN TIME DURING THE DURATION OF THE ESS ("PROPOSED ESS")

The Chairman informed that Ordinary Resolution 2 is to seek the shareholders' approval for the Proposed ESS. The details of the said proposal have been provided in the Company's Circular to Shareholders dated 16 December 2024.

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

The following question was raised by the shareholder and duly replied by Mr. Stanly on behalf of the Company, as follows:

Q1: What is the rationale of the Proposed ESS?

The implementation of the Proposed ESS primarily serves to align the interests of the Eligible Person to the corporate goals of Orgabio Group. The Proposed ESS will provide the Eligible Person with an opportunity to have equity participation in Orgabio and help achieve the positive objectives as set out below:

- (i) to recognise the contribution of the Eligible Persons whose services are valued and considered vital to the operations and continued growth of Orgabio Group;*
- (ii) to motivate the Eligible Persons towards improved performance through greater productivity and loyalty;*
- (iii) to inculcate a greater sense of belonging and dedication as the Eligible Persons are given the opportunity to participate directly in the equity of Orgabio; and*
- (iv) to reward the Eligible Persons by allowing them to participate in Orgabio Group's profitability and eventually realise any potential capital gains arising from possible appreciation in the value of Orgabio Shares.*

After dealing with the questions from shareholders, 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 subject to the approvals of all relevant authorities and/or parties being obtained, and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Proposed ESS during the duration of the ESS for the eligible executive Directors and employees who hold a chief level position or any other top executive role as may be determined by the ESS Committee (hereinafter defined) from time to time to be senior management ("Senior Management") within Orgabio and its subsidiaries ("Orgabio Group" or "Group") (excluding dormant subsidiaries, if any) who fulfill the eligibility criteria for participation in the Proposed ESS ("Eligible Persons") in accordance with the provisions of the by-laws governing the Proposed ESS ("By-Laws"), a draft of which is set out in Appendix II of the Circular;
- (ii) establish, appoint and authorise a committee ("ESS Committee") to implement and administer the Proposed ESS for the benefit of the Eligible Persons, in accordance with the By-Laws. The members of the ESS Committee shall comprise such number of Directors and/or Senior Management of the Group to be identified from time to time;
- (iii) allot and issue and/or procure the transfer of such number of Orgabio Shares from time to time to the Eligible Persons upon the exercise of the share options awarded in writing to the Eligible Persons ("ESOS Option(s)") to subscribe for new Orgabio Shares at the prescribed exercise price and/or the vesting of any awards of Orgabio Shares in writing to the Eligible Persons at no cash consideration by the Eligible Persons, subject to the terms and conditions of the By-Laws, PROVIDED THAT the total number of new Shares to be allotted and issued and/or transferred under the Proposed ESS shall not in aggregate exceed 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Proposed ESS;

Any new Shares to be allotted and issued pursuant to the Proposed ESS will, upon allotment and issuance, rank equally in all respects with the existing Orgabio Shares, save and except that the new Orgabio Shares will not be entitled to any dividends, rights, allotments, and/or other forms of distribution where the entitlement date(s) are prior to the date(s) on which the new Shares are credited into the central depository system accounts of the Eligible Persons and such new Shares will be subject to all provisions of the Company's Constitution relating to transfer, transmission and otherwise;

In respect of the transfer of existing Orgabio Shares (including treasury shares, if any) to grantees under the Proposed SGP, if any, pursuant to the vesting of the Shares comprised in the awards under the Proposed SGP, such Orgabio Shares shall rank equally in all respects with the existing Orgabio Shares. However, the grantees under the Proposed SGP shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Orgabio Shares are credited into the central depository system accounts of the grantees under the Proposed SGP on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

The awards under the Proposed ESS shall not carry any right to vote at any general meeting of the Company. For the avoidance of doubt, the grantees under the Proposed ESOS and/or the Proposed SGP shall not in any event be entitled to any dividends, rights, allotments and/or other distributions on his/her unexercised ESOS Options and/or unvested awards under the Proposed SGP;

- (iv) do all things necessary and make the necessary applications to Bursa Securities for the listing and quotation of the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS;
- (v) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board PROVIDED THAT such additions, deletions, modifications, variations and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESS;
- (vi) extend the duration of the Proposed ESS, if the Board deems fit, for up to a maximum period of an additional 5 years ("Extension") upon the recommendation by the ESS Committee, PROVIDED ALWAYS THAT the initial Proposed ESS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension; and
- (vii) establish a trust to be administered by the trustee ("Trust") to be appointed by the Company from time to time for the administration of the Trust ("Trustee"), in accordance with the terms and conditions of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed ESS and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new Orgabio Shares, acquire existing Orgabio Shares and/or receive treasury shares for the purpose of the Proposed ESS and to pay expenses in relation to the administration of the Trust, if required;

THAT pursuant to Section 85 of the Companies Act, 2016 ("Act") read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from the allotment and issuance of the new Shares to be issued to the Eligible Persons pursuant to the Proposed ESS;

THAT the Board be and is hereby empowered and authorised to take all such steps and to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed ESS based on the terms of the By-Laws with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed

by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company;

AND THAT the draft By-Laws, as set out in Appendix II of the Circular and which is in compliance with the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved and adopted."

At this juncture, the Chairman declared his interest in Ordinary Resolution 3 regarding the proposed allocation of awards under the Proposed ESS to himself as the Executive Chairman of the Company. As such, he invited Mr. Ean Yong Hien Voon ("Mr. Hien Voon") to chair the meeting for Ordinary Resolution 3.

**8. ORDINARY RESOLUTION 3
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO MR. EAN YONG HIAN WAH**

Mr. Hien Voon informed that Ordinary Resolution 3 is to approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hian Wah, the Executive Chairman of Orgabio.

Mr. Hien Voon then invited questions from the shareholders relating to Ordinary Resolution 3.

As there was no question raised by the shareholders/proxies, Mr. Hien Voon then put the motion to vote the following Ordinary Resolution 3 by way of poll upon completion of the remaining businesses of the meeting:

"THAT subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr. Ean Yong Hian Wah, the Executive Chairman of Orgabio, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of his own respective allocation as well as allocations to persons connected with him, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

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

9. ORDINARY RESOLUTION 4
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO DATO' EAN YONG TIN SIN

The Chairman informed that Ordinary Resolution 4 is to approve the proposed allocation of awards under the Proposed ESS to Dato' Ean Yong Tin Sin, the Executive Deputy Chairman of Orgabio.

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 subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Ean Yong Tin Sin, the Executive Deputy Chairman of Orgabio, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of his own respective allocation as well as allocations to persons connected with him, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or

any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

10. ORDINARY RESOLUTION 5
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO MR. EAN YONG HIEN VOON

The Chairman informed that Ordinary Resolution 5 is to approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hien Voon, the Executive Director and Chief Executive Officer of Orgabio.

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 subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr. Ean Yong Hien Voon, the Executive Director and Chief Executive Officer of Orgabio, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of his own respective allocation as well as allocations to persons connected with him, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or

any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

11. ORDINARY RESOLUTION 6
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO MR. EAN YONG HEN LOEN

The Chairman informed that Ordinary Resolution 6 is to approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hen Loen, Executive Director of Orgabio.

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 subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr. Ean Yong Hen Loen, Executive Director of Orgabio, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of his own respective allocation as well as allocations to persons connected with him, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

12. ORDINARY RESOLUTION 7
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO MS. EAN YONG SIK SIEW

The Chairman informed that Ordinary Resolution 7 is to approve the proposed allocation of awards under the Proposed ESS to Ms. Ean Yong Sik Siew, the Chief Operating Officer of Orgabio.

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 subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Ms. Ean Yong Sik Siew, the Chief Operating Officer of Orgabio, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of her own respective allocation as well as allocations to persons connected with her, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

13. ORDINARY RESOLUTION 8
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO MR. EAN YONG HIEN CHAL

The Chairman informed that Ordinary Resolution 8 is to approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hien Chal, the Director of Orgapharma Marketing Sdn. Bhd. and Orgapharma Herbal Manufacturing Sdn. Bhd., both are the wholly-owned subsidiaries of Orgabio.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 8.

As there was no question raised by the shareholders/proxies, 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 subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr. Ean Yong Hien Chal, the Director of Orgapharma Marketing Sdn. Bhd. and Orgapharma Herbal Manufacturing Sdn. Bhd., both are the wholly-owned subsidiaries of Orgabio, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of her own respective allocation as well as allocations to persons connected with her, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or

any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

14. ORDINARY RESOLUTION 9
PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED ESS TO MR. EAN YONG HAN KHIAN

The Chairman informed that Ordinary Resolution 9 is to approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Han Khian, the Director of Orgapharma Marketing Sdn. Bhd., a wholly-owned subsidiary of Orgabio.

The Chairman then invited questions from the shareholders relating to Ordinary Resolution 9.

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 the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time throughout the duration of the Proposed ESS, to offer and grant Mr. Ean Yong Han Khian, the Director of Orgapharma Marketing Sdn. Bhd., a wholly-owned subsidiary of Orgabio., ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws.

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of her own respective allocation as well as allocations to persons connected with her, if any;
- (ii) not more than 10% of the total number of new Shares to be issued under the Proposed ESS shall be allocated to any one of the executive Directors, chief executives and persons connected with them who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company (excluding treasury shares, if any); and
- (iii) the allocation of ESOS Options and/or Shares to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or

any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company so hereby waive their pre-emptive rights to be offered new Orgabio Shares ranking equally to the existing issued Shares of the Company arising from any issuance of new Orgabio Shares to the abovementioned person pursuant to the Proposed ESS;

AND THAT the Board be and is hereby authorised to allot and issue new Orgabio Shares, acquire existing Orgabio Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned person under the Proposed ESS."

15. POLLING PROCESS

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

After the shareholders casted their votes, the Chairman, with the consent of the meeting, adjourned the meeting at 10.27 a.m. for the counting and verification of the poll results.

16. ANNOUNCEMENT OF POLL RESULTS

At 10.36 a.m., the Chairman called the meeting to order for the declaration of the 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 Proposed Bonus Issue of up to 61,967,000 free Warrants in Orgabio ("Warrant(s)") on the basis of 1 Warrant for every 4 existing ordinary shares in Orgabio ("Orgabio" Share(s)" or "Share(s)") held on entitlement date to be determined and announced later ("Entitlement Date") ("Proposed Bonus Issue of Warrants").	For	13	148,174,699	99.9999	Accepted
	Against	1	200	0.0001	
Ordinary Resolution 2 To approve Proposed establishment of an Employees' Share Scheme ("ESS"), comprising the Proposed Employees' Share Option Scheme ("ESOS") ("Proposed ESOS") and the Proposed Share Grant Plan ("SGP") ("Proposed SGP"), of up to 10% of the total number of issued shares (excluding treasury shares, if any) of Orgabio at any point in time during the duration of the ESS ("Proposed ESS").	For	10	1,450,901	100.0000	Accepted
	Against	0	0	0.0000	

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Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares	Results
<u>Ordinary Resolution 3</u> To approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hian Wah, the Executive Chairman of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	
<u>Ordinary Resolution 4</u> To approve the proposed allocation of awards under the Proposed ESS to Dato' Ean Yong Tin Sin, the Executive Deputy Chairman of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	
<u>Ordinary Resolution 5</u> To approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hien Voon, the Executive Director and Chief Executive Officer of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	
<u>Ordinary Resolution 6</u> To approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hen Loen, Executive Director of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	
<u>Ordinary Resolution 7</u> To approve the proposed allocation of awards under the Proposed ESS to Ms. Ean Yong Sik Siew, the Chief Operating Officer of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	
<u>Ordinary Resolution 8</u> To approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Hien Chal, the Director of Orgapharma Marketing Sdn. Bhd. and Orgapharma Herbal Manufacturing Sdn. Bhd., both are the wholly-owned subsidiaries of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	
<u>Ordinary Resolution 9</u> To approve the proposed allocation of awards under the Proposed ESS to Mr. Ean Yong Han Khian, the Director of Orgapharma Marketing Sdn. Bhd., a wholly-owned subsidiary of Orgabio.	For	9	1,442,901	99.4486	Accepted
	Against	1	8,000	0.5514	

The Chairman informed that based on the poll results, he thereby declared that all the resolutions set out in the Notice as carried.

17. TERMINATION

There being no other business, the meeting ended at 10.38 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