

ORGABIO HOLDINGS BERHAD

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

MINUTES OF THE SEVENTH (7TH) 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 FRIDAY, 28 NOVEMBER 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.*)
Ms. Goh Jia Kee (*Representative of Messrs Grant Thornton Malaysia PLT*)
Ms. Wong Yin Theng (*Representative of Messrs Grant Thornton Malaysia PLT*)

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 Seventh (7th) Annual General Meeting (“7th AGM”) of the Company.

The Chairman then introduced the Directors and the representative from Messrs Grant Thornton Malaysia PLT, being the External Auditors of the Company, who were present at the 7th AGM.

2. QUORUM

There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.02 a.m.

3. NOTICE

With the consent of the meeting, the Notice of 7th AGM dated 30 October 2025 (“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. as the Poll Administrator to conduct the polling process, and KMZ & Co. ("Scrutineers") 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 7th AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

The Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2025, 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: How can the Company improve its profit margins?

Currently, the Group's products mainly focus on coffee-related items, which typically yield lower profit margins as compared to the food supplement products. The lower profit margins recorded for the previous financial year ended 30 June 2025 ("FYE 2025") were primarily due to a reduction in orders for food supplement products, an increase in manufacturing cost arising from the Government's minimum wage policy, as well as fluctuations in raw material prices, particularly coffee, during FYE 2025.

To enhance profitability, the Company aims to equip the new factory with modern automation and flexible production lines to improve production efficiency while reducing manpower dependency and manufacturing costs. Currently, the Group is utilising approximately 30% of the new factory's capacity. With increasing demand from both domestic and overseas customers, as well as the introduction of new product ranges, Orgabio expects to increase its factory utilisation to between 70% and 80% over the next 2 years. Once the factory capacity is optimised, the overall production cost is expected to reduce further.

In addition, the Group currently outsources certain packaging functions to external service providers due to production constraints at the old factory. With 2 new production lines expected to be commissioned within the next 3 to 6 months at the new factory, the Group will

gradually reduce its reliance on these outsourced services. This is expected to further improve profit margins and reduce overall production costs.

In relation to raw material costs, the Company generally passes on any price adjustments to its customers in accordance with the terms of the respective contracts. With the recent stabilisation of raw material market prices, the Company expects an improvement in profit margins for the current financial year.

Q2: What are the reasons for the increase in administrative expenses and impairment loss on financial assets?

The increase in administrative costs was mainly attributable to professional fees incurred for the Company's bonus issue of free warrants completed in 2025, higher depreciation expenses, and an increase in operating costs for the factory, including but not limited to staff costs, computer software development costs, and upkeep and repair expenses.

The impairment loss on financial assets represents the general provision for expected credit losses on the Group's debtors in accordance with the applicable accounting standards. The increase is consistent with the higher revenue and trade receivables recorded by the Group during FYE 2025.

Q3: What is the purpose of the investment properties?

The investment property is registered under Orgapharma Herbal Manufacturing Sdn. Bhd., a wholly-owned subsidiary of the Company, and is currently rented to Orgabio at prevailing market rates.

Q4: What is the additional cost to be invested in the new factory for the current financial year?

The Group expects to further invest approximately RM4.0 million for the new factory, which includes the setup of 2 additional production lines.

Q5: What is the customer mix for the Original Equipment Manufacturer ("OEM") business and strategies to further expand the customer base?

The OEM customer base is approximately evenly split, with 50% domestic and 50% overseas customers. The Company is currently focused on supporting its existing customers to meet the anticipated increase in demand. In addition, the Company plans to broaden its customer base through the online marketing initiatives and participation in industry exhibitions.

The Group's investment in the new factory is expected to enhance production capacity, enabling the Company to better serve existing customers and expand its market reach to overseas regions, including the Middle East.

Q6: How does the Company hedge the cost of materials against currency fluctuation?

The Company does not actively engage in currency hedging. Since both the import of raw materials and the export of products are conducted in USD, the Company effectively maintains a natural hedge. Consequently, fluctuations in currency translation rates are not expected to have a significant impact on the business.

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 RM254,400.00 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 RM254,400.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 28 November 2025 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 RM254,400.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 28 November 2025 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 MR. EAN YONG HEN LOEN

The Chairman informed that Ordinary Resolution 3 is to re-elect Mr. Ean Yong Hen Loen, 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 3.

As there was no question raised by the shareholders/proxies, the Chairman 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 Mr. Ean Yong Hen Loen, who is retiring pursuant to Clause 115 of the Company’s Constitution, be re-elected as a Director of the Company.”

**9. ORDINARY RESOLUTION 4
TO APPROVE THE RE-ELECTION OF MS. PHANG SZE FUI**

The Chairman informed that Ordinary Resolution 4 is to re-elect Ms. Phang Sze Fui, who retires pursuant to Clause 115 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 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 Ms. Phang Sze Fui, who is retiring pursuant to Clause 115 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.

The following question 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 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 30 October 2025, and the full text of the said proposal 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 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 7 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 2025 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 a resolution passed by the shareholders in a general meeting, whichever is 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 7th AGM.

The Chairman 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 11.00 a.m. for the counting and verification of the poll results.

15. ANNOUNCEMENT OF POLL RESULTS

At 11.11 a.m., the Chairman called the meeting to order for the declaration of results. He then invited the representative from Scrutineers to read the poll results as follows:

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 RM254,400.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 28 November 2025 until the conclusion of the next Annual General Meeting of the Company.	For	22	178,159,398	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 2</u> To re-elect Mr. Ean Yong Hien Voon as Director.	For	22	178,159,398	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 3</u> To re-elect Mr. Ean Yong Hen Loen as Director.	For	22	178,159,398	100.0000	Accepted
	Against	0	0	0.0000	
<u>Ordinary Resolution 4</u> To re-elect Ms. Phang Sze Fui as Director.	For	21	178,059,398	100.0000	Accepted
	Against	0	0	0.0000	

Ordinary Resolution 5 To approve the re-appointment of Messrs Grant Thornton Malaysia PLT as the External Auditors.	For	22	178,159,398	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	21	178,158,398	99.9994	Accepted
	Against	1	1,000	0.0006	
Ordinary Resolution 7 To approve the proposed renewal of the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	For	14	1,262,400	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.

16. TERMINATION

There being no other business, the meeting ended at 11.13 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