



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth (6th) Annual General Meeting of Orgabio Holdings Berhad ("Orgabio" or "the Company") will be held at Lot 27600, Jalan Hellum, Kawasan Perindustrian Sungai Purun, Jalan Bangi Lama, 43500 Semenyih, Selangor Darul Ehsan on Thursday, 28 November 2024 at 10.00 a.m., or any adjournment thereof, for the purpose of transacting the following businesses:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note 1 |
| 2. 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. | Ordinary Resolution 1 |
| 3. To re-elect the following directors who retire pursuant to Clause 115 of the Company's Constitution:
(a) Dato' Ean Yong Tin Sin
(b) Dr. Teh Chee Ghee
(c) Dato' Seri Chan Kong Yew | Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4 |
| 4. To re-elect the following directors who retire pursuant to Clause 125 of the Company's Constitution:
(a) Mr Ean Yong Hian Wah
(b) Madam Tay Bee Koo | Ordinary Resolution 5
Ordinary Resolution 6 |
| 5. To re-appoint Grant Thornton Malaysia PLT as External Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

SPECIAL BUSINESSES :

To consider and, if thought fit, to pass the following Resolution:

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| 6. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 | Ordinary Resolution 8 |
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"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 pursuant to Section 85 of the Act to be read together with Clause 70 of the Constitution of the Company, 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."

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| 7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") | Ordinary Resolution 9 |
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"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:

- 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;
- the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - 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;
 - 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
 - revoked or varied by resolution passed by the shareholders in a general meeting,
- 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:
 - the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - 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:
 - the type of the Recurrent Related Party Transactions made; and
 - 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 that give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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| 8. To transact any other business of the Company for which due notice shall have been given. | |
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By order of the Board,

CHONG VOON WAH (SSM PC No. 202008001343) (MAICSA 7055003)

THAI KIAN YAU (SSM PC No. 202008001515) (MIA 36921)

Company Secretaries

Kuala Lumpur

30 October 2024

Notes:

- Only depositors whose names appear in the Record of Depositors as at 21 November 2024 shall be regarded as members and be entitled to attend, participate, speak and vote at the 6th AGM.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- Where a member appoints more than one (1) proxy, the appointment shall be void unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Any alterations in the Proxy Form must be initiated by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrar's office, 5200 Investor & Issuing House Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or its Customer Service at Unit G-3, Ground Floor, Vertical Business Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 6th AGM to vote by poll. You may also submit the proxy form electronically via TIIH Online website at <https://online.tiih.com.my> on Tuesday, 26 November 2024 at 10.00 a.m. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIIH Online.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice will be put to vote by way of poll.

EXPLANATORY NOTES

- Audited Financial Statements for the Financial Year Ended 30 June 2024**
Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act 2016 provides that the audited financial statements are to be laid in the general meeting and do not require the formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1: To Approve the Payment of Directors' Fees and Other Benefits Payable**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Directors' fees and other benefits payable are calculated based on the number of scheduled Board and Committee Meetings to be held for the period commencing from 28 November 2024 until the conclusion of the next Annual General Meeting of the Company and assuming that all the Directors will hold office until the end of the subject financial year. This resolution is to facilitate the payment of Directors' fees and allowances on a monthly basis and/or as and when required. In the event the Directors' fees and allowances proposed is insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Ordinary Resolutions 2 and 6: Re-election of Directors**
The following Directors are standing for re-election as Directors of the Company pursuant to the following clauses of the Company's Constitution at the 6th Annual General Meeting of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:
 - Dato' Ean Yong Tin Sin (Clause 115);
 - Dr. Teh Chee Ghee (Clause 115);
 - Dato' Seri Chan Kong Yew (Clause 115);
 - Dr. Mr Ean Yong Hian Wah (Clause 125); and
 - Madam Tay Bee Koo (Clause 125).

(collectively referred to as "Retiring Directors")

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 6th Annual General Meeting, the Board through its Nomination and Remuneration Committee ("NRC") had assessed the Retiring Directors, and considered the following:

 - The Directors' performance and contribution;
 - The Directors' skills, experience and strength in qualities; and
 - The Directors' ability to act in the best interest of the Company in decision-making.

The Board of Directors through the NRC has deliberated on the suitability

of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Committees meetings) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NRC has considered and affirmed, and the Board has endorsed that Dr. Teh Chee Ghee, Dato' Seri Chan Kong Yew and Madam Tay Bee Koo, who are seeking re-election at the forthcoming 6th Annual General Meeting of the Company comply with the independence criteria as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising their judgment and in carrying out their duties as Independent Non-Executive Directors.

Ordinary Resolution 7: Re-appointment of External Auditors

The Board, through the Audit and Risk Management Committee, had conducted an assessment on the suitability, objectivity and independence of Grant Thornton Malaysia PLT in respect of the financial year ended 30 June 2024. The Audit and Risk Management Committee and the Board were satisfied with the performance of Grant Thornton Malaysia PLT and recommended the re-appointment of Grant Thornton Malaysia PLT as External Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company in accordance with Section 271 of the Companies Act 2016.

Ordinary Resolution 8: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 8, if passed, 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. Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 70 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company.

Section 85(1) of the Companies Act 2016 states:

Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 70 of the Company's Constitution provides as follows:

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 8, if passed, will exclude your pre-emptive rights over all new shares in the Company to be issued under the General Mandate.

As at the date of this Notice, the Company has not issued any new shares pursuant to the General Mandate granted to the Directors at the Fifth (5th) Annual General Meeting held on 29 November 2023 and which the said General Mandate will lapse at the conclusion of the 6th Annual General Meeting.

Ordinary Resolution 9: Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company. For more information, please refer to the Company's Circular to Shareholders dated 30 October 2024.

PROCEDURES TO SUBMIT PROXY FORM

APPOINTMENT OF PROXY

Shareholders who appoint proxy(ies) to participate in the Sixth (6th) Annual General Meeting (“AGM”) must ensure that the duly executed Form of Proxy is deposited in a hard copy form or by electronic means to Tricor no later than **Tuesday, 26 November 2024 at 10.00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the procedures below for the electronic lodgement of the proxy form.

	Procedure	Action
i. Steps for Individual Members		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user of TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. Select the corporate event: “ORGABIO HOLDINGS BERHAD AGM 2024 – Submission of Proxy Form”. Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(ies) appointment. Print the Form of Proxy for your record.

PROCEDURES TO SUBMIT PROXY FORM (CONT'D)

	Procedure	Action
ii. Steps for Corporation or Institutional Members		
(a)	Register as an User with Tricor's TIH Online website	<ul style="list-style-type: none"> • Access TIH online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIH Online website at https://tiih.online • Select the corporate event: "ORGABIO HOLDINGS BERHAD AGM 2024 – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays): -

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
 Fax Number : +603-2783 9222
 Email : is.enquiry@my.tricorglobal.com
 Contact persons : Mohammad Khairudin
 : +603-2783 7973
 Email : Mohamad.Khairudin@my.tricorglobal.com

CDS Account No.
No. of shares held

PROXY FORM

I/We _____ Tel: _____
[Full name in block and as per NRIC/passport, NRIC/Passport/Company No.]

of _____
[Full address]

being member(s) of **ORGABIO HOLDINGS BERHAD**, hereby appoint:

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or* (*delete as appropriate)

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, the Chairman of the meeting, as my/our proxy to attend and to vote for me/us on my/our behalf at the Sixth (6th) Annual General Meeting of the Company, will be 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. or any adjournment thereof, and to vote as indicated below:

No.	Agenda	Resolution	For	Against
1.	To approve the payment of Directors' fees and other benefits payable to the Directors for the period commencing from 28 November 2024 until the next annual general meeting of the Company.	Ordinary Resolution 1		
2.	To re-elect Dato' Ean Yong Tin Sin as Director.	Ordinary Resolution 2		
3.	To re-elect Dr. Teh Chee Ghee as Director.	Ordinary Resolution 3		
4.	To re-elect Dato' Seri Chan Kong Yew as Director.	Ordinary Resolution 4		
5.	To re-elect Mr Ean Yong Hian Wah as Director.	Ordinary Resolution 5		
6.	To re-elect Madam Tay Bee Koo as Director.	Ordinary Resolution 6		
7.	To re-appoint Grant Thornton Malaysia PLT as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	Ordinary Resolution 7		
8.	To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary Resolution 8		
9.	To approve the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	Ordinary Resolution 9		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of a specific direction, your proxy will vote or abstain as he/she thinks fit.

Signed this _____ day of _____ 2024

Signature*
Member

^ Delete whichever is inapplicable

* Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 21 November 2024 shall be regarded as members and be entitled to attend, participate, speak and vote at the 6th AGM.
2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. Any alterations in the Proxy Form must be initialed by the member.
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7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrar's office, Tricor Investor & Issuing House Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or its Customer Service at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 6th AGM to vote by poll. You may also submit the proxy form electronically via TIH Online website at <https://tiah.online> no later than Tuesday, 26 November 2024 at 10.00 a.m. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIH Online.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice will be put to vote by way of poll.

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Stamp**

**THE SHARE REGISTRAR OF
ORGABIO HOLDINGS BERHAD
COMPANY REGISTRATION NO. 201801016797 (1278813-M)**

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

Then Fold Here