



ORIENTAL KOPI HOLDINGS BERHAD  
202401007447 (1553297-V)  
(Incorporated in Malaysia)

# Notice of the Second Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting ("2<sup>nd</sup> AGM" or "Meeting") of Oriental Kopi Holdings Berhad ("Oriental Kopi" or "the Company") will be held at Junior Ballroom, Level 11, DoubleTree by Hilton Johor Bahru, No. 12, Jalan Ngee Heng, Ibrahim International Business District (IIBD), 80888 Johor Bahru, Malaysia on Thursday, 5 March 2026 at 2.00 p.m. or at any adjournment thereof, to transact the following businesses, with or without any modifications:-

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 September 2025 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To approve the payment of Directors' fees and/or benefits of up to RM260,000.00 for the period from the date immediately after the 2<sup>nd</sup> AGM until the date of the next Annual General Meeting ("AGM") of the Company. **(Ordinary Resolution 1)**
3. To re-elect Dato' Chan Jian Chern who retires by rotation pursuant to Clause 88 of the Company's Constitution. **(Ordinary Resolution 2)**
4. To note the retirement of Ms. Wong Pai Sent as Director of the Company pursuant to Clause 88 of the Company's Constitution at the conclusion of the 2<sup>nd</sup> AGM. **(Please refer to Explanatory Note 4)**
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 3)**

### AS SPECIAL BUSINESS:

To consider and if thought fit, pass the following resolutions:-

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")** **(Ordinary Resolution 4)**

"THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time ("Mandate") AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional Shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

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## 7. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

*(Ordinary Resolution 5)*

"THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiary ("the Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.6 of the Circular to Shareholders dated 30 January 2026 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- i. the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- ii. the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

## 8. To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (CCM PC NO.: 201908001272)**  
**LEE XIANG YEE (MAICSA 7068124) (CCM PC NO.: 202408000069)**  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
30 January 2026

# **Notice of the Second Annual General Meeting**

## **Notes:**

- (a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (b) A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend, speak and vote at the Meeting shall have the same rights as the member to attend, speak and vote at the Meeting.
- (c) The instrument appointing a proxy shall be in writing signed by the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or signed by an officer or attorney duly authorised.
- (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 64(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 25 February 2026. Only members whose names appear in the General Meeting Record of Depositors as at 25 February 2026 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- (g) To be valid, the instrument appointing a proxy may be made in hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting:-
  - (i) In hard copy form:  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, at the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
  - (ii) By electronic form:  
The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form.

- (h) All the resolutions set out in this Notice of the Meeting will be put to vote by poll.

- (i) Please refer to the Administrative Notes for the 2<sup>nd</sup> AGM for the registration process for the Meeting.
- (j) Kindly check Bursa Securities' and the Company's website at <https://www.orientalkopi.asia/> for the latest updates on the status of the Meeting.

# **Notice of the Second Annual General Meeting**

## **EXPLANATORY NOTES:**

### **1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 September 2025**

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

### **2. Item 2 of the Agenda – Directors’ Fees and/or Benefits**

Pursuant to Section 230(1) of the Act, the directors’ fees and/or any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors’ fees and/or benefits for the period from the date immediately after the 2<sup>nd</sup> AGM until the date of the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

### **3. Item 3 of the Agenda – Re-election of Director**

Clause 88 of the Company’s Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of seven (7) Directors of the Company are to retire in accordance with Clause 88 of the Company’s Constitution.

Following thereto, Dato’ Chan Jian Chern (“Dato’ Chan”) will retire by rotation pursuant to Clause 88 of the Company’s Constitution. Dato’ Chan, being eligible, has offered himself for re-election at the Meeting.

The Board has endorsed the Nomination Committee’s recommendation to seek for the shareholders’ approval to re-elect Dato’ Chan as he possesses the required skill sets to facilitate and contribute to the Board’s effectiveness and value.

Dato’ Chan had abstained from all deliberations and decisions on his own eligibility to stand for re-election at the Board meeting.

The details and profiles of Dato’ Chan is provided in the Directors’ Profile contained in the Company’s Annual Report 2025.

### **4. Item 4 of the Agenda – Retirement of Director**

Ms. Wong Pai Sent has made the decision not to seek re-election at the 2<sup>nd</sup> AGM. In addition, she will retire as Director of the Company at the conclusion of the 2<sup>nd</sup> AGM, bringing her remarkable tenure to a close. The Board recognises and deeply appreciates Ms. Wong Pai Sent’s contributions to the Company throughout her tenure. Her dedication and commitment to the Company will be greatly missed, and the Board wishes her all the best in her future endeavors.

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## **5. Item 6 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 4 proposed under item 6 of the Agenda is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotments of such shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or repayment of borrowings or debt settlement/repayment or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

The Company had at its 1<sup>st</sup> AGM held on 2 January 2025, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate granted to the Directors at the 1<sup>st</sup> AGM, which will lapse at the conclusion of the Meeting, and accordingly, no proceeds were raised.

## **6. Item 7 of the Agenda – Proposed New Shareholders' Mandate**

The Ordinary Resolution 5 proposed under item 7 of the Agenda, if passed, will give the mandate for the Group to enter into recurrent related party transactions of a revenue and/or trading nature in accordance with Rule 10.09 of the Listing Requirements of Bursa Securities. This mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 30 January 2026 for further information.



ORIENTAL KOPI HOLDINGS BERHAD

202401007447 (1553297-V)

(Incorporated in Malaysia)

# Administrative Notes

For The Second Annual General Meeting ("2<sup>nd</sup> AGM")

Day & Date : Thursday, 5 March 2026  
Time : 2.00 p.m. or at any adjournment thereof  
Venue : Junior Ballroom, Level 11, DoubleTree by Hilton Johor Bahru, No. 12, Jalan Ngee Heng, Ibrahim International Business District (IIBD), 80888 Johor Bahru, Malaysia

## 1. ELIGIBILITY TO ATTEND

Only a shareholder whose name appears on the Record of Depositor as at 25 February 2026 of Oriental Kopi Holdings Berhad ("Oriental Kopi" or the "Company") shall be entitled to attend or appoint proxy(ies) to attend, participate, speak (collectively, "participate") and/or vote on his/her behalf.

## 2. MEETING REFRESHMENTS

Light refreshments will be available at the foyer during the poll verification session.

## 3. NO DOOR GIFTS OR FOOD VOUCHERS

There will be no door gifts or food vouchers provided to shareholders, proxies and invited guests who attend the 2<sup>nd</sup> AGM.

## 4. REGISTRATION ON THE DAY OF THE 2<sup>ND</sup> AGM

Registration will start at 1.00 p.m. at Junior Ballroom, Level 11, DoubleTree by Hilton Johor Bahru, No. 12, Jalan Ngee Heng, Ibrahim International Business District (IIBD), 80888 Johor Bahru, Malaysia.

Original MyKad or passport is required to be presented during registration for verification. You will not be allowed to register on behalf of another person even with the original MyKad or passport of that person.

Upon verification of your NRIC or passport and signing of attendance list, you will be given an identification wristband to enter the meeting room. There will be no replacement of wristband in the event that it is lost or misplaced.

Please note that you will only be allowed to enter the meeting hall if you are wearing the identification wristband.

## 5. POLL VOTING

The voting at the 2<sup>nd</sup> AGM will be conducted by poll in accordance with Paragraph 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct poll voting electronically (e-voting) via The Portal and Independent Scrutineers will be appointed to verify the results of the poll.

During the 2<sup>nd</sup> AGM, the Chairman will invite the Poll Administrator to brief you on the poll procedure.

Upon completion of the voting session for the 2<sup>nd</sup> AGM, the Independent Scrutineers will verify the poll results for the announcement by the Chairman, followed by the Chairman's declaration whether the resolutions are carried.

# Administrative Notes

For The Second Annual General Meeting ("2<sup>nd</sup> AGM")

## 6. APPOINTMENT OF PROXY

Shareholder who is unable to attend the 2<sup>nd</sup> AGM may appoint the Chairman of the Meeting or any other person(s) as their proxy(ies) and indicate the voting instruction in the Proxy Form.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 2<sup>nd</sup> AGM should you subsequently wish to do so. However, if your proxy already registered his/her attendance prior to your good self on the day of the 2<sup>nd</sup> AGM, you will not be allowed to attend the 2<sup>nd</sup> AGM together with your appointed proxy(ies).

Accordingly, Proxy Form and/or documents relating to the appointment of proxy/attorney for the 2<sup>nd</sup> AGM whether in hard copy or by electronic form shall be deposited or submitted in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 2<sup>nd</sup> AGM or any adjournment thereof or not later than **Tuesday, 3 March 2026 at 2:00 p.m.**:

(i) In hard copy form:

In case of an appointment made in hard copy form, the Proxy Form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, or alternatively, at the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form:

The procedures to lodge your Proxy Form electronically via Vistra Share Registry and IPO (MY) portal ("The Portal") are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User at The Portal	<ul style="list-style-type: none"><li>Visit the website at <a href="https://srmy.vistra.com">https://srmy.vistra.com</a>.</li><li>Click "Register" and select "Individual Holder" and complete the New User Registration Form.</li><li>For guidance, you may refer to the tutorial guide available on the homepage.</li><li>Once registration is completed, you will receive an email notification to verify your registered email address.</li><li>After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved.</li><li>Once you receive the confirmation, activate your account by creating your password.</li></ul> <p><i>If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.</i></p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>After the release of the Notice of Meeting by the Company, login with your email address and password.</li><li>Select the corporate event: <b>"ORIENTAL KOPI HOLDINGS BERHAD 2<sup>ND</sup> AGM"</b>.</li><li>Navigate to the 3 dots at the end of the corporate event and choose <b>"SUBMISSION OF PROXY FORM"</b>.</li><li>Read and agree to the Terms and Conditions and confirm the Declaration.</li><li>Indicate the total number of shares assigned your proxy(ies) to vote on your behalf.</li><li>Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.</li><li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li><li>Print the Proxy Form for your record.</li></ul>

# Administrative Notes

For The Second Annual General Meeting ("2<sup>nd</sup> AGM")

Procedure	Action
<b>ii. Steps for Corporation or Institutional Shareholders</b>	
Register as a User at The Portal	<ul style="list-style-type: none"><li>Visit the website at <a href="https://srmy.vistra.com">https://srmy.vistra.com</a>.</li><li>Click "Register" and select "Individual Holder" and complete the New User Registration Form.</li><li>For guidance, you may refer to the tutorial guide available on the homepage.</li><li>Once registration is completed, you will receive an email notification to verify your registered email address.</li><li>After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved.</li><li>Once you receive the confirmation, activate your account by creating your password.</li></ul> <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</i></p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"><li>Login to <a href="https://srmy.vistra.com">https://srmy.vistra.com</a> with your email address and password.</li><li>Select the corporate event: "<b>ORIENTAL KOPI HOLDINGS BERHAD 2<sup>ND</sup> AGM</b>"</li><li>Navigate to the icon "x" at the end of the corporate event.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Select the corporate holder's name.</li><li>Proceed to download the submission file.</li><li>Prepare the file for the appointment of proxy(ies) by inserting the required data.</li><li>Proceed to upload the duly completed proxy appointment file.</li><li>Select "<b>Confirm</b>" to complete your submission.</li><li>Print the confirmation report of your submission for your record.</li></ul>

## 7. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 2<sup>nd</sup> AGM proceedings is allowed without prior written permission of the Company.

## 8. ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at +603-2783 9299 or [is.enquiry@vistra.com](mailto:is.enquiry@vistra.com) during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except on public holidays).

The Company may at its discretion make any changes to the above arrangements in the event of unforeseen circumstances.