THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused the contents of this Circular on a limited review basis pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities, before the issuance of this Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Alliance Islamic Bank Berhad ("**AIS**"), being the Sponsor, was responsible for the admission of Oriental Kopi Holdings Berhad ("**Oriental Kopi**" or "**Company**") to the ACE Market of Bursa Securities on 23 January 2025 has reviewed this Circular pursuant to Rule 4.27(2) of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.

ORIENTAL KOPI HOLDINGS BERHAD

Registration No. 202401007447 (1553297-V)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

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

The ordinary resolution in respect of Proposed New Shareholders' Mandate will be tabled as Special Business at the Second Annual General Meeting of Oriental Kopi ("**2nd AGM**") which will be 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.

The Notice of the 2nd AGM together with the Proxy Form, Administrative Notes, and this Circular are available at the Company's website at https://www.orientalkopi.asia/ or Bursa Securities' website at https://www.bursamalaysia.com/.

If you are unable to attend the 2nd AGM in person, you may appoint proxy(ies) to attend and vote on your behalf. The Proxy Form must be completed, signed and 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, or electronically via Vistra Share Registry and IPO (MY) portal ("**The Portal**") at https://srmy.vistra.com not less than forty-eight (48) hours before the time for holding the 2nd AGM or at any adjournment thereof. The lodging of the Proxy Form for the 2nd AGM will not preclude you from attending, participating, speaking and voting in person at the 2nd AGM should you subsequently decide to do so. Please read the Notes in the Notice of the 2nd AGM carefully and follow the procedures in the Administrative Notes for the 2nd AGM.

Last date and time for lodging the Proxy Form	:	Tuesday, 3 March 2026 at 2:00 p.m.
Date and time of the 2nd AGM	:	Thursday, 5 March 2026 at 2:00 p.m. or at any adjournment thereof

This Circular is dated 30 January 2026

In this Circular, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

"Act"	:	The Companies Act 2016, including amendments from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"Annual Report 2025"	:	Annual Report of Oriental Kopi issued for the FYE 2025
"ARMC"	:	Audit and Risk Management Committee of Oriental Kopi
"Board"	:	Board of Directors of Oriental Kopi
"Brilliant Elite"	:	Brilliant Elite Sdn. Bhd. [Registration No. 202301012826 (1506748-X)]
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular"	:	This circular to shareholders of Oriental Kopi dated 30 January 2026 in relation to the Proposed New Shareholders' Mandate
"Director(s)"	:	Shall has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
"FYE"	:	Financial year ended 30 September
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
"LPD"	:	31 December 2025, being the latest practicable date prior to the printing of this Circular
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purposes of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. For the purposes of the Proposed New Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, or any other corporation which is its subsidiary or holding company.
"Mars Mobile"	:	Mars Mobile Distribution Sdn. Bhd. [Registration No. 200901014908 (857978-D)]
"Oriental Kopi" or "Company"	:	Oriental Kopi Holdings Berhad [Registration No. 202401007447 (1553297-V)]
"Oriental Kopi Group" or "Group"	:	Oriental Kopi, its subsidiaries, and all future subsidiary(ies) which are acquired/incorporated by the Oriental Kopi before the next AGM of Oriental Kopi

"Oriental Coffee International"	:	Oriental Coffee International Sdn. Bhd. [Registration No. 202101014758 (1415058-W)]
"Oriental Sun International"	:	Oriental Sun International Sdn. Bhd. [Registration No. 202001025094 (1381414-W)]
"Oriental Coffee (Puchong)"	:	Oriental Coffee (Puchong) Sdn. Bhd. [Registration No. 202101017190 (1417490-W)]
"Person(s) Connected"	:	In relation to a Director or a Major Shareholder (collectively referred to as the "said Person"), means such a person who falls under any one of the following categories:- (a) A family member of the said Person, which means such person who falls within any one (1) of the following categories:- (i) spouse; (ii) parent; (iii) child including an adopted child and step-child; (iv) brother or sister; and (v) spouse of the person referred to in items (iii) and (iv) above; (b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary; (c) A partner of the said Person, which means such person who falls within any one of the following categories:- (i) a person with whom the said Person, is in or proposes to enter into partnership with. "Partnership" for this purpose refers to a "partnership" as defined in Section 3 of the Partnership Act 1961 or "limited liability partnership" as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or (ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not; (d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) A person, or whether the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act; (f) A body corporate in which the said Person or person connected with the said Person is entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) A body corporate which is a related corporation of the said Person.
"Proposed New Shareholders' Mandate"	:	Proposed new shareholders' mandate for the Group to enter into the RRPT(s) during the Mandate Period
"Related Party(ies)"	:	Director(s), Major Shareholder(s) or Person(s) Connected
"RM" and "sen"	:	Ringgit Malaysia and sen respectively

"RRPT(s)"	:	Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, which involves the interest, direct or indirect, of Related Party(ies)
"Share(s)"	:	Ordinary share(s) in Oriental Kopi
"Tenggara"	:	Tenggara Telecentre Sdn. Bhd. [Registration No. 201401034650 (1110748-P)]
"United Gomax"	:	United Gomax Sdn. Bhd. [Registration No. 202401016402 (1562252-T)]
"Verona"	:	Verona Bake (M) Sdn. Bhd. [Registration No. 202301031315 (1525238-U)]

All references to "we", "us", "our" and "ourselves" are to Oriental Kopi or the Group. All references to "you" in this Circular are to the shareholders of Oriental Kopi.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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ORIENTAL KOPI HOLDINGS BERHAD

Registration No. 202401007447 (1553297-V)
(Incorporated in Malaysia)

REGISTERED OFFICE:

Third Floor, No. 77, 79 & 81
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor

30 January 2026

BOARD OF DIRECTORS

Y.M. Tengku Dato' Hishammuddin Zaizi Bin Y.A.M. Tengku Bendahara Azman Shah Alhaj	*(Independent Non-Executive Chairman)*
Dato' Chan Jian Chern	*(Managing Director)*
Chan Yen Min	*(Executive Director)*
Koay Song Leng	*(Executive Director)*
Datuk Christopher Wan Soo Kee	*(Independent Non-Executive Director)*
Datin Gan Kok Ling	*(Independent Non-Executive Director)*
Wong Pai Sent	*(Independent Non-Executive Director)*

To: The Shareholders of Oriental Kopi

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 12 January 2026, our Board had announced that our Company intends to seek our shareholders' approval at the forthcoming AGM in respect of the Proposed New Shareholders' Mandate.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED NEW SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 2ND AGM. THE NOTICE OF THE AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THE ANNUAL REPORT 2025.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING 2ND AGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, our Company may seek our shareholders' mandate in respect of RRPTs which are necessary for its day-to-day operations subject to, among others, the following:-

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-

"in relation to a listed corporation with a share capital of RM60 million and above:-

(i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or

(ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher";

(c) the listed corporation's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to the Bursa Securities for perusal together with a checklist showing compliance with such information;

(d) in a meeting to obtain a shareholders' mandate, the interested Directors, interested Major Shareholders, interested persons connected with a Director or Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution in respect of the RRPTs. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution in respect of the RRPTs; and

(e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Background

The Group has, in the ordinary course of its business, entered into certain RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which as set out in Section 2.6 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

These RRPTs which are necessary for the day-to-day operations of the Group in the ordinary course of business will be based on normal commercial terms, at arms' length, and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detrimental of the minority shareholders of the Company. The RRPTs are also subject to the review procedures set out in Section 2.8 of this Circular.

2.3 Validity period of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved by the shareholders of Oriental Kopi at the forthcoming 2nd AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming 2nd AGM and shall continue to be in force until:-

(a) 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 the authority is renewed by a resolution passed at the next AGM;

(b) the expiration of the period within the next AGM of the Company after the date 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

(c) revoked or varied by an ordinary resolution passed by the shareholders of Oriental Kopi at a general meeting,

whichever is the earlier.

2.4 Principal activities of the Group

The principal activity of Oriental Kopi is an investment holdings. As at the LPD, the principal activities of the subsidiaries are as follows:-

Name of subsidiaries	Effective equity interest (%)	Principal activities
Subsidiaries of Oriental Kopi		
Oriental Kopi Group Sdn. Bhd.	100.00	• Investments Holdings
Oriental Kopi Global Pte. Ltd.	100.00	• Investments Holdings
Subsidiaries of Oriental Kopi Group Sdn. Bhd.		
Oriental Coffee (BKT) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (CS) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (Gateway) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (KL) Sdn. Bhd.	100.00	• Cafe Operation • The business will also store miscellaneous items and utensils as part of its operation
Oriental Coffee (Puchong)	100.00	• Cafe Operation
Oriental Coffee (SK) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (SP) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (Suria) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (TC) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee (TRZ) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Coffee International	100.00	• Distribution of packaged food
Oriental Elite International Sdn. Bhd.	100.00	• Cafe Operation

Name of subsidiaries	Effective equity interest (%)	Principal activities
Oriental Sun (PBJ) Sdn. Bhd.	100.00	• Cafe Operation
Oriental Sun International	100.00	• Cafe Operation

2.5 Classes of Related Parties

The classes of Related Parties are as follows:-

No.	Related Parties	Principal activity of the Related Parties	Relationship with the Group
1.	Mars Mobile	Mars Mobile is principally involved in wholesale of telephone and telecommunications equipment, cell phones, pagers, repair and maintenance of cellular phones and retail sale of telecommunication equipment.	• Dato' Chan Jian Chern is the Managing Director and Major Shareholder of Oriental Kopi by virtue of his direct interest in United Gomax pursuant to Section 8 of the Act, and he is also a shareholder of Mars Mobile. The shareholdings of Dato' Chan Jian Chern in Mars Mobile is 78%.
2.	Tenggara	Tenggara is principally involved in retail sale of telecommunication equipment.	• Dato' Chan Jian Chern is the Managing Director and Major Shareholder of Oriental Kopi by virtue of his direct interest in United Gomax pursuant to Section 8 of the Act, and he is also a shareholder of Tenggara. The shareholdings of Dato' Chan Jian Chern in Tenggara is 79%.
3.	Brilliant Elite	Brilliant Elite is principally involved in investment holding.	• Dato' Chan Jian Chern and Chan Yen Min are the Managing Director and Executive Director and Major Shareholders of Oriental Kopi by virtue of their direct interest in United Gomax pursuant to Section 8 of the Act, and they are also the shareholders of Brilliant Elite. The shareholdings of Dato' Chan Jian Chern and Chan Yen Min in Brilliant Elite are 56% and 22% respectively. • Koay Song Leng is the Executive Director and Major Shareholder of Oriental Kopi by virtue of his spouse's direct interest in United Gomax pursuant to Section 8 of the Act, and he is also the shareholder of Brilliant Elite. The shareholdings of Koay Song Leng in Brilliant Elite is 16%.
4.	Verona	Verona is principally involved in restaurants operation and wholesale of biscuits, cakes, breads and other bakery products.	• Chan Jian Nian, a brother of Dato' Chan Jian Chern and Chan Yen Min as well as the brother-in-law of Koay Song Seng and he is also a director and shareholder of Verona.

2.6 Nature of the RRPTs contemplated under the Proposed New Shareholders' Mandate

No.	Nature of RRPTs	Transacting parties	Transacting companies within our Group	Interested Director, Major Shareholders and persons connected	Actual value transacted from the date of listing of the Company, 23 January 2025 ("Listing Date") up to the LPD (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM[1] (RM'000)	Estimated aggregate value of RRPTs from 5 March 2026 (date of 2nd AGM) to the next AGM in the year 2027[2] (RM'000)
(i)	Purchase of equipment such as office equipment and information technology equipment (including computers, laptops, printers and mobile devices), accessories and office supplies by Mars Mobile to The Group	Mars Mobile	The Group[3]	• United Gomax • Dato' Chan Jian Chern • Chan Yen Min • Koay Song Leng	150	50	200
(ii)	Sales of packaged foods by The Group to Mars Mobile				404	153	706
(iii)	Payment of rental by Oriental Coffee International to Mars Mobile for rental of warehouse at Lot 2056, No. 41, Jalan Ekoperniagaan 3, Taman Kota Masai, 81700 Pasir Gudang, Johor[4]	Mars Mobile	Oriental Coffee International	• United Gomax • Dato' Chan Jian Chern • Chan Yen Min • Koay Song Leng	50	13	59
(iv)	Purchase of equipment such as information technology equipment (including computers, laptops and mobile devices) and accessories by Tenggara to the Group	Tenggara	The Group[3]	• United Gomax • Dato' Chan Jian Chern • Chan Yen Min • Koay Song Leng	125	30	137
(v)	Sales of packaged foods by The Group to Tenggara				11	5	22
(vi)	Payment of rental by Oriental Coffee (Puchong) to Brilliant Elite for rental of café premises at No. 69-G, 69-1, 69-2, 69-3 and No. 71-G, 71-1, 71-2, 71-3, Jalan Puteri 2/3, Bandar Puteri, 47100 Puchong, Selangor[4]	Brilliant Elite	Oriental Coffee (Puchong)	• United Gomax • Dato' Chan Jian Chern • Chan Yen Min • Koay Song Leng	440	120	720

No.	Nature of RRPTs	Transacting parties	Transacting companies within our Group	Interested Director, Major Shareholders and persons connected	Actual value transacted from the date of listing of the Company, 23 January 2025 ("Listing Date") up to the LPD (RM'000)	Estimated value transacted from the LPD up to the date of the forthcoming AGM(1) (RM'000)	Estimated aggregate value of RRPTs from 5 March 2026 (date of 2nd AGM) to the next AGM in the year 2027(2) (RM'000)
(vii)	Sales of equipment and material such as kitchen appliances and ready-to-eat food and beverages by Oriental Coffee International to Verona	Verona	Oriental Coffee International	• United Gomax • Dato' Chan Jian Chern • Chan Yen Min • Koay Song Leng	16	5	21

Notes:-

(1) The aggregate value of the RRPTs transacted from the Listing Date up to the LPD and from the LPD up to the date of the forthcoming 2nd AGM is less than 5% pursuant to Rule 10.02 of the Listing Requirements.

(2) The estimated values stated are determined by the Group's management using historical trends and projected level of business operations. Actual transaction values may differ from the values stated.

(3) The Group consists Oriental Coffee International, Oriental Coffee (KL) Sdn. Bhd., Oriental Coffee (Puchong), Oriental Sun (PBJ) Sdn. Bhd., Oriental Coffee (BKT) Sdn. Bhd., Oriental Coffee (CS) Sdn. Bhd., Oriental Coffee (Gateway) Sdn. Bhd., Oriental Coffee (SP) Sdn. Bhd., Oriental Coffee (TC) Sdn. Bhd., and Oriental Elite International Sdn. Bhd.

(4) Details of rental

Properties	Address	Size	Tenure of tenancy	Frequency of rental payment
Warehouse	Lot 2056, No. 41, Jalan Ekoperniagaan 3, Taman Kota Masai, 81700 Pasir Gudang, Johor	3,892 square feet	1 November 2024 to 31 October 2026	Monthly
Café Premisses	No. 69-G, 69-1, 69-2, 69-3 and No. 71-G, 71-1, 71-2, 71-3, Jalan Puteri 2/3, Bandar Puteri, 47100 Puchong, Selangor	approximately 5,005.22 square feet (465 square metres)	1 November 2023 to 31 October 2026	Monthly

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2.7 Amount due and owing by Related Parties pursuant to the RRPTs

As at the LPD, there is no amount due and owing to the Group by the Related Parties pursuant to the RRPTs that has exceeded the credit terms, and hence, the disclosures as required under paragraphs 16A and 16B in Annexure GN8-A of Guidance Note 8 of the Listing Requirements, are not applicable.

2.8 Review guidelines and procedures for the RRPTs

The Group had established various guidelines and procedures to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of the Company.

The Group shall review the RRPTs based on the following parameters/procedures:-

(i) The definition of a related party, the list of related parties and the review procedures will be circulated and/or updated within the Group;

(ii) The duties and roles of the ARMC include the review of RRPTs;

(iii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and ARMC, on a quarterly basis. Any member of the ARMC may as he/she deems fit, request for additional information pertaining to the RRPTs from independent sources or advisers;

(iv) The RRPTs will only be entered into after taking into account the pricing, availability of machinery, order size, useful life, delivery time and level of service;

(v) The pricing, terms and conditions of the RRPTs shall be consistent with the Group's usual business practice and determined with due consideration to, among others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as a comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to the Company and/or the Group;

(vi) The ARMC shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to subdelegate to individuals or committees within the Company as they deem appropriate;

(vii) Where any Director or person connected to him or the ARMC has an interest (direct or indirect) in any RRPTs, he will abstain from voting on any matter relating to any decision making by the Board or the ARMC in respect of such transactions;

(viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;

(ix) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of the Managing Director or the Executive Director of the Company;

(x) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and the Board before the transaction is entered into; and

(xi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate.

2.9 Disclosure in Annual Report 2025

Disclosure will be made in the Annual Report 2025 on the breakdown of the aggregate value of the RRPTs made during the FYE 2025, among others, based on the following information:-

(i) The types of RRPTs made; and

(ii) The names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will enable our Group to enter into the RRPTs which are necessary for the day-to-day operations and within the ordinary course of business of the Group and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and, in the Company's opinion, not detrimental to its minority shareholders of the Company.

In addition, the Proposed New Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which are time-sensitive in nature and eliminate the need for the Company to convene a separate general meeting to seek shareholders' approval for each RRPT and hence, reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channelled towards attaining other corporate objectives.

4. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate is not expected to have any material impact on the issued share capital, substantial shareholders' shareholdings, earnings per Share, gearing and net assets of the Group as the RRPTs do not involve any issuance of new Shares.

5. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to the approval of the shareholders of Oriental Kopi at the forthcoming 2nd AGM to be convened. Save for the approval of the shareholders, there are no other approvals required for the Proposed New Shareholders' Mandate.

6. STATEMENT BY ARMC

The ARMC has seen and reviewed the guidelines and procedures set out in Section 2.8 of this Circular and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders of the Company.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC shall review these procedures and processes annually or from time to time where relevant and feasible. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the Directors, Major Shareholders and/or Persons Connected, have any interest, direct or indirect, in the Proposed New Shareholders' Mandate, as at the LPD are as follows:-

	Shareholdings as at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Directors				
Dato' Chan Jian Chern	-	-	1,356,997,157[(1)]	67.85
Chan Yen Min	-	-	1,356,997,157[(1)]	67.85
Koay Song Leng	-	-	1,356,997,157[(2)]	67.85
Interested Major Shareholder				
United Gomax	1,356,997,157	67.85	-	-
Persons Connected				
Koay Chor Leng[(3)]	250,000	0.01	-	-
Lim Pei San[(4)]	370,000	0.02	-	-

Notes:-

(1) Deemed interested by virtue of their interest in United Gomax pursuant to Section 8 of the Act.
(2) Deemed interested by virtue of his spouse's direct shareholdings in United Gomax pursuant to Section 8 of the Act.
(3) Sister to Koay Song Leng and sister-in-law to Chan Yen Min.
(4) Spouse to Chan Jian Nian and sister-in-law to Dato' Chan Jian Chern.

The above-mentioned interested Directors and interested Major Shareholder are deemed interested in the Proposed New Shareholders' Mandate by virtue of the interests of such parties in the company mentioned in Section 2.6 of this Circular, which are transacting with the Group.

The Interested Directors have abstained and will continue to abstain from all deliberations and voting in respect of the Proposed New Shareholders' Mandate involving them at all relevant Board meeting(s) and shall also abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the ordinary resolution to be tabled at the forthcoming 2nd AGM in which they are interested in the RRPTs in Section 2.6 of this Circular.

The interested Directors and interested Major Shareholder will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the ordinary resolution approving the Proposed New Shareholders' Mandate at the forthcoming 2nd AGM. In this regard, the interested Directors and interested Major Shareholder have undertaken to ensure that all persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution approving the Proposed New Shareholders' Mandate at the forthcoming 2nd AGM.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the Interested Directors as set out in Section 7 of this Circular), having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the Group.

Accordingly, the Board (save for the Interested Directors as set out in Section 7 of this Circular) recommends that you vote in favour of the resolution in relation to the Proposed New Shareholders' Mandate to be tabled at the forthcoming 2nd AGM.

9. 2ND AGM

The forthcoming 2nd AGM 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.

The Notice of the 2nd AGM together with the Proxy Form, Administrative Notes, and this Circular are available at the Company's website at https://www.orientalkopi.asia/ or Bursa Securities' website at https://www.bursamalaysia.com/. Please follow the procedures provided in the Administrative Notes for the 2nd AGM in order to register, present, participate, speak and vote at the 2nd AGM.

If you are unable to attend the 2nd AGM in person, you may appoint proxy(ies) to attend and vote on your behalf. The Proxy Form must be completed, signed and 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, or electronically via Vistra Share Registry and IPO (MY) portal ("**The Portal**") at https://srmy.vistra.com not less than forty-eight (48) hours before the time for holding the 2nd AGM or at any adjournment thereof. The lodging of the Proxy Form for the 2nd AGM will not preclude you from attending, participating, speaking and voting in person at the 2nd AGM should you subsequently decide to do so. Please read the Notes in the Notice of the 2nd AGM carefully and follow the procedures in the Administrative Notes for the 2nd AGM.

10. FURTHER INFORMATION

Shareholders are requested to refer to the attached **Appendix I** of this Circular for further information.

Your faithfully,
For and on behalf of the Board of
ORIENTAL KOPI HOLDINGS BERHAD

Y.M. TENGKU DATO' HISHAMMUDDIN ZAIZI BIN
Y.A.M. TENGKU BENDAHARA AZMAN SHAH ALHAJ
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board (save for the interested Directors as disclosed in Section 7 of this Circular) and they collectively and individually accept full responsibility for the accuracy and completeness of the information given and confirm that after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the past two (2) years immediately preceding the date of this Circular:-

(a) Share sale agreement dated 10 May 2024 entered into between the Company, Oriental Kopi Group Sdn. Bhd., Dato' Chan Jian Chern, Chan Yen Min, Koay Song Leng, Wong Ai Kuen, Goh Ting Keong, Wong Kang Xian, Koay Chor Leng, Ho Poh Chian, Ng Yee Heng and Shu Ling Ling for the acquisition of Oriental Kopi Group ("**Acquisitions**"). Subsequently, the Company, Oriental Kopi Group Sdn. Bhd., Dato' Chan Jian Chern, Chan Yen Min, Koay Song Leng, Wong Ai Kuen, Goh Ting Keong, Wong Kang Xian, Koay Chor Leng, Ho Poh Chian, Ng Yee Heng and Shu Ling Ling had entered into first supplemental share sale agreement dated 15 May 2024 and second supplement share sale agreement dated 30 October 2024 in relation to the Acquisitions. The Acquisitions had been completed on 22 November 2024;

(b) A joint venture agreement dated 2 May 2024 between Oriental Kopi Group Sdn. Bhd. and Paradise Group Holdings Pte. Ltd. to establish a joint venture company in Singapore named Paradise Oriental Pte. Ltd. to operate food and beverage outlets under the Group's brand in Singapore. On 30 July 2024, Paradise Group Holdings Pte. Ltd., Oriental Kopi Group Sdn. Bhd. and Oriental Kopi Global Pte. Ltd. entered into a novation agreement in relation to the joint venture agreement, where it was agreed that Oriental Kopi Group Sdn. Bhd. will novate its rights, obligations and liabilities under the joint venture agreement to Oriental Kopi Global Pte. Ltd.;

(c) Underwriting agreement dated 12 December 2024 entered into between the Company and Alliance Islamic Bank Berhad pursuant to the Company's initial public offering on the ACE Market of Bursa Securities; and

(d) Placement agreement dated 6 January 2025 entered into between the Company and Alliance Islamic bank Berhad pursuant to the Company's initial public offering on the ACE Market of Bursa Securities.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at LPD, the Group is not engaged in any other material litigation, claims or arbitration, either as a plaintiff or defendant, which may have a material effect on the financial position or the business of the Group, and the Board is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

FURTHER INFORMATION

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours (except public holidays) at the registered office of Oriental Kopi located at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor from the date of this Circular up to and including the date of the forthcoming 2nd AGM:-

(a) the Constitution of the Company;

(b) the audited financial statements of the Group for FYE 2024 and FYE 2025; and

(c) Material contracts referred in Section 2 above.

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EXTRACT OF NOTICE OF THE 2ND AGM

ORDINARY RESOLUTION 5

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

"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 subsidiaries ("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 Company and/or its subsidiary within the ordinary course of business of the Company and/or its subsidiary, 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 the authority is renewed by a resolution passed at the next AGM;

(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 Companies Act 2016 ("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."