



OCEAN FRESH BERHAD
Registration No. 202301019041 (1512963-A)
(Incorporated in Malaysia under the Companies Act 2016)

ANNUAL REPORT

2024



TABLE OF CONTENT

CORPORATE OVERVIEW

Corporate Profile	1
Corporate Information	3
Corporate Structure	4

MANAGEMENT OVERVIEW

Financial Highlights	5
Director's Profile	6
Profile of Key Senior Management	21
Chairman's Statement	25
Management Discussion and Analysis	27

GOVERNANCE AND SUSTAINABILITY

Sustainability Statement	31
Corporate Governance Overview Statement	50
Audit and Risk Management Committee Report	64
Statement of Risk Management and Internal Control	68
Additional Compliance Information	72
Statement on Directors' Responsibility in relation to the Audited Financial Statements	74

FINANCIAL REVIEW

Financial Statements	75
----------------------	----

OTHER INFORMATION

List of properties	157
Analysis of Shareholdings	158
Notice of Second Annual General Meeting	162
Proxy Form	168

Corporate Profile

Ocean Fresh Berhad (“OFB” or “the Company”) and its subsidiaries (“the Group”) is a leading seafood processing and trading company specialising in frozen seafood products, with a focus on molluscs, fish, and other seafood categories. Established with a commitment to delivering high-quality and sustainable seafood, we have built a strong presence in both local and international markets.

Headquartered in Malaysia, OFB has grown rapidly, culminating in its successful listing on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) on 4 July 2024. Our Initial Public Offering (“IPO”) was met with an opening price of RM0.85 per share, representing a 204% increase over the IPO price of RM0.28 per share. The public tranche was also oversubscribed 76.22 times.

Our operations are in Kuantan, Pahang, where we manage two processing facilities, Factory A and Factory B. These facilities are equipped with semi-contact blast freezers, cold storage rooms, and specialised processing areas to ensure high standards of quality and efficiency.



Core Business Segments Our business is primarily segmented into:



01

Processing and Trading of Frozen Seafood Products

We process and trade seafood in bulk, catering to wholesalers, processing facilities, retailers, importers, and food and beverages (“F&B”) service providers. Our products are sold under our own brand, “Sea Planet”, unless customers request private-label packaging. Our key products include molluscs (cuttlefish, squid, octopus), fish (tuna, mackerel, pomfret), and other seafood (prawns, abalone, sea cucumber).

Provision of Frozen Seafood Processing Services

We provide customised processing solutions, including defrosting, cleaning, cutting, freezing, glazing, and packaging. Customers supply their own seafood, and we process it according to their specifications.

02



Market Presence & Distribution

We serve both local and international markets, with Malaysia being our primary market. Internationally, we export to China, Turkey, Thailand, Vietnam, Japan, and other countries, including Indonesia, the Philippines, Singapore, Korea, Italy, Portugal, United States of America, Australia, and Denmark. Our distribution network operates via refrigerated transport for domestic deliveries and specialised refrigerated containers for exports.

Commitment to Quality & Sustainability

OFB adheres to stringent food safety and quality standards, ensuring that our seafood is processed under hygienic conditions. Our semi-contact blast freezing technology allows for rapid freezing, preserving the freshness, texture, and nutritional value of our seafood products. As we expand, we remain committed to sustainability, ethical sourcing, and supply chain efficiency to meet the growing demand for high-quality frozen seafood globally.

CORPORATE INFORMATION

Board of Directors

Law Chee Kheong

*Non-Independent Non-Executive
Chairman*

Siang Hai Yong

Executive Director

Teo Chee Han

Non-Independent Non-Executive Director

Kee Wan Chum

Executive Director / Head of Operations

Dato' Sri Chia Hooi Huak

Non-Independent Non-Executive Director

Chan Kee Eng

Senior Independent Non-Executive Director

Syed Razif Al-Idid B. Syed Sidi Al-Idid

Independent Non-Executive Director

Ng Lai Hock

Independent Non-Executive Director

Yap Lee Teng

Independent Non-Executive Director

Go Sin Sin

Independent Non-Executive Director

Company Secretary

Khoo Ming Siang (MAICSA 7034037)
SSM Practising Cert. No.: 202208000150

Head Office cum Factory

Lot 19869, Kampung Baru Peramu
26060 Kuantan
Pahang Darul Makmur

Audit and Risk Management Committee

Syed Razif Al-Idid B. Syed Sidi Al-Idid
(Chairman)
Yap Lee Teng
Ng Lai Hock

Tel. No. : 09-534 3888

Email : general@oceanfresh.com.my

Website : www.oceanfresh.com.my

Nomination Committee

Ng Lai Hock (Chairman)
Syed Razif Al-Idid B. Syed Sidi Al-Idid
Yap Lee Teng

Share Registrar

Securities Services (Holdings) Sdn Bhd
(197701005827(36869-T))
Level 7, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara, Damansara Heights
50490 Kuala Lumpur

Tel. No. : 03-2084 9000

Remuneration Committee

Yap Lee Teng (Chairperson)
Ng Lai Hock
Syed Razif Al-Idid B. Syed Sidi Al-Idid

External Auditors

Crowe Malaysia PLT
(201906000005 (LLP0018817-LCA) & AF1018)

Level 16 Tower C
Megan Avenue II
12, Jalan Yap Kwan Seng
50450 Kuala Lumpur

Tel. No. : 03-2788 9999

Registered Office

Unit 521, 5th Floor, Lobby 6, Block A
Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan

Tel No.: 03-7732 0792

Email: cosec@aquilla.com.my

Stock Exchange Listing

ACE Market of Bursa Malaysia Securities Berhad
(Listed on 4 July 2024)

Stock Name : OFB

Stock Code : 0312

SPONSOR

KAF Investment Bank Berhad
(197401003530 (20657-W))
Level 13A, Menara IQ
Persiaran TRX, Tun Razak Exchange
55188 Kuala Lumpur

Tel No.: 03-2072 1277

Principal Bankers

Public Bank Berhad
OCBC Bank (Malaysia) Berhad

CORPORATE STRUCTURE



Ocean Fresh Berhad
Registration No. 202301019041
(1512963-A)

Investment Holding
Company

100%

**Ocean Fresh Seafood
Products Sdn. Bhd.**
Registration No. 200201001773
(569436-W)

Wholesaler, retailer, processor
and exporter of frozen seafood
products and investment holding

100%

**Lianli Huat Seafood
Products Sdn. Bhd.**
Registration No. 200301002588
(605008-T)

Trading of seafood products

100%

**East Ocean Frozen
Seafood Products
(Sabah) Sdn. Bhd.**
Registration No. 201701010036
(1224201-A)

Sourcing services for all type
of seafood

100%

**Ocean Fresh
Trading Sdn. Bhd.**
Registration No. 200901013688
(856748-D)

Sourcing services for all type
of seafood

5 YEARS FINANCIAL HIGHLIGHTS

Financial Year Ended 31 December	2020 RM'000	2021 RM'000	2022 RM'000	2023 RM'000	2024 RM'000
Revenue	94,055	158,469	156,330	159,454	163,715
Gross Profit	9,217	16,344	18,273	21,087	16,550
Profit Before Tax	2,439	4,362	6,966	6,994	2,298
Earnings Before Interest, Taxes, Depreciation and Amortisation	2,985	5,045	7,686	7,941	3,318
Net Profit After Tax	2,403	4,020	5,581	6,949	1,919
Total Equity	25,463	30,506	38,440	45,364	60,172
Total Assets	48,444	53,646	53,751	63,056	80,241
Basic Earning Per Share (Sen)					
- continuing operations	1.55	2.53	3.50	4.34	1.04
- discontinued operations	(0.0042)	(0.0034)	(0.0047)	(0.0054)	-

Law Chee Kheong

Non-Independent Non-Executive Chairman

Age: 64

Nationality: Malaysian

Gender: Male

Date of Board Appointment: 22 May 2023

Board Committee Membership: None

Law Chee Kheong (“Mr Law”), a Malaysian, aged 64, is our Non-Independent Non-Executive Chairman. He was appointed to our Board on 22 May 2023.

He graduated with a Bachelor of Science in Engineering from King’s College, UK in August 1983. In January 1988, he completed his Master of Business Administration (MBA) from Columbia University, USA.

Mr Law began his career as Development Executive with BRDB Developments Berhad, where he was involved in assisting the project developments. He left Bandar Raya Developments Berhad to pursue his Master of Business Administration degree in August 1986. He joined IGB Corporation Berhad as Corporate Affairs Manager in 1988 and was responsible for overseeing corporate finance. In August 1990, he joined M&A Capital Corporation Sdn Bhd and October 1991, he joined InterPacific Securities Sdn Bhd as General Manager, in charge of institutional dealings. He left Inter-Pacific Securities Sdn Bhd in October 1996 and took a short career break.

In January 1994, he joined Jupiter Securities Sdn Bhd as a remisier. He then joined Kestrel Securities Sdn Bhd as Chief Executive Officer in April 1996, in charge of overseeing the overall business operations. In September 2002, Kestrel Securities Sdn Bhd was acquired by ECM Libra Avenue Bhd and he was redesignated to Head of Muar Branch. In October 2003, he was redesignated to oversee the business development division. In October 2005, he resigned from Avenue Securities Sdn Bhd and subsequently retired from his career.

In 2007, Mr Law, together with Dato’ Sri Chia Hooi Huak, invested in Ocean Fresh Seafood Products Sdn Bhd (“OFSP”) through Treasure Gain Sdn Bhd which owns 40.0% equity interests in OFSP.

He does not hold any directorship in public companies and listed issuers but holds directorship in several private limited companies. He does not have any family relationships with any Directors and/or major shareholders of our Company. He attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Siang Hai Yong **Executive Director**

Age: 63

Nationality: Malaysian

Gender: Male

Date of Board Appointment: 10 August 2023

Board Committee Membership: None

Siang Hai Yong (“Mr Siang”), a Malaysian, aged 63, is our Executive Director. He was appointed to our Board on 10 August 2023. He is responsible for overseeing our Group’s strategic planning, development and overall business operations. With the redesignation of Mr Teo Chee Han from Executive Director to Non-Executive Director on 1 March 2025, part of his responsibilities for managing the Group’s international business development activities and corporate affairs for the China market will be assumed by Mr Siang.

He completed his primary school education from Sekolah Jenis Kebangsaan (Cina) Hai Ping in 1975. In order to support his family, he started fishing and selling seafood products in Kampung Sungai Burung on a small-time basis in 1976. He later assisted to operate a fishing vessel and in 1981, he moved to Kuantan and continued fishing and selling seafood products on a small-time basis.

With the experience and expertise gained in the fishing industry, he co-founded Yin Li Fishery, with Chia Siew Lee in August 1995. At the time, Yin Li Fishery was principally involved in the wholesale of fish and seafood products in Pasar Besar Selayang. In March 2012, he handed over the business operations of Yin Li Fishery to his son, Siang Chun Sai, in order to focus on Ocean Fresh Seafood Products Sdn Bhd (“OFSP”).

Mr Siang was appointed as a director of OFSP in 2002 and was in charge of supply chain management given his experience in the fishing industry. With his understanding of the fishery industry and experience in supply chain management, he saw a need to ensure consistent supply and quality of seafood supplies to fulfil customers’ orders throughout the years. He thus co-founded Ocean Fresh Trading Sdn Bhd in May 2009 with Mr Kee Yow Lee, to focus on widening OFSP’s network of suppliers and inspecting seafood supplies to ensure its quality. In June 2013, Mr Siang took over the role to oversee OFSP’s strategic direction and business development. Since then, Mr Siang has been key to OFSP’s growth of the frozen seafood processing business over the years. He later set up East Ocean Frozen Seafood Products (Sabah) Sdn Bhd in March 2017 with Mr Chew Meng Chung, to focus on ensuring the quality of local seafood supplies sourced from suppliers based in Sabah.

Mr Siang does not hold any directorship in public companies and listed issuers but holds directorship in several private limited companies. He does not have any family relationship with any director and/or major shareholder of the Company. He attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Teo Chee Han

Non-Independent Non-Executive Director

Age: 33

Nationality: Singaporean

Gender: Male

Date of Board Appointment: 1 October 2023

Board Committee Membership: None

Teo Chee Han (“Mr Teo”), a Singaporean, aged 33, is our Non-Independent Non-Executive Director. He was appointed to our Board on 1 October 2023 as Executive Director. On 1 March 2025, he was redesignated from Executive Director to Non-Executive Director.

Mr Teo completed his secondary education in Broadrick Secondary School, Singapore in December 2007. From 2010 to 2011, he attended the University of New South Wales (UNSW) Foundation Program and later graduated with a Bachelor of Arts and Social Sciences (majoring in International Business and International Relations) in 2014.

Upon completing his studies, he remained in Australia to explore business opportunities, and eventually co-founded LuxProperty.com Pty Ltd, a company involved in the management of an online directory listings for real estate properties in Sydney, Australia. At the time, he was responsible for the company’s business development activities. In May 2016, he stepped down from LuxProperty.com Pty Ltd, and returned to Singapore, where he subsequently joined Lucky Bloom Pte Ltd, a Singaporean company involved in coal trading. During his tenure there, he assumed the position of Vice President of Trading, where he was involved in building and maintaining relationships with coal suppliers and customers as well as identifying and procuring new suppliers and customers. In August 2017, he resigned from Lucky Bloom Pte Ltd. In September 2017, he joined Majestic Fast Ferry Pte Ltd, a Singaporean company involved in the provision of logistics services, as Marketing Director. During his tenure there, he was responsible for driving the marketing activities of the company. In December 2022, he resigned from Majestic Fast Ferry Pte Ltd and subsequently came to Malaysia. In December 2022, he was appointed as director of Ocean Fresh Seafood Products Sdn Bhd.

Mr Teo is the son of Mr Darmanto, a substantial shareholder of our Company by virtue of his shareholdings in Treasure Gain Sdn Bhd. He is also the son-in-law of Dato’ Sri Chia Hooi Huak, the Non-Independent Non-Executive Director and substantial shareholder of our Company.

Mr Teo does not hold any directorship in public companies and listed issuers but holds directorship in several private limited companies. He attended two (2) out of three (3) Board Meetings held during the financial year ended 31 December 2024.

Kee Wan Chum

Executive Director / Head of Operations

Age: 39

Nationality: Malaysian

Gender: Female

Date of Board Appointment: 1 October 2023

Board Committee Membership: None

Kee Wan Chum (“Ms Kee”), a Malaysian, age 39, is our Executive Director / Head of Operations. She was appointed to our Board on 1 October 2023.

She is responsible for our Group’s daily business operating activities and managing our employees to ensure smooth operations of our business. In addition, she is also responsible to identify new business opportunities, handle procurement of supplies and drive our Group’s sales as well as to develop new systems and procedures to improve operational efficiency for our Group. With the redesignation of Mr Teo from Executive Director to Non-Executive Director on 1 March 2025, part of his responsibilities for managing the Group’s international business development activities and corporate affairs (except for China market) will be assumed by Ms Kee.

She graduated from University Putra Malaysia with a Bachelor of Engineering in Process and Food in June 2009.

She joined Lianli Huat Seafood Products Sdn Bhd as QC personnel in June 2009, where she was responsible for ensuring the company’s compliance to various QC certificates and regulations, particularly HACCP certificate and HALAL standards as well as managing the construction of the company’s business premises. In January 2011, she was transferred and redesignated to Marketing Executive of Ocean Fresh Seafood Products Sdn Bhd (“OFSP”), where she assisted in the sales and marketing as well as logistics and shipping of seafood products. She was subsequently promoted in May 2013 to Senior Marketing Executive cum QC Coordinator, where in addition to her existing responsibilities, she also assisted in ensuring the company’s compliance to various QC certifications and regulations.

In March 2014, she was promoted to Marketing Manager, where she was responsible for maintaining customer relationships as well as developing new marketing strategies to help achieve the sales target of the company. In June 2015, she was redesignated to QC Manager, where she was in charge of ensuring compliance and maintenance of the certifications held by the company as well as leading the QA/QC team in ensuring that the quality and safety standards of the seafood products are met. In August 2016, she was redesignated to QC cum Purchasing Manager. In addition to her existing responsibilities, she was also in charge of overseeing the company’s procurement and sourcing activities related to raw materials as well as overseeing the activities of the sales team. In March 2017, she was promoted to Assistant General Manager of Marketing, where she was responsible for monitoring the cost of raw materials, driving sales growth, obtaining new suppliers and customers as well as leading the QA/QC team to ensure the company’s certifications are maintained and regulations are complied with.

In January 2021, she was promoted to General Manager, where she was in charge of the daily business operating activities of the company, including managing operational costs, performance and capacity-related activities; analysing data based on sales and demand for procurement purposes; identifying new business opportunities and driving sales as well as developing new systems and procedures to improve operational efficiency for the company.

In December 2021, she was appointed as director of OFSP. Subsequently on 1 October 2023, she was appointed as Executive Director / Head of Operations of our Group.

Ms Kee does not hold any directorship in public companies and listed issuers but holds directorship in several private limited companies. She does not have any family relationship with any director and/or major shareholder of the Company. She attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Dato' Sri Chia Hooi Huak
Non-Independent Non-Executive Director

Age: 47

Nationality: Malaysian

Gender: Male

Date of Board Appointment: 1 October 2023

Board Committee Membership: None

Dato' Sri Chia Hooi Huak ("Dato' Sri Chia"), a Malaysian, aged 47, is our Non-Independent Non-Executive Director. He was appointed to our Board on 1 October 2023.

He completed his primary school education from Sekolah Jenis Kebangsaan (Cina) Phooi Tee in 1990. He then attended secondary education at Sekolah Menengah Kebangsaan Ungku Aziz in Sabak Bernam until 1994.

Upon completing his education, he began helping out at Soon Guang Enterprise, a family business which was principally involved in the seafood trading business to wholesalers at Pasar Borong Selayang. Upon gaining experience in the trading business at Pasar Borong Selayang, he moved to Kuala Pilah in 1996 to assist with another family business, which was principally involved in the retail of seafood. Within the same year, he moved back to Sungai Besar to continue his career with Soon Guang Enterprise. During his tenure there, he also founded Soon Huak Trading, a sole proprietorship, in October 1999 when he saw the opportunity to venture into the distribution business of alcoholic beverages and soft drinks in Sungai Besar.

With his involvement in Soon Guang Enterprise, the business expanded and began to import seafood products from Indonesia for onward sale to local wholesalers. The business also involved minor processing activities such as organisation of seafood products by type, followed by weighing, chilling and packaging activities. In 2007, he left Soon Guang Enterprise to focus on various investment activities, where he has held directorships of companies involved in a variety of businesses, such as trading of seafood products, investment holding, trading of bird nest products, processing of seafood products and trading of furniture.

Between 2007 and 2012, he was appointed as director of Lianli Huat Seafood Products Sdn Bhd in October 2007, Treasure Gain Sdn Bhd ("TGSB") in November 2007, director of Rich Prolific Sdn Bhd in June 2008, director of Ocean Fresh Seafood Products Sdn Bhd ("OFSP") in February 2009 and Annex Venture Sdn Bhd in July 2012.

In March 2013, he joined Huan Jia Sdn Bhd, a company focused on the provision of entertainment services, as Chief Executive Officer, where he was responsible for the strategic direction and growth of the business. In July 2019, he left Huan Jia Sdn Bhd. In August 2019, he concurrently joined both Annex Design Sdn Bhd and Annex Sofa Sdn Bhd as Regional Manager, where he was involved in overseeing and managing the business operations of both companies. In July 2022, he subsequently joined Majestic BB Club Sdn Bhd, a company focused on the provision of entertainment services, as Chief Executive Officer, where he is also responsible for the strategic direction and growth of the business. In August 2023, he resigned from Annex Sofa Sdn Bhd.

In 2007, Dato' Sri Chia, together with Mr Law Chee Kheong, invested in OFSP through TGSB which owns 40.0% equity interests in OFSP.

Dato' Sri Chia is the father-in-law of Mr Teo Chee Han, a Non-Independent Non-Executive Director of the Company. He does not hold any directorship in public companies and listed issuers but holds directorship in several private limited companies. He attended two (2) out of three (3) Board Meetings held during the financial year ended 31 December 2024.

Chan Kee Eng

Senior Independent Non-Executive Director

Age: 67

Nationality: Malaysian

Gender: Female

Date of Board Appointment: 18 March 2024

Board Committee Membership: None

Chan Kee Eng ("Ms Chan"), a Malaysian, aged 67, is our Senior Independent Non-Executive Director.

Ms Chan holds a Bachelor of Business (Business Administration) from Royal Melbourne Institute of Technology ("RMIT"), Australia and a Diploma in Management from Malaysian Institute of Management. She was working in the banking and finance industry for more than 30 years.

In 1984, she joined MUI Finance, a member of Malayan United Industries Berhad, as Confidential Secretary to the Assistant General Manager. After several years, she was transferred to the Loans Department, as Loan Officer in the Credit Supervision Unit.

In 1994, MUI Finance was acquired by Advance Synergy Berhad and renamed as United Merchant Finance Berhad ("UMF") Under UMF, she was appointed as Branch Manager for one of its branches in 1998. She was later transferred to Head Office to head the Credit Supervision Unit to handle corporate loans recovery.

In 2000, UMF was acquired by Southern Bank Berhad together with another two smaller finance companies, i.e. Perdana Finance and Cempaka Finance and renamed as Southern Finance Berhad, which later was acquired by CIMB Bank Berhad. In CIMB Bank Berhad, she was posted to various departments, viz., Credit Recovery, Legal Recovery, Loan Documentation and Administration. Her last position was Assistant Vice President, Credit Collection Agency Management and Legal, which involved liaising with solicitors on progress of litigation cases for vehicle and property loans, until her retirement in November 2017.

Ms. Chan is an Independent Non-Executive Director of OCB Berhad and Toyo Ventures Holdings Berhad, both are listed on the Main Market of Bursa Securities.

She does not have any family relationship with any director and/or major shareholder of the Company. She attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Syed Razif Al-Idid B. Syed Sidi Al-Idid ***Independent Non-Executive Director***

Age: 54

Nationality: Malaysian

Gender: Male

Date of Board Appointment: 1 October 2023

Board Committee Membership:

- **Chairman of the Audit and Risk Management Committee**
- **Member of the Nomination Committee**
- **Member of the Remuneration Committee**

Syed Razif Al-Idid B. Syed Sidi Al-Idid ("Syed Razif"), a Malaysian, aged 54, is our Independent Non-Executive Director. He was appointed to our Board on 1 October 2023.

Mr Syed Razif is currently a Managing Director with Bank of Singapore, a subsidiary of OCBC Bank. He heads a team of private bankers covering the ultra-high net worth clients in the Asean market, especially in Malaysia. He has over 28 years of banking experience in wealth management and investment banking.

Prior to joining Bank of Singapore, he was CIMB Bank's Head of the Private Banking in Singapore which served as a regional wealth management hub. He was responsible for overseeing the overall operations including strategic planning, business development, relationship management, financial and operational risk management and people development. He had previously worked at UBS Wealth Management, Credit Suisse, Coutts & Co Ltd, based in Singapore, where he was responsible for managing wealth portfolios and offshore banking services for ultra-high net worth clients in ASEAN. He guided high net-worth individual and institutional clients in managing and preserving their wealth, succession planning and generational wealth transfer.

Before making a career switch to wealth management in 2006, Mr Syed Razif was a rated equity research analyst covering mainly the Technology and Telecommunications sectors. His role involved analyses of complex financial information, performing valuations and developing financial models to value equities which are presented to global fund managers. He first started at Smith Zain Securities Sdn Bhd (under Merrill Lynch International) based in Kuala Lumpur and later relocated to Singapore to join ING Barings Securities (Singapore) Pte Ltd. He also worked at UBS AG, Singapore Branch where he was director of the Equities Department. During his stints in investment banking, he was involved in the initial public offerings of major telecommunication companies in Singapore and Malaysia.

In the first 4 years of his career, Mr Syed Razif trained as a Chartered Accountant with KPMG London and served financial sector clients in the United Kingdom, providing financial and compliance audits services.

Mr Syed Razif graduated with a Bachelor of Science (Honours) in Economics with Statistics from the University of Bristol, United Kingdom in 1993. He is a Fellow of The Institute of Chartered Accountants in England and Wales (ICAEW) and a Member of the Malaysian Institute of Accountants (MIA). He is also a committee member of the Malaysian Association in Singapore (MASIS).

Mr Syed Razif does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. He attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Ng Lai Hock

Independent Non-Executive Director

Age: 71

Nationality: Malaysian

Gender: Male

Date of Board Appointment: 1 October 2023

Board Committee Membership

- **Chairman of the Nomination Committee**
- **Member of the Audit and Risk Management Committee**
- **Member of the Remuneration Committee**

Ng Lai Hock ("Mr Ng"), a Malaysian, aged 71, is our Independent Non-Executive Director. He was appointed to our Board on 1 October 2023.

He obtained a Certificate in Engineering (Electrical) from the Technicians Certification Authority, New Zealand in December 1976. He subsequently graduated with a Bachelor of Engineering (Electrical) from the University of Canterbury, New Zealand in May 1979. He was elected as a Member in Electrical Engineering with The Institution of Engineers Malaysia since January 1983. He is also a registered Professional Engineer (Electrical) under the Board of Engineers Malaysia since June 1983.

He began his professional career in New Zealand with New Zealand Transformer Ltd in May 1974 as Test Technician, where he conducted testing and quality control on power instruments and audio transformers.

In February 1975, he was promoted to Assistant Design Engineer, where he conducted testing and quality control on power instruments and audio transformers as well as carried out designing of instruments and transformers. In February 1977, he left New Zealand Transformer Ltd to pursue his bachelor's degree at the University of Canterbury. In November 1978, he resumed his professional career in New Zealand with Turnbull and Jones Ltd as Design and Development Engineer, where he was involved in designing and constructing power protection systems as well as designing and developing power equipment.

In May 1979, he resigned from Turnbull and Jones Ltd and returned to Malaysia. In June 1979, he joined Motorola (M) Sdn Bhd as Product and Test Engineer, where he was involved in trimming and testing of resistors and modules. In February 1980, he left Motorola (M) Sdn Bhd to join Kejuruteraan Maju Sekitar Sdn Bhd as Electrical Engineer in March 1980. During his tenure there, he was involved in conducting design and cost estimations as well as preparing, planning and evaluating electrical installations for projects.

In February 1981, he resigned from Kejuruteraan Maju Sekitar Sdn Bhd and joined Hashim and Neh Jurutera Perunding Sdn Bhd as Electrical Engineer in March 1981. During his tenure there, he oversaw the planning and cost estimations and tender applications for projects as well as managed project execution. Simultaneously in October 1984, he also worked in Perunding Budiman Sdn Bhd as Electrical Engineer, where he was responsible for the overall design, tender and contract management of projects. He left Perunding Budiman Sdn Bhd in May 1985.

In January 1986, he founded Enmac Sekutu, a sole proprietorship involved in the provision of mechanical and electrical engineering services. In August 1986, he resigned from Hashim and Neh Jurutera Perunding Sdn Bhd. In August 1996, he subsequently incorporated Enmac Sekutu Sdn Bhd, a company involved in the provision of building designing services and assumed his present position as Managing Director, where he is currently responsible for leading a team of engineers and overseeing the entire engineering projects from its inception to completion, including project tendering, project planning, engineering feasibility evaluations, cost predictions and financial simulations.

Mr Ng does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. He attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Yap Lee Teng

Independent Non-Executive Director

Age: 48

Nationality: Malaysian

Gender: Female

Date of Board Appointment: 1 October 2023

Board Committee Membership

- **Chairperson of the Remuneration Committee**
- **Member of the Audit and Risk Management Committee**
- **Member of the Nomination Committee**

Yap Lee Teng (“Ms Yap”), a Malaysian, aged 48, is our Independent Non-Executive Director. She was appointed to our Board on 1 October 2023.

She graduated with a Bachelor of Accountancy from Universiti Putra Malaysia in August 2001. She is a Chartered Accountant with the Malaysian Institute of Accountants since August 2004.

She began her career in accountancy with Lee Thong Wah & Co. as Audit Assistant in May 2001, where she was involved in conducting statutory audit to ensure company’s compliance as well as assisting in taxation and company secretarial work. In January 2002, she resigned from Lee Thong Wah & Co. and subsequently joined RSM Robert Teo, Kuan & Co. as Audit Trainee in the same month, where she assisted in audit procedures. In May 2003, she was promoted to Audit Senior 2 and in February 2004, she was promoted again to Audit Senior 1. During her tenure there, she was responsible for supervising a team of auditors as well as conducting statutory audit for clients to ensure compliance with relevant rules and regulations.

In August 2004, she resigned from RSM Robert Teo, Kuan & Co. and joined BDO Binder (currently known as BDO Malaysia) as Audit Semi Senior II in the same month. At BDO Binder, she was responsible for ensuring various companies’ statutory audit complied with the rules and regulations. In May 2005, she resigned from BDO Binder. In June 2005, she joined Horwath (currently known as Crowe Malaysia PLT) as Audit Senior Assistant, where she was responsible for conducting statutory audit for small-medium enterprises and public-listed companies to ensure compliance with relevant rules and regulations. In October 2005, she was promoted to Audit Senior, where she was in charge of leading the audit team as well as handling a portfolio of clients. In March 2006, she left Horwath to join e-pay (M) Sdn Bhd (a subsidiary of e-pay Asia Limited, which subsequently became a subsidiary of NTT DATA Payment Services Sdn. Bhd. (formerly known as GHL Systems Sdn. Bhd. and GHL Systems Berhad) in 2014) as Assistant Manager Finance in the same month, where she was responsible for overseeing all financial and accounting related activities of the company.

In July 2014, she was appointed as Vice President – Group & Management Information Systems. In July 2015, she was subsequently redesignated to Vice President - Finance Malaysia, where she was in charge of all finance and accounting related functions of e-pay (M) Sdn Bhd, providing training to junior staff members as well as leading the finance division across Malaysia, Australia and Indonesia. In July 2016, she left e-pay (M) Sdn Bhd.

In September 2016, she joined Shieldcard Holdings Sdn Bhd as Head of Finance & Accounts. During her tenure there, she was in charge of the overall finance and accounting related functions of the company as well as involved in the implementation of disruptive processes in the members reward program in Malaysia and improvement of the operational efficiency of finance and business-related reports. In June 2020, she left Shieldcard Holding Sdn Bhd to join NTT DATA Paysys Solutions (M) Sdn. Bhd. (formerly known as Paysys (M) Sdn Bhd) (a subsidiary of GHL Systems Berhad (currently known as NTT DATA Payment Services Sdn. Bhd.) where she assumed her present position as Vice President - Finance. Currently, she is overseeing and leading the finance team as well as managing all finance and accounting related functions of the NTT DATA Paysys Solutions (M) Sdn Bhd group of companies within Malaysia.

Ms Yap does not hold any directorship in public companies and listed issuers and does not have any family relationships with any Directors and/or major shareholders of the Company. She attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Go Sin Sin

Independent Non-Executive Director

Age: 34

Nationality: Malaysian

Gender: Female

Date of Board Appointment: 18 March 2024

Board Committee Membership: None

Go Sin Sin ("Ms Go"), a Malaysian, aged 34, is our Independent Non-Executive Director. She was appointed to our Board on 18 March 2024.

She graduated with a degree in Bachelor of Psychology with Human Resource Development from Universiti Teknologi Malaysia in October 2015. She qualified with a Certificate in Investor Relations from the Investor Relations Society in January 2018.

She began her career with Esente Advisory Sdn Bhd in January 2015, as a Public Relations Intern, where she assisted in strategising, developing and implementing public and investor relations programmes for corporate clients. In June 2015, she completed her internship and was subsequently appointed as Associate, where she participated in planning and executing corporate communication programmes, as well as monitoring and analysing the effectiveness of programmes within investment communities including research analysts, fund managers, shareholders, investors, and financial media. In January 2017, she was promoted to Senior Executive, where she managed the deliverables of public and investor relations activities for clients, established and maintained engagements with investment communities, as well as mentored junior team members. In January 2021, she was promoted to Manager of Investor Relations. While continuing her existing responsibilities, she shifted her focus to driving investor relations initiatives for clients, as well as retaining and securing clients for Esente. In August 2022, she resigned from Esente Advisory Sdn Bhd.

In September 2022, she joined Hanaura Partners Sdn Bhd, assuming her present role as Manager and was subsequently promoted to Senior Manager in February 2024, where she is involved in providing corporate and business consultancy services to clients with a focus on business and management advisory.

In July 2024, she joined Ethereal Capital Sdn Bhd as an investment analyst, where her scope of work consists of conducting research, creating financial models, and producing analytical reports on investments.

Ms Go does not hold any directorship in public companies and listed issuers and does not have any family relationship with any director and/or major shareholder of the Company. She attended all three (3) Board Meetings held during the financial year ended 31 December 2024.

Notes to the Directors' Profile

1. Directors' interest in securities of the Company are disclosed in the Analysis of Shareholdings.
2. None of the Directors has:
 - i. any conflict of interest or potential conflict of interest, including interest in any competing business with Ocean Fresh Berhad or its subsidiaries (excluding a related party transaction which has been disclosed in the Circular to Shareholders dated 30 April 2025);
 - ii. any conviction for offences within the past five (5) years other than traffic offences, if any; and
 - iii. any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Kan Swee Koh

General Manager for Administrative Human Resource

Age: 49

Nationality: Malaysian

Gender: Female

Appointment to current position: 1 September 2023

Kan Swee Koh, a Malaysian, age 49, is our Promoter and General Manager for Administration & Human Resources. She is responsible in our Group's overall human resources and administrative functions.

She completed her LCCI Group Diploma Studies covering Accounting, Cost Accounting, Management Accounting and Business Statistics from Saga Institute in June 1996.

She began her career in April 1996 with Messrs S.P. Kong & Co as Office Administration and Accounts Clerk, where she was involved in assisting audit, taxation and accounting related activities as well as managing administrative and data processing related matters. In August 1997, she resigned from Messrs S.P. Kong & Co and joined Nagakota Marble Works Sdn Bhd in September 1997 as Account Clerk, where she was involved in the preparation of accounts, payroll and administrative matters of the company. In October 1998, she resigned from Nagakota Marble Works Sdn Bhd and joined Hon Soon Motor as Account Clerk in November 1998. She left Hon Soon Motor in the subsequent month and took a break from her career. In February 1999, she resumed her career and joined Messrs SPAN & Co as Audit Assistant, where she was involved in assisting in the field of audit, financial reporting and tax compliance. In July 2002, she left Messrs SPAN & Co.

In August 2002, she joined Ocean Fresh Seafood Products Sdn Bhd ("OFSP") as Account Executive, where she was responsible for handling the company's daily finance and administrative functions. In January 2008, she was promoted to Finance Manager and in February 2011, she was subsequently promoted to Assistant General Manager of OFSP. In September 2023, she was promoted to her present position as General Manager for Administration & Human Resources of the company. For clarity, prior to the joining of Chong Der Woei as our Group's Accountant, she is fully responsible for the finance and accounting functions of OFB Group.

Lain Wui Hiung
General Manager for Production

Age: 49

Nationality: Malaysian

Gender: Male

Appointment to current position: 1 May 2013

Lain Wui Hiung, a Malaysian, age 48, is our General Manager, Production. He is in charge of overseeing and managing the teams responsible for the packaging, logistics and export of frozen seafood product.

He completed his SPM from St. Michael Secondary School in December 1994.

Upon completing his study, he joined Excel Grade Sdn Bhd as a General Worker in July 1995, where he was involved in the processing activities of seafood. In July 1997, he was transferred from Excel Grade Sdn Bhd to Eastern Global (M) Sdn Bhd, where he assumed the position of Supervisor. During his tenure there, he was in charge of supervising a team involved in the processing and packing of frozen seafood products. In July 2002, he left Eastern Global (M) Sdn Bhd and took a break from his career.

In May 2003, he joined Ocean Fresh Seafood Products Sdn Bhd as Production Manager, where he was responsible for handling the packaging, logistics and export of frozen seafood products. In May 2013, he was promoted and assumed his present position as General Manager, Production.

Chong Der Woei ***Group's Accountant***

Age: 45

Nationality: Malaysian

Gender: Male

Appointment to current position: 1 January 2023

Chong Der Woei, a Malaysian, age 45, is our Group's Accountant. He is responsible for the overall financial and accounting functions, including taxation of our Group.

He graduated with a Bachelor of Accountancy from Universiti Utara Malaysia in September 2005. In addition, he has been a Member of the Malaysian Institute of Accountants since December 2009.

Upon graduation, he began his professional career with Messrs Ash'ariCheong as Associate, where he was involved in voluntary winding up processes and corporate exercises as well as preparation of financial statements and accounts. In February 2008, he was promoted to Audit Senior, where he was responsible for conducting financial audits, preparing consolidated accounts, ensuring compliance with accounting standards, providing insight and advice to clients as well as reviewing assignments. In April 2009, he joined Messrs Afrizan Tarmili Khairul Azhar as Audit Senior, where he was responsible for conducting financial audits, preparing consolidated accounts, ensuring compliance with accounting standards, providing insight and advice to clients as well as reviewing assignments. In April 2010, he resigned from Messrs Afrizan Tarmili Khairul Azhar and subsequently joined Sam's Metal Trading (Kuantan) Sdn Bhd as Finance Manager in May 2010. During his tenure there, he was in charge of reviewing financial management accounts, tax computations and payroll activities as well as ensuring all statutory audits and reports are completed.

He left Sam's Metal Trading (Kuantan) Sdn Bhd in June 2011 and joined Messrs Afrizan Tarmili Khairul Azhar as Assistant Manager in July 2011, where he was in charge of reviewing audit assignments; advising clients on compliance, technical and accounting issues; and preparing financial statements and Audit Planning Memorandum's for companies. In December 2012, he resigned from Messrs Afrizan Tarmili Khairul Azhar and joined Messrs Lau, Wong & Yeo as Audit Manager in January 2013, where he was responsible for overseeing and managing the audit assignments and activities carried out by the audit team. He left Messrs Lau, Wong & Yeo in June 2013 and subsequently took a career break.

In October 2013, he joined Messrs Sekhar & Tan as Assistant Audit Manager where he was involved in reviewing audit assignments to ensure compliance as well as other audit-related activities. In May 2014, he resigned from Messrs Sekhar & Tan and took a career break before returning to Messrs Afrizan Tarmili Khairul Azhar as Manager – Assurance and Business Advisory in August 2014. During his tenure there, he was responsible for overseeing the team's audit activities as well as managing the team. He left Messrs Afrizan Tarmili Khairul Azhar in April 2017. In June 2017, he founded DWC Management & Consultant Services, a sole proprietorship and assumed the position of Financial Management Consultant and Advisor. During his tenure there, he was in charge of various accounting, audit and tax-related activities. In January 2023, he left DWC Management & Consultant Services and joined Ocean Fresh Seafood Products Sdn Bhd in the same month and assumed his present position as our Group's Accountant.

None of the Key Senior Management members above have:

- 1. any directorship in public companies and listed issuers in Malaysia;*
- 2. any family relationship with any Director and/or major shareholder of the Company;*
- 3. any conflict of interest or potential conflict of interest, including interest in any competing business with Ocean Fresh Berhad or its subsidiaries;*
- 4. any conviction for offences within the past five (5) years other than traffic offences, if any;*
and
- 5. any public sanction or penalty imposed on them by the relevant regulatory bodies during the financial year 2024.*

CHAIRMAN'S STATEMENT

Dear Valued Shareholders,

It is with immense pride and gratitude that I present to you the inaugural Annual Report of Ocean Fresh Berhad (“OFB” or “the Company”) and its subsidiaries (“the Group”) following our successful listing on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) on 4 July 2024. This milestone marks the beginning of an exciting journey, one that lays the foundation for sustainable growth and value creation for our stakeholders.

The share price opened at RM0.85 per share with the IPO price of RM0.28 per share. Additionally, the IPO's public tranche was oversubscribed by 76.22 times.

Financial Performance Overview

Our first year as a public-listed entity has been one of resilience, learning, and significant achievements. Despite challenges, we recorded a commendable revenue of RM163.72 million, with a profit before tax of RM2.30 million. Our net assets per share stood at RM0.29, reflecting our financial strength and stability.

Our processing and trading of frozen seafood products remain the cornerstone of our business, contributing 97.72% of total revenue. Molluscs continued to be our key segment, accounting for 59.11% of revenue. In line with our growth strategy, we successfully expanded our footprint in the frozen seafood sector and have made inroads into new market segments.

Strategic Expansion for Future Growth

Looking ahead, we have set our sights on further strengthening our operations and market position.

We are in the process of building a state-of-the-art cold storage facility in Kuantan, featuring six cold rooms and a loading bay, with a storage capacity of 3,000 tonnes. This expansion will enhance our storage capabilities and reduce reliance on third-party storage providers, ensuring a more efficient supply chain.

With our existing General Administration of Customs of China (“GACC”) certification, we are poised to expand our frozen seafood exports, particularly to China and other high-demand markets across the Asia Pacific region. By leveraging this certification, we aim to strengthen our presence in key international markets and build long-term partnerships with importers and distributors.

Recognising the cost efficiency and market demand for dried seafood, we are taking steps to enter this segment. Our initial efforts will focus on sample production and obtaining necessary certifications. This venture is expected to complement our existing frozen seafood business and diversify our product offerings to cater to evolving consumer preferences.

Overcoming Challenges

Like any growing company, we have encountered hurdles along the way. Rising selling and distribution costs, as well as fluctuations in seafood demand, have posed challenges. On the global front, escalating trade war uncertainties have introduced volatility in export markets, impacting pricing and supply chains. Separately, the recent earthquake in Myanmar and Thailand has disrupted operations for some of our key customers, creating short-term logistical and demand-side pressures.

However, the seafood industry remains resilient, driven by increasing global demand for high-quality, sustainable seafood products. We are confident that our strategic initiatives will position us well for the years ahead.

A Personal Note – Passing the Baton

As I prepare to retire from my role as Chairman, I reflect on the remarkable journey OFB has undertaken. From our humble beginnings to our listing on Bursa Securities, the Group has grown into a dynamic player in the seafood industry.

I extend my deepest appreciation to my fellow Board members, the management team, and our dedicated employees for their unwavering commitment and hard work. To our shareholders, thank you for your trust and support.

I am confident that under the leadership of the Board and the management team, OFB will continue to thrive and deliver long-term value. The process to identify and appoint a new Chairman is underway and I have full confidence that my successor will be well-equipped to steer the Group through its next phase of growth.

While my tenure as Chairman will conclude at the upcoming second annual general meeting to be held on 12 June 2025, I leave knowing that OFB is in capable hands. As we move forward, I encourage all stakeholders to remain engaged and supportive of OFB's journey. The best is yet to come.

Thank you.

Law Chee Kheong
Non-Independent Non-Executive Chairman
Ocean Fresh Berhad

MANAGEMENT DISCUSSION & ANALYSIS

Dear Shareholders,

This year has been a defining period for Ocean Fresh Berhad (“OFB” or “the Company”) and its subsidiaries (“the Group”), marked by our listing on the ACE Market of Bursa Malaysia Securities Berhad (“ACE Market”). We are honoured to present our Management Discussion and Analysis (“MD&A”) for the financial year ended 31 December 2024 (“FYE 2024”), our first year as a public listed entity.

GROUP FINANCIAL PERFORMANCE REVIEW

In 2024, OFB recorded total revenue of RM163.72 million, reflecting a 2.67% increase from RM159.45 million in 2023. This growth was driven by strong demand for our seafood products despite operational cost pressures. The processing and trading of frozen seafood products remained the core revenue driver, contributing RM159.99 million or 97.72% of total revenue in 2024, up from RM155.65 million or 97.61% in 2023. Despite the segment’s overall growth, revenue from molluscs declined by 5.67%, from RM102.59 million in 2023 to RM96.77 million in 2024, reflecting softer demand or supply-side constraints. Similarly, revenue from fishes decreased by 10.00%, from RM33.10 million to RM29.79 million, possibly due to pricing fluctuations or shifts in consumer preferences. On a positive note, revenue from other seafood products surged by 67.48%, increasing from RM19.96 million in 2023 to RM33.43 million in 2024. This significant growth suggests a successful diversification strategy, stronger market demand, or higher-value product offerings. Meanwhile, the provision of seafood processing services recorded a slight decline of 2.36%, with revenue decreasing from RM3.81 million in 2023 to RM3.72 million in 2024. This marginal drop indicates stable but slightly lower demand for outsourced processing services.

The Group recorded profit before tax (“PBT”) declined by 67.10% to RM2.30 million from RM6.99 million in 2023, while profit after tax (“PAT”) dropped by 72.37% to RM1.92 million from RM6.95 million in the previous year. The decline in profitability was mainly attributed to higher selling and distribution costs, IPO-related expenses, and strategic investments in expansion.

Earnings Before Interest, Taxes, Depreciation & Amortisation (“EBITDA”) stood at RM3.32 million, a 58.19% decrease from RM7.94 million in 2023. Despite this, our balance sheet remains strong, with total equity rising by 32.65% to RM60.17 million from RM45.36 million and total assets increasing by 27.24% to RM80.24 million from RM63.06 million.

Our net cash from operating activities was RM3.73 million, reflecting stable cash flow management. The proceeds from our IPO, amounting to RM14.01 million, have been strategically allocated, with RM8.0 million set aside for the construction of a new cold storage facility.

OPERATIONAL REVIEW

01



Expansion of Cold Storage Facilities

In 2024, we had submitted the development plans for our new cold storage facility in Kuantan. The earthwork contract has also been tendered, marking steady progress toward completion. Spanning 3,747m², this facility will have a storage capacity of 3,000 tonnes and will significantly enhance supply chain efficiencies.

02



Strengthening Export Markets

We continue to leverage our General Administration of Customs of China (“GACC”) certification to expand to the China seafood market, working with importers and distributors to expand our footprint in high-demand regions across Asia.

03



Enhancing Operational Capabilities

To further improve efficiency and capacity, we have purchased four new semi-contact blast freezers. These additions are expected to streamline our processing operations and support higher production volumes.

Aside from this, in line with our commitment to sustainability, we have placed an order for a CO₂ refrigeration system to replace the previously used freon gas. This environmentally friendly upgrade aligns with global standards and reduces our carbon footprint.

04



Product Diversification: Entry into Dried Seafood Market

With growing demand for longer shelf-life seafood products, we have initiated sample production of dried seafood, with plans to scale up operations by the first quarter of 2025. This complements our frozen seafood segment and broadens our product offerings.

INDUSTRY TRENDS & OUTLOOK

The global seafood industry remains robust, driven by increasing consumer demand for high-quality, sustainable seafood. In Asia, particularly in China, Japan, and Southeast Asia, seafood consumption continues to grow, presenting significant opportunities for expansion.

However, we remain cautious about external uncertainties that may impact our operations. Trade war tensions could disrupt supply chains and affect market dynamics, while recent earthquakes in Myanmar and Thailand have temporarily impacted operations for some of our key customers. These events underscore the importance of agility and risk management in our strategic planning.

Consumers are also becoming more environmentally conscious, leading to a shift toward sustainably sourced seafood products. Companies that prioritise ethical sourcing and responsible fishing practices are likely to gain a competitive advantage in the market.

Additionally, there is a rising demand for convenience seafood products, including frozen and dried seafood. As consumers lead increasingly busy lifestyles, they are seeking products that are easy to store, prepare, and consume without compromising on quality and nutritional value. This trend aligns well with OFB's recent expansion into dried seafood production, which is expected to contribute to future revenue streams.

Despite the positive industry outlook, we remain cautious about fluctuations in raw material costs, logistical challenges, and foreign exchange risks. However, with our strong operational capabilities and strategic initiatives, we are well-positioned to navigate these challenges and capitalise on growth opportunities in both domestic and international markets.

GROWTH STRATEGIES MOVING FORWARD

To sustain our growth trajectory, Ocean Fresh has outlined several strategic initiatives. Firstly, we are focused on the completion of our new cold storage facility in Kuantan, which will significantly enhance our storage capacity and improve supply chain efficiencies. The facility, spanning 3,747m² with a storage capacity of 3,000 tonnes, will reduce our reliance on third-party storage providers and optimise operational costs.

Additionally, we are expanding our export markets, particularly in China and the Asia Pacific region. With our GACC certification, we have a strong competitive advantage in exporting to China, a market known for its high seafood consumption. We are working closely with importers, wholesalers, and distributors to strengthen our market presence.

We are also scaling up our dried seafood production, recognising the demand for seafood products with longer shelf life and lower storage costs. We have initiated sample production and plan to launch commercial operations by the first quarter of 2025, pending necessary regulatory approvals and certifications.

Cost optimisation remains a key priority. We are actively working on streamlining logistics, enhancing automation in our processing facilities, and adopting digital tools to improve operational efficiency. This will enable us to maintain competitive pricing while sustaining healthy profit margins.

The Group is committed to enhancing our brand positioning by strengthening relationships with retailers and exploring new business-to-consumer channels. This will allow us to tap directly into consumer markets and build greater brand loyalty.

CONCLUSION

OFB's first year as a publicly listed company has been a milestone in our corporate journey. Despite facing industry-wide challenges and external uncertainties, we have demonstrated resilience by achieving steady revenue growth, expanding our market presence, and laying a strong foundation for future expansion. Our commitment to operational excellence, innovation, and sustainable growth remains unwavering, and we are confident in our ability to navigate the evolving business landscape.

As we move forward, we remain focused on enhancing operational efficiencies, strengthening our global market footprint, and exploring new business opportunities. Our strategic initiatives, including the expansion of cold storage facilities, growth in exports, and diversification into dried seafood products, position us for long-term success. While we anticipate challenges ahead, our strong fundamentals, industry expertise, and dedicated team will continue to drive our progress.

We take this opportunity to extend our sincere appreciation to our shareholders, customers, business partners, and regulatory bodies for their unwavering trust and support. Their confidence in the Company has been instrumental in our success. We also express our gratitude to our employees, whose dedication, expertise, and commitment continue to drive the company forward. Their hard work is the foundation upon which our achievements are built.

Additionally, we recognise the invaluable guidance and leadership of our Board of Directors, whose strategic direction has played a key role in shaping our path forward. As we embark on the next phase of our growth journey, we remain dedicated to delivering excellence, fostering sustainable business practices, and creating long-term value for all our stakeholders.

We look forward to the opportunities ahead and to working together towards even greater success in the years to come.



SUSTAINABILITY STATEMENT

SUSTAINABILITY STATEMENT

About this report

Welcome to the Sustainability Statement of Ocean Fresh Berhad (“OFB” or “the Company”) and its subsidiaries (“the Group”), where we reaffirm our commitment to sustainable business practices across environmental, social, and governance (“ESG”) aspects. As a growing player in the frozen seafood processing and trading industry, we recognise the importance of balancing business growth with responsible environmental stewardship and social impact.

At OFB, sustainability is embedded in our operations, from responsible sourcing and efficient resource management to ensuring food safety and ethical business practices. This statement highlights our efforts to enhance transparency, uphold ethical governance, minimise environmental impact, and support the well-being of our employees and communities. We believe that integrating sustainability into our business strategy is crucial to building a resilient and future-ready company while contributing positively to the industry and society.

As we move forward, we remain committed to continuous improvement, innovation, and collaboration in our sustainability journey. This statement reflects our progress, challenges, and aspirations as we strive to create long-term value for all stakeholders while preserving marine ecosystems and promoting responsible consumption.

Scope and Basis of Scope

The scope of this Sustainability Statement covers all operations under OFB’s organisational control in Malaysia. It provides an overview of our sustainability initiatives, key performance indicators, and commitments across our core business segments.

We acknowledge the importance of data accuracy and transparency in sustainability reporting. While we strive to ensure comprehensive and reliable disclosures, there may be limitations in data comparability due to evolving measurement methodologies and industry standards. Moving forward, we are committed to enhancing the quality, consistency, and depth of our sustainability reporting to better reflect our progress and impact.

This Sustainability Statement covers the financial reporting period from 1 January 2024 to 31 December 2024.

Reporting Frameworks and Standards

This Sustainability Statement has not been subjected to an assurance process. The information provided in this report is presented on a best-effort basis and is subject to further improvement in future

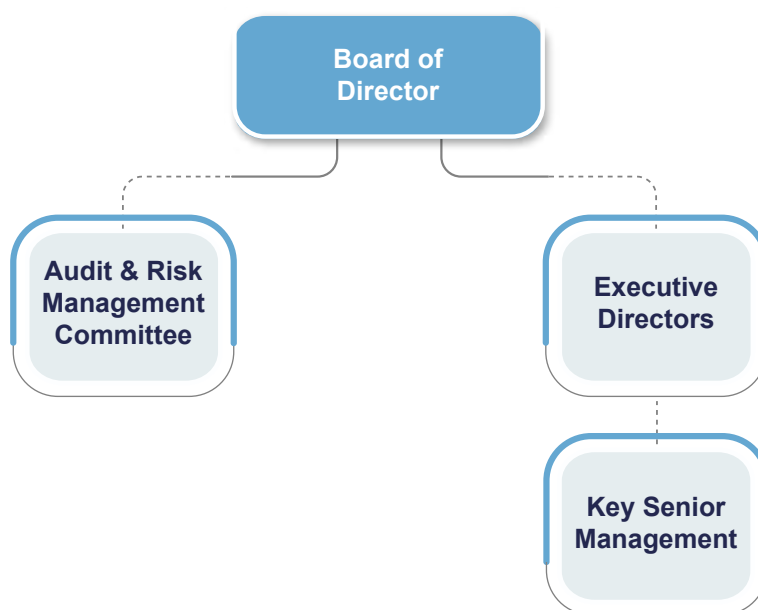
Feedback

To continuously improve on our sustainability efforts, we welcome and encourage our stakeholders to provide feedback pertaining to this Statement or our sustainability practices and initiatives. Comments and questions can be directed to our designated email address at general@oceanfresh.com.my

OUR APPROACH TO SUSTAINABILITY

Sustainability Governance

At OFB, we are committed to embedding sustainability into our business through a practical and structured governance approach. Our framework involves board oversight, executive leadership, and the application of relevant policies and frameworks to guide decision-making and operations across the organisation.



Board Oversight

The Board of Directors plays a key role in overseeing sustainability strategies and ensuring that they align with our corporate objectives. Their leadership ensures that sustainability remains a strategic priority, driving long-term value creation for stakeholders.

Supporting the Board, the Audit and Risk Management Committee (“ARMC”) is responsible for reviewing sustainability-related risks, ensuring compliance with regulations, and assessing sustainability reporting. The ARMC ensures that our ESG commitments are met while mitigating risks related to sustainability.

Executive Leadership & Operational Implementation

While OFB does not have a formal Sustainability Committee, the execution of sustainability initiatives is led by our executive directors together with the senior management team. This leadership group is actively involved in integrating sustainability across business functions and ensuring that ESG considerations are part of day-to-day operations.

They are responsible for tracking progress, implementing key initiatives, and maintaining alignment with relevant policies and frameworks—particularly in critical areas such as operations, finance, compliance, and human resources.

Our day-to-day operations are also supported by standard operating procedures (SOPs) that reinforce sustainable practices across the organisation:

- **Sustainable Seafood Sourcing** – Ensuring responsible fishing and aquaculture practices to support marine biodiversity and long-term resource sustainability.
- **Ethical Business Practices & Regulatory Compliance** – Upholding the highest standards of business integrity while complying with Malaysian environmental and labor laws.
- **ESG Implementation** – Embedding ESG principles into our corporate strategy to drive sustainable growth.
- **Renewable Energy & Waste Management** – Implementing solar energy solutions to reduce our carbon footprint, alongside solid waste and wastewater management systems to minimise environmental impact.

We have also obtained key certifications and accreditations that reinforce our commitment to sustainability, product quality, and workplace safety, including:

- **Hazard Analysis and Critical Control Points (“HACCP”)** – Ensuring food safety through rigorous risk management in our processing facility.
- **Good Manufacturing Practices (“GMP”)** – Maintaining high-quality production standards for our frozen seafood products.
- **Makanan Selamat Tanggungjawab Industri (“MeSTI”)** – Complying with Malaysia’s food safety and hygiene regulations.
- **Halal Certification** – Ensuring that our seafood products meet Halal processing requirements.
- **EU No Certification** – Meeting the European Union’s food safety and import standards for seafood exports.
- **FDA Certification** – Compliance with the U.S. Food and Drug Administration’s (“FDA”) food safety regulations, allowing us to export to the U.S. market.
- **Bomba Certificate** – Compliance with Malaysia’s fire safety and building regulations, ensuring a safe work environment for our employees.

Through this governance structure, OFB ensures accountability at all levels, maintaining compliance with international food safety and environmental regulations while driving long-term sustainability impact. Our certifications, policies, and governance framework position us as a responsible, ethical, and sustainable business in the seafood industry.

Material Matters & Assessment Process

Our sustainability material matters are determined via an in-depth materiality assessment to identify and assess key risks and opportunities to ensure long-term sustainable growth. The assessment involves evaluating the significance of each sustainability issue based on its levels of impact and influence on the Group. This process allows us to focus on impact-based solutions for our customers while empowering our communities as we embed sustainability across our core business.

The materiality assessment takes into account various factors including current economic, environmental, social, and governance trends both locally and globally.

The Group engages with different stakeholder groups to identify, prioritise and address material sustainability matters. For effective engagement with our stakeholders, various methods are employed including but not limited to the following:

STAKEHOLDER GROUP

ENGAGEMENT APPROACH

ENGAGEMENT FOCUS & OBJECTIVES

Shareholders & Investors

- Annual General Meeting
- Annual reports
- Quarterly reports
- Announcements to Bursa Securities

- Shareholders' and investors' confidence

Employees

- Staff performance appraisal
- Management and committee meetings
- Professional development

- Compensation, welfare and employee care
- Safe and conductive workplace
- Continuing professional development

Customers

- Customer feedback form and survey
- Proposals / quotations / agreements
- Meetings

- Product's quality assurance
- Payment terms and timeless
- Business continuity

Suppliers

- Meetings
- Proposals / quotations / agreements

- Product and service quality
- Competitive price and terms of payments
- Maintaining long-term relationship

Regulators & Government Authorities

- Participation in events, briefings and consultations initiated by regulators and relevant government authority
- Liaison with government / regulatory bodies for application / document submissions
- Compliance with rules and regulations of regulators, and other governmental or regulatory bodies
- Consistent fact finding and fact sharing communication with regulators

- Continuous communication to obtain updates on relevant information and issues of concern
- Obtain and keep abreast of latest regulatory updates, pronouncements and announcements
- Rules and regulatory compliances and submissions under the oversight of compliance and internal audit departments

Materiality Matrix



MANAGEMENT APPROACH FOR MATERIAL MATTERS

SUPPLY CHAIN MANAGEMENT

Why is this important

A resilient and responsible supply chain is essential to ensure business continuity, product quality, and regulatory compliance. By sourcing both locally and internationally, we maintain a diverse supplier base, balancing cost efficiency, product availability, and sustainability considerations. Our supply chain practices also support local businesses while ensuring that we obtain the best raw materials and services to meet industry standards.

Our approach

We adopt a structured due diligence process when selecting our suppliers, ensuring they meet our financial, operational, and quality requirements. This process includes:

- **Supplier Evaluation**
Assessing a supplier's financial stability, management practices, and product / service quality.
- **Risk Screening**
Conducting background checks through the Experian Information System before engaging new suppliers.
- **Local & International Sourcing**
Maintaining a balanced procurement strategy to optimise cost- effectiveness, supply reliability, and product quality.

Our performance

The proportion of spending on suppliers:

Supplier Type	Percentage
Local Suppliers	48.8%
Foreign Suppliers	51.2%



COMMUNITY INVESTMENT

Why is this important

Community investment plays a crucial role in creating positive social impact, strengthening stakeholder relationships, and contributing to sustainable development. Companies that actively engage with communities can enhance their corporate reputation, support economic growth, and foster long-term trust with stakeholders.

Our approach

At OFB, we believe in giving back to the communities that support our business. Our approach to community investment is rooted in fostering meaningful relationships with stakeholders, including customers, suppliers, staff, and local organisations. We prioritise initiatives that align with our values of compassion, solidarity, and sustainable development. This includes:

- Supporting Local Causes
Sponsoring events like sports days, anniversary dinners and religious celebrations to strengthen community bonds.
- Employee and Customer Care
Offering condolences, wedding gifts and festive hampers to show appreciation and support during significant life events.
- Collaboration with Authorities and NGOs
Contributing to government-sponsored programs and charitable organisations to promote social welfare and economic growth.
- Cultural and Religious Contributions
Donating to temples and festivals to honor cultural traditions and foster inclusivity.

Through these efforts, we aim to create a positive social impact while reinforcing trust and long-term partnerships with our stakeholders.

Our performance

Total amount invested in the community:

RM37,926.58

Total number of beneficiaries of the investment in communities: 25



ANTI-CORRUPTION

Why is this important

Maintaining the highest standards of corporate governance is essential for business integrity, transparency, and long-term success. A strong anti-corruption framework safeguards against unethical practices, enhances stakeholder confidence, and ensures compliance with legal and regulatory requirements. By fostering a culture of accountability, we contribute to a fair and ethical business environment while protecting our reputation and operational stability.

Our approach

We have established policies, procedures and guidelines in order to comply with the best practices of good governance guided by the Listing Requirements and the Malaysian Code on Corporate Governance throughout our operations. These include:

- i Whistleblowing Policy: We encourage employees and stakeholders to report any suspected wrongdoing or unethical behavior without fear of retaliation. This policy provides a confidential and secure channel for reporting concerns.
- ii Anti-Bribery and Anti-Corruption Policy: Approved by the Board, this policy clearly defines the Group's stance on bribery and corruption, specifying prohibited conduct and outlining the responsibilities of directors, employees, contractors, and suppliers. It mandates strict adherence to anti-bribery and anti-corruption legislation and promotes a culture of integrity across all levels of the organisation.

Our performance

Confirmed incidents of corruption: NIL

As of the latest reporting period, no employees have received formal training on anti-corruption, and no operations have been assessed for corruption-related risks. Recognising the importance of these initiatives, we are actively working to develop structured training programs for employees and implement a risk assessment framework to identify and mitigate corruption risks within our operations. Moving forward, we aim to enhance awareness, strengthen internal controls, and ensure full compliance with anti-corruption regulations to foster a culture of integrity across our organisation.



DATA PRIVACY & SECURITY

Why is this important

In an increasingly digital world, safeguarding data privacy and security is essential to maintaining trust, ensuring regulatory compliance, and protecting sensitive information from unauthorized access. A strong data protection framework minimises risks related to data breaches, cyber threats, and misuse of personal information, reinforcing business credibility and customer confidence.

Our approach

We have implemented a centralised server system that is protected by robust antivirus and scammer protection software to safeguard against potential threats. Our commitment to upholding the highest standards of data privacy and security aligns with Malaysia's Personal Data Protection Act 2010 (PDPA), ensuring that all customer and business data is managed responsibly and securely.

Our performance

Number of substantiated complaints concerning breaches of customer privacy and losses of customer data: NIL



EMPLOYEE MANAGEMENT

Why is this important

A strong workforce is the foundation of our business success. By upholding fair labour practices and adhering to relevant labour laws, we foster a safe, ethical, and supportive work environment. Ensuring the well-being of our employees—both local and foreign—strengthens productivity, engagement, and overall business sustainability.

Our approach

We are committed to fair employment practices, strictly opposing human trafficking, child labour, and forced labour. Our policies align with Malaysia's labour laws and best practices, ensuring that all employees are treated with dignity and respect. For our foreign workers, we provide accommodation that meets statutory requirements, ensuring a comfortable and safe living environment.

Our performance

Total on-the-job training hours:

Management: 7 hours

Executive: 308 hours

Non-executive: 126 hours

Total Number of Employees by Category:

Permanent: 109

Contract: 12

Turnover Rate by Employee Category:

Management: 3

Executive: 31

Non-executive: 83

Number of substantiated complaints concerning human rights violations: NIL



DIVERSITY

Why is this important

A diverse and inclusive workplace drives innovation, enhances collaboration, and reflects the global nature of our business. By embracing diversity, we strengthen our ability to adapt to different markets and customer needs while fostering a culture of respect and equal opportunity.

Our approach

We are committed to providing equal opportunities for all employees, regardless of nationality, background, or role. Our recruitment and employment policies emphasise meritocracy, fairness, and inclusivity, ensuring that every individual has the opportunity to grow and contribute meaningfully to our business.

Our performance

Number of discrimination incidents reported and recorded:

Board Diversity

By Gender

Indicator	%
Male	60.0
Female	40.0
Total	100.0

By Age Group

Indicator	%
30 – 39 years	30.0
40 – 49 years	20.0
50 – 59 years	10.0
60 and above	40.0
Total	100.0



Management Profile

Management by Gender

Indicator	%
Male	66.7
Female	33.3
Total	100.0

Management by Age Group

Indicator	%
40 – 49 years	100.0
Total	100.0

Executive Profile

Executive by Gender

Indicator	%
Male	61.3
Female	38.7
Total	100.0

Executive by Age Group

Indicator	%
20 – 19 years	16.1
30 – 39 years	19.4
40 – 49 years	38.7
50 – 59 years	22.6
60 and above	3.2
Total	100.0

Non-Executive Profile

Non-Executive by Gender

Indicator	%
Male	44.6
Female	55.4
Total	100.0

Non-Executive by Age Group

Indicator	%
Under 20	6.0
20 – 19 years	22.9
30 – 39 years	43.4
40 – 49 years	18.1
50 – 59 years	7.2
60 and above	2.4
Total	100.0

HEALTH & SAFETY

Why is this important

Health and safety are critical components of our operational success and the well-being of our employees. Ensuring a safe working environment minimises the risk of work-related injuries and incidents, which can lead to lost productivity, legal liabilities, and compromised employee morale. A strong health and safety culture promotes the physical and mental well-being of our workforce, enhancing overall performance and reducing absenteeism. Adhering to health and safety standards is not only a legal obligation but also a moral imperative to protect our employees and create a sustainable work environment.

Our approach

We strictly adhere to all applicable laws and regulations, including the Occupational Safety and Health Act (OSHA) 1994 and the Factories and Machinery Act (FMA) 1967, ensuring that our facilities, equipment, and operational processes meet or exceed statutory requirements. However, our commitment extends beyond mere compliance—we continuously evaluate and enhance our safety protocols to align with global best practices, fostering a workplace where safety is ingrained in every task and procedure.

To institutionalise a culture of safety, we have established a dedicated Safety and Health Committee, led by a certified Safety and Health Officer with extensive expertise in risk management. This committee is responsible for the development, implementation, and oversight of our comprehensive safety policies, conducting regular audits, risk assessments, and emergency preparedness drills. By embedding accountability at every level of the organisation, we ensure that safety is not just a priority for management but a shared responsibility embraced by all employees.

Proactive prevention is the cornerstone of our safety strategy. We conduct mandatory health and safety training programs for all employees, equipping them with the knowledge and skills to identify hazards, mitigate risks, and respond effectively to emergencies. In 2024 alone, 31 employees underwent rigorous safety training, reinforcing our zero-tolerance stance toward workplace incidents. Additionally, we maintain certified worker accommodations and enforce stringent machinery safety checks to eliminate potential risks before they arise.



Our performance

Number of employees trained on health and safety standards: 31

Number of work-related injuries:

- a) First-aid: NIL
- b) Major: NIL
- c) Fatalities: NIL

Lost time incident rate: NIL

Our relentless focus on prevention, education, and compliance has yielded outstanding results: to date, we have recorded zero first-aid cases, zero major injuries, zero fatalities, and a lost-time incident rate (LTIR) of zero. This impeccable track record is a testament to the efficacy of our systems and the vigilance of our workforce. Moving forward, we remain committed to continuous improvement, leveraging technological advancements and employee feedback to further strengthen our safety framework.



ENERGY MANAGEMENT

Why is this important

Effective energy management is essential for reducing operational costs, minimising environmental impact, and contributing to sustainability goals. By managing our energy consumption efficiently, we reduce greenhouse gas emissions, comply with environmental regulations, and enhance our corporate reputation. Energy management not only helps in conserving resources but also plays a crucial role in mitigating the effects of climate change. Furthermore, it supports the long-term viability of our operations by ensuring that we use energy resources responsibly and sustainably.

Our approach

We are committed to environmental sustainability and have taken proactive steps to enhance energy efficiency within our operations. We have installed solar assets at our Processing Facility to reduce reliance on conventional energy sources. Additionally, we encourage employees to adopt energy-saving practices, such as minimising unnecessary electricity usage by switching off lighting, air conditioning, and other appliances when not in use.

Our performance

Total energy consumption: RM 1,145,005.97

Total Solar Energy Generated: 1,857.81 MW



WATER MANAGEMENT & EFFLUENTS

Why is this important

Water management is critical for ensuring the sustainable use of water resources, minimising environmental impact, and complying with regulatory standards. Effective water management helps in conserving this vital resource, reducing operational costs, and preventing pollution. It also supports the health of local ecosystems and communities by ensuring that water usage and discharge do not harm the environment. Sustainable water management practices are essential for the long-term viability of our operations and for maintaining our commitment to environmental stewardship.

Our approach

We have implemented a wastewater treatment plant at our Processing Facility to treat wastewater in compliance with Department of Environment regulations. Monthly reports on the quality of discharged wastewater are submitted for monitoring to ensure adherence to environmental standards. By integrating responsible water management practices, we minimise our environmental footprint while maintaining high standards in food safety and operational efficiency.

Our performance

Total volume of water used: RM138,073.88



WASTE MANAGEMENT

Why is this important

Effective waste management remains fundamental to our environmental stewardship and operational excellence. At Ocean Fresh, we recognise that responsible waste handling reduces ecological impact, ensures regulatory compliance (including Department of Environment standards), and supports circular economy principles. Our systematic approach minimises landfill contributions while protecting marine ecosystems adjacent to our operations - a critical commitment for a seafood processing business.

Our approach

We implement a dual-strategy waste management system at our processing facility:

Solid Waste Streams

- Segregation of dry operational waste (packaging, equipment materials) with monthly tracking
- Standardised containerisation (tongs) and weighing protocols
- Quarterly audits of waste handling processes

Wet Waste Optimisation

- Byproduct conversion from seafood processing
- Real-time monitoring of process losses vs. production yields
- Dedicated containment systems for organic matter

Water Reclamation

- 353m³/day wastewater treatment capacity
- Sludge-to-mass conversion metrics (0.35314667 conversion factor)
- Effluent quality monitoring pre-discharge

All personnel receive biannual training on waste minimisation techniques as part of our ISO 14001-aligned environmental management system.

Our performance

Total waste generated: 1,027.18 MT

- Dry waste: 5.18 MT
- Wet waste: 1,022 MT
(including 391.02 MT wastewater sludge)

Total waste diverted from disposal: 1,022 MT

- Byproduct recovery: 936,154.5 kg
- Wastewater treatment sludge: 391.02 MT

Total waste directed to disposal: 5.18 MT dry waste



WASTE MANAGEMENT

Why is this important

Effective management of emissions is crucial for minimising environmental impact and ensuring compliance with regulatory standards. It also aligns with our commitment to sustainability and corporate responsibility, enhancing our reputation in the industry.

Our approach

Though our current operations do not generate measurable emissions, we are taking concrete steps to ensure sustainable growth. A key milestone in our strategy is the installation of solar assets at our Processing Facility, significantly reducing reliance on conventional energy sources. This initiative underscores our dedication to energy efficiency and emissions prevention, even before regulatory requirements mandate action.

Our performance

Total emissions: None recorded as operations do not yet fall under mandatory reporting thresholds.

Emissions saved from usage of Solar Energy: 928,904.5 kg CO₂e
*Emission Factor: 0.5 kg CO₂e per kWh (standard grid assumption)

While our operations today leave no measurable emissions footprint, we refuse to be complacent. Our roadmap ensures we'll meet tomorrow's challenges with rigor and transparency.



CONCLUSION

At OFB, sustainability and responsible business practices are at the core of our operations. We are committed to maintaining high standards in corporate governance, environmental stewardship, and employee well-being to drive long-term value for our stakeholders.

Through effective supply chain management, ethical business conduct, and proactive community investment, we ensure operational excellence while fostering positive social impact. Our energy, water, waste, and emissions management strategies reflect our dedication to environmental sustainability, reducing our ecological footprint while maintaining efficiency. Additionally, our commitment to employee welfare, diversity, and workplace health and safety underscores our belief that a strong, engaged workforce is fundamental to our success.

As we continue to grow, we remain focused on enhancing our sustainability efforts, adhering to industry best practices, and upholding the highest standards of integrity. By balancing economic performance with environmental and social responsibility, we strive to build a resilient, future-ready business that benefits all stakeholders.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

INTRODUCTION

Ocean Fresh Berhad (“OFB” or “the Company”) was listed on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) on 4 July 2024 (“Listing”).

The Board of Directors (“the Board”) of OFB is dedicated to upholding and sustaining good corporate governance practices across the Company and its subsidiaries (“the Group”). This dedication is aimed at promoting business prosperity and corporate accountability, with the ultimate objective of realising long-term shareholder value while taking into account the interest of other stakeholders. This commitment aligns with the principles and practices as set out in the Malaysian Code on Corporate Governance 2021 (“MCCG”), the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Securities and the Corporate Governance Guide.

The Board is pleased to set out below the Corporate Governance Overview Statement which describes the manner in which the Group has applied the following principles of the MCCG during the financial year ended 31 December 2024 (“FYE 2024”):

- A. Board leadership and effectiveness;
- B. Effective audit and risk management; and
- C. Integrity in corporate reporting and meaningful relationship with stakeholders.

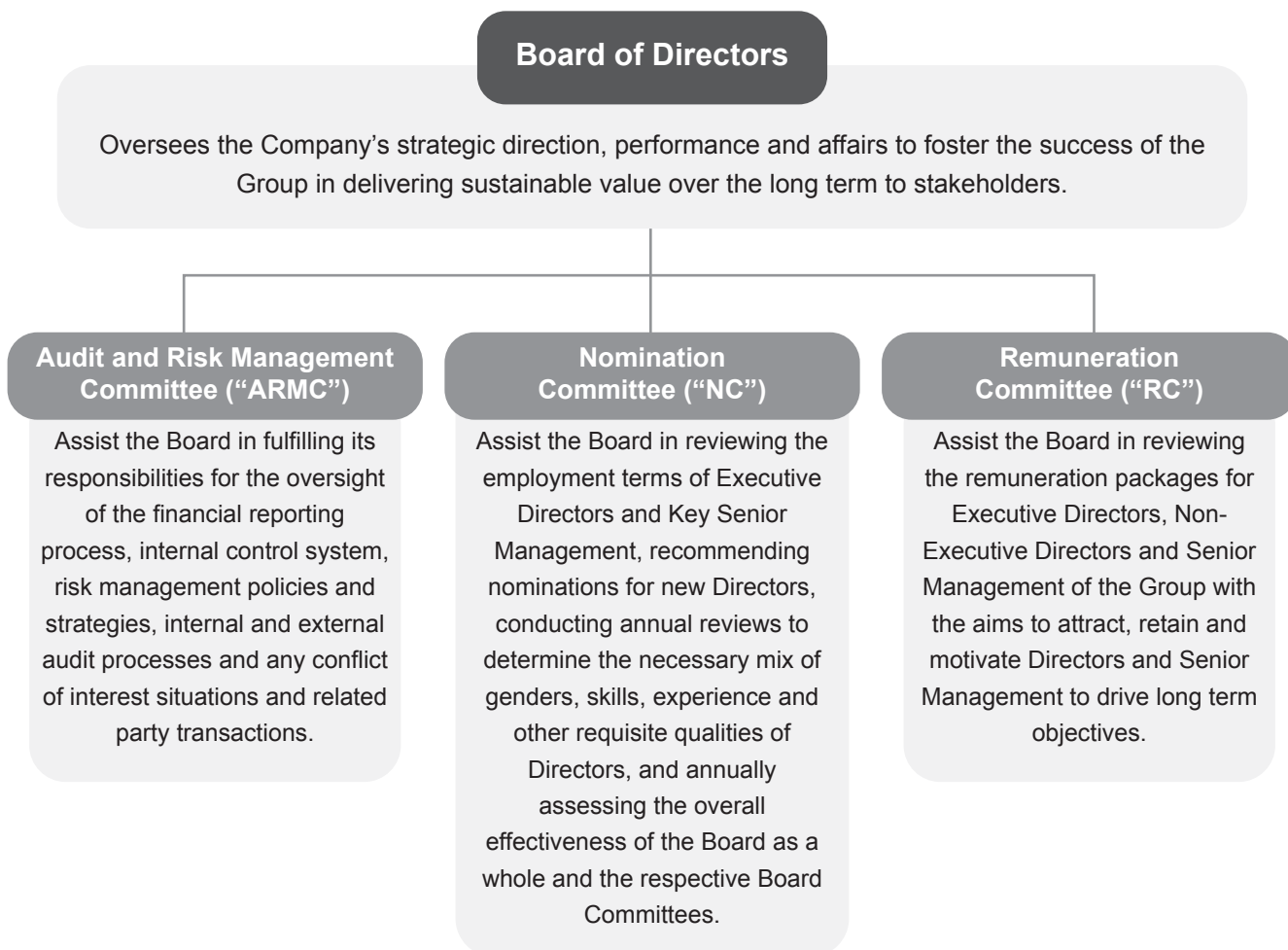
This Corporate Governance Overview Statement should be read together with the Corporate Governance Report 2024 which is available on the Company’s corporate website at www.oceanfresh.com.my as well as via an announcement on the website of Bursa Securities.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

PART I – BOARD RESPONSIBILITIES

The Group is led and managed by an effective and experienced Board, comprising members with a wide range of experience and qualifications.

The Board is supported by the following three (3) Board Committees with delegated responsibilities to oversee the Group’s affairs. These Board Committees were authorised to act on behalf of the Board in accordance with their respective Terms of Reference (“TOR”):



The role of the Board Committees is to advise and make recommendations to the Board. Notwithstanding, the ultimate responsibility for the final decision on all matters lies with the Board. The Chairman of these Board Committees will provide highlights to the Board, and any further deliberation is made at the Board level, if required.

Separation of the Chairman and Executive Directors Roles

The Board is led by a Non-Independent Non-Executive Chairman, Mr Law Chee Kheong. He is responsible for providing leadership and instilling good corporate governance and effectiveness of the Board. The positions of the Chairman of the Board and Executive Directors are held by different persons. This is to ensure that there is a balance of power and authority to promote accountability and unfettered powers in decision making.

During the FYE 2024, OFB was led by three (3) Executive Directors, namely Mr Siang Hai Yong ("Mr Siang"), Ms Kee Wan Chum ("Ms Kee") and Mr Teo Chee Han ("Mr Teo"). Mr Siang is primarily responsible for overseeing the Group's strategic planning, development and overall business operations. Ms Kee managed the Group's daily business operations, ensuring smooth business function while overseeing employee management. In addition to her operational role, she is also responsible to identify new business opportunities, handle procurement of supplies and drive OFB Group's sales as well as to develop new systems and procedures to improve operational efficiency for OFB Group.

Effective 1 March 2025, Mr Teo was redesignated from Executive Director to Non-Independent Non-Executive Director. Following his redesignation, the Group's international business development activities and corporate affairs are now overseen by Ms Kee and Mr Siang (only for China market).

The Board maintains the perspective that the Chairman of the Board should not be involved in any Board Committees. This is to uphold checks and balances as well as objectivity. Having the Chairman of the Board who also sits on Board Committees gives rise to the risk of self-review and may impair the objectivity of the Chairman. Therefore, the Chairman of the Board is not a member of any of the Board Committees which is in line with MCCG.

Mr Law has indicated his decision not to seek for re-election and will retire upon the conclusion of the forthcoming Annual General Meeting. Following his retirement, the Board remains committed to ensuring that its composition and size of the Board continue to reflect adequate diversity and remain aligned with the Group's governance framework.

Company Secretary

The Board is supported by a qualified and competent Company Secretary, who is a member is a member of the Malaysian Institute of Chartered Secretaries and Administrators. The Company Secretary is qualified under Section 235(2) of the Companies Act 2016 and possesses extensive experience in effectively discharging her duties and responsibilities to the Board.

The Company Secretary or the representatives of the Company Secretary attended the Board and Board Committees' meetings held during the FYE 2024 and ensure that the meetings are properly convened. Further, all deliberations and decisions are properly minuted and filed.

All Directors have unrestricted access to the advice and services of the Company Secretary to ensure the effective functioning of the Board and its Board Committees, in line with the Board policies and procedures, and to ensure compliance with applicable laws, regulations, rules, procedures, and corporate governance best practices at all times.

Board Charter

The Board has adopted a Board Charter that serves as a structured guide on matters relating to the Board. The Board Charter is designed to provide guidance and clarity to Directors and Management with regards to the roles of the Boards and its Board Committees, the responsibilities of the Chairman and Independent Directors. It also serves as a reference point for Board activities.

The Board will review and update the Board Charter from time to time to reflect the changes to the Company's policies and procedures to ensure the Board Charter remains consistent with the Board's objectives, current laws and practices. The Board Charter was approved and adopted by the Board on 27 October 2023 and is available on the Company's corporate website at www.oceanfresh.com.my.

The Board has also put in place the following policies:

Code of Conduct and Work Ethics

The Company has established a Code of Conduct and Work Ethics (“Code”) to provide the fundamental guiding principles and standards for Directors where such principles and standards are founded on high standards of professional and ethical practices, which are applied consistently throughout the Company and its subsidiaries. This Code will be assessed regularly by the Board in alignment with the Company’s needs.

Whistleblowing Policy

The Board had formalised a Whistleblowing Policy as the Group places high value on the level of trust and integrity. Therefore, the Whistleblowing Policy provides an avenue for all Directors, officers and employees, and any other third-party performing work or services for or on behalf of the Group, to disclose or report any improper conduct and to provide protection for those who report such allegations. The Board will review the Whistleblowing Policy periodically and make modification if required or appropriate.

Anti-Bribery and Anti-Corruption Policy (“Anti-Corruption Policy”)

The Board had established an Anti-Corruption Policy on 27 October 2023 that sets out the Group’s principles and stance and adequate procedures against corruption and/or bribery activities in the conduct of its businesses. The Anti-Corruption Policy applies to all individuals working at all levels and grades, including Directors, Senior Managers, Managers, employees and those who have business dealings/relationships with the Group. This Anti-Corruption Policy is to outline the responsibilities of the Group and its employees and to provide guidance in observing and upholding the Group’s position on bribery and corruption. The Anti-Corruption Policy will be assessed periodically in alignment with the Group’s needs.

Directors’ Fit and Proper Policy

The Directors’ Fit and Proper Policy (“FAP” or “the Policy”) was established and adopted to guide the NC and the Board in their review and assessment of candidates that are to be appointed on the Board as well as the Directors who are seeking for re-election, which are to be assessed individually and collectively. The NC will review the Policy periodically to ensure it remains relevant and appropriate. Any amendments or revisions required shall be recommended to the Board for approval.

Conflict of Interest Policy

The Board has adopted a Conflict of Interest (“COI”) Policy on 21 April 2025 which aims to guide the Board when COI situation arises. The COI applies to all Directors and employees of the Group. The Audit and Risk Management Committee reviews all related party transactions and conflict of interest situation that arose, persist or may arise within the Group that may challenge the Group’s integrity. The COI will be reviewed periodically in alignment with the Group’s needs.

SUSTAINABILITY GOVERNANCE

The Board believes that sustainable business practices are essential to the creation of long-term value, and that running the business in a responsible manner is intrinsically tied to achieving operational excellence.

In terms of structural oversight over sustainability including strategies, priorities and targets, it is reposed at the Board level with the Management being responsible for operational execution with respect to Environmental, Social and Governance factors as part of the Group's corporate strategy. The Board is committed to staying abreast with the sustainability issues associated with the ever-evolving operating environment which are relevant to its business.

The Company's sustainability initiatives are set out in the Sustainability Statement in the 2024 Annual Report.

PART II – BOARD COMPOSITION

Board Balance

The current composition of the Board consists of ten (10) members, comprising one (1) Non-Independent Non-Executive Chairman, two (2) Executive Directors, two (2) Non-Independent Non-Executive Directors and five (5) Independent Non-Executive Directors, as follows:

Name	Designation and Directorate	Gender
Law Chee Kheong	Non-Independent Non-Executive Chairman	Male
Siang Hai Yong	Executive Director	Male
Kee Wan Chum	Executive Director	Female
Teo Chee Han ¹	Non-Independent Non-Executive Director	Male
Dato' Sri Chia Hooi Huak	Non-Independent Non-Executive Director	Male
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Independent Non-Executive Director	Male
Ng Lai Hock	Independent Non-Executive Director	Male
Yap Lee Teng	Independent Non-Executive Director	Female
Chan Kee Eng ²	Senior Independent Non-Executive Director	Female
Go Sin Sin ²	Independent Non-Executive Director	Female

¹Redesignated from Executive Director to Non-Independent Non-Executive Director on 1 March 2025

²Appointed as Directors of the Company on 18 March 2024.

The Board currently maintains at least 30% women directors on the Board, in line with Practice 5.9 of MCCG. Board Diversity policy was adopted by the Group on 27 October 2023 which is intended for the Group to promote diversity in the Boardroom and workforce of the Group. The Board is supportive of gender diversity and will endeavour to have greater women representation on the Board, based on the effective blend of required skills, experience, expertise and knowledge in areas identified and the needs of the Group. The NC reviews this policy from time to time to assess its effectiveness. Any revisions to this policy as recommended by the NC will be submitted to the Board for consideration and approval.

By having five (5) Independent Non-Executive Directors sitting on the Board, the current Board composition complies with the requirements of Rule 15.02 of the Listing Requirements and Practice 5.2 of MCCG. This shall preserve the objectivity of the Board's deliberation and decision-making process so as to protect the interests of shareholders and other stakeholders.

A brief profile of each Director can be found in the Directors' Profile section of the 2024 Annual Report.

Independence of the Board

The current Board has a well-balanced composition with an effective mix, ensuring that there is fair representation and balance of power and authority on the Board. The Independent Directors constitute half of the Board and exceeds the minimum requirement as mandated by the Listing Requirements which stipulate that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, must be independent.

The presence of Independent Non-Executive Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remains objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.

The Board will justify and seek shareholders' approval in the event it retains an Independent Director who has served in that capacity for a cumulative period of more than nine (9) years. As at the date of this statement, none of the Independent Directors has served the Company beyond nine (9) years.

Election and Re-election

During the first Annual General Meeting ("AGM") held on 30 April 2024 (prior to the Company's Listing), ordinary resolutions were passed to re-elect all ten (10) members to the Board that were retiring in accordance with Clause 112 of the Company's Constitution and who, being eligible, had offered themselves for re-election.

Mr Law, Mr Siang and Mr Teo (collectively referred to as "Retiring Directors") will be retiring by rotation pursuant to Clause 112 of the Company's Constitution. Mr Siang and Mr Teo have offered themselves for re-election at the forthcoming second AGM ("2nd AGM"), while Mr Law has indicated that he will not be seeking re-election and hence, will retire upon the conclusion of the forthcoming 2nd AGM of the Company. The details of the Directors standing for re-election are disclosed in the Board of Directors' profile section of the 2024 Annual Report.

The NC had conducted an assessment of the performance and reviewed the Fit and Proper Declaration Forms completed by the Retiring Directors. Based on the outcome of the assessment, the NC is satisfied that they meet the requisite standards of character, experience, integrity, competence and time to effectively discharge their roles and duties as Directors as prescribed by the Listing Requirements.

The Board, with the recommendation of the NC, supports the re-election of the Retiring Directors who are seeking for re-election pursuant to Clause 112 of the Company's Constitution at the forthcoming 2nd AGM, save for Mr Law who has indicated not to seek for re-election.

Board Meeting

The Board shall meet at least four (4) times a year with additional meetings to be convened as and when required. Meetings of the Board and Board Committees are scheduled in advance to facilitate the Directors in planning. The Notice of the Board Meeting is served at least five (5) business days prior to the Board Meeting.

Relevant Board Papers are usually circulated to all Directors at least five (5) business days prior to the Board Meeting so as to accord sufficient time for the Directors to peruse the Board papers.

In view of the Company's listing on the ACE Market of Bursa Securities on 4 July 2024, the Board held a total of three (3) Board meetings during the FYE 2024. Attendance of the Directors at the Board and Board Committees meetings during FYE 2024, as detailed below:

Type of Meetings	Board of Directors	ARMC	NC	RC
Name of Directors	No. of Meetings Attended			
Law Chee Kheong	3/3	N/A	N/A	N/A
Siang Hai Yong	3/3	N/A	N/A	N/A
Kee Wan Chum	3/3	N/A	N/A	N/A
Teo Chee Han	2/3	N/A	N/A	N/A
Dato' Sri Chia Hool Huak	2/3	N/A	N/A	N/A
Syed Razif Al-Idid B. Syed Sidi Al-Idid	3/3	3/3	1/1	1/1
Ng Lal Hock	3/3	3/3	1/1	1/1
Yap Lee Teng	3/3	3/3	1/1	1/1
Chan Kee Eng	3/3	N/A	N/A	N/A
Go Sin Sin	3/3	N/A	N/A	N/A

Overall, the Board is satisfied with the level of time commitment given by the Directors towards fulfilling their duties and responsibilities.

Directors' Continuous Professional Development

The NC has taken on the responsibility of evaluating and determining the specific and continuous training needs of the Directors on a regular basis. The Directors are aware of their duty to undergo appropriate training from time to time to enhance their knowledge in order to ensure that they are equipped to carry out their duties effectively.

All Directors have attended the Mandatory Accreditation Programme Part I ("MAP I") as prescribed by Bursa Securities before the Company listing on ACE Market on 4 July 2024. During FYE 2024, the training programmes attended by the Directors are as follows:

Name of Directors	Title Seminars/Conferences Attended
Law Chee Kheong	<ul style="list-style-type: none"> • MAP I
Siang Hai Yong	<ul style="list-style-type: none"> • MAP I
Kee Wan Chum	<ul style="list-style-type: none"> • MAP I
Dato' Sri Chia Hooi Huak	<ul style="list-style-type: none"> • MAP I
Syed Razif Al-Idid bin Syed Sidi Al-Idid	<ul style="list-style-type: none"> • MAP I
Ng Lai Hock	<ul style="list-style-type: none"> • MAP I
Teo Chee Han	<ul style="list-style-type: none"> • MAP I
Yap Lee Teng	<ul style="list-style-type: none"> • MAP I • MAP II
Chan Kee Eng*	<ul style="list-style-type: none"> • MAP II • Webinar on Economic Updates • Bursa Academy: Conflict of Interest and Governance of Conflict of Interest • Bursa Malaysia's Building Sustainable Credibility: Assurance, Greenwashing and The Rise of Green-Hushing • Board Ethics: Growing Concerns from New Technology, Stakeholder Interests & Conflict of Interest • Board Risk Management Briefing and Assessment • Audit Oversight Board Conversation with Audit Committees
Go Sin Sin	<ul style="list-style-type: none"> • MAP I • MAP II

**Ms Chan has attended the MAP I prior to the FYE 2024.*

In addition, all Directors of the Company participated in the in-house briefing session in conjunction with the Listing of the Company:

- Post-Listing Obligations for Directors' Duties and Responsibilities under the Companies Act 2016 and the Listing Requirements.

Part III – NOMINATION

The Board established the NC on 1 October 2023. The NC is governed by its Terms of Reference (“TOR”) approved by the Board which is available on the Company’s website at www.oceanfresh.com.my.

During the financial year under review, the NC comprises solely Independent Non-Executive Directors as follows:

NC	Designation
Ng Lai Hock, Chairman	Independent Non-Executive Director
Syed Razif Al-Idid bin Syed Sidi Al-Idid, Member	Independent Non-Executive Director
Yap Lee Teng, Member	Independent Non-Executive Director

The Board through its NC, regularly assesses the optimum size, required mix of genders, skills, experience, independence and diversity required to effectively fulfil its role. The appointment of Board members is reviewed by the NC and made via a formal and transparent process. In making these recommendations, the NC considers and recommends to the Board an appropriate balance of skills, expertise, attributes, and core competencies that the Directors would bring to the Board.

The Board has established a FAP Policy which provides a guide to the NC and the Board in their review and assessment of the potential candidates for appointment to the Board of the Group as well as the retiring Director who is seeking for re-election at the AGM.

During FYE 2024, the NC conducted one (1) meeting. Throughout the year, the NC undertook the following activities:

- (a) Reviewed and recommended to the Board the nomination of new directors; and
- (b) Reviewed the set of questionnaires for evaluating the performance of the Board Committees for FYE 2024.

As the Company was newly listed on 4 July 2024, the NC carried out a performance evaluation to evaluate the effectiveness of the Board, Board Committees and each Director during its NC Meeting held on 25 February 2025. The said evaluation focused on the following criteria: -

- (a) Effectiveness of the Board and Board Committee;
- (b) Directors’ self and peer evaluation; and
- (c) Independence of the Independent Directors.

Based on the outcome of the assessment, the Board is satisfied that the performance of the Board and the respective Board Committees as a whole was effective and satisfactory. The Board is satisfied that the Independent Directors continue to exercise independent and objective judgement and act in the best interest of the Company and its stakeholder. None of the Independent Directors have any interests in the Company and there are no other areas of business conflicts.

Part IV – REMUNERATION

The RC was established on 1 October 2023 to attract and retain Directors (both Executive and Non-Executive) and C-Suite Senior Management, specifically (“Senior Management”) of the Group. The RC is governed by its TOR approved by the Board which is available on the Company’s corporate website at www.oceanfresh.com.my.

RC	Designation
Yap Lee Teng, Chairperson	Independent Non-Executive Director
Syed Razif Al-Idid bin Syed Sidi Al-Idid, Member	Independent Non-Executive Director
Ng Lai Hock, Member	Independent Non-Executive Director

The Board, through RC, has established a Remuneration Policy that outlines the principles and guidelines in discharging its responsibilities with regards to to the remuneration of the Directors and/or Senior Management of the Company and is made in line with the best practices recommended under the MCCG.

The remuneration of Executive Directors’ and/or Senior Management is designed to link rewards to the individual performance and achievements of the Company/Group and is comparable with market rate within the industry.

All Non-Executive Directors are to be accorded annual director’s fee in their capacity as a Board member and the amount shall reflect the expected responsibilities of Directors of a public listed company, taking into consideration prevailing market rates for companies of similar nature or size, the scope of their duties and responsibility, as well as the number of Board and Board committees’ meetings.

The remuneration for Directors, which comprises of directors’ fees, salaries, bonuses and allowances as well as other benefits-in-kind, shall be recommended by the RC and subsequently be approved by the Board, subject to the provisions of the Constitution. The directors’ fees must be further approved or endorsed by the shareholders in a general meeting. Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.

After the Listing, the payment of director’s fees and meeting allowances for Non-Executive Directors are as follows:

Position	Full Financial Year Director's Fee (RM)
Chairman of the Board	50,000.00
Directors	40,000.00

During FYE 2024, there were no meeting allowances provided to Non-Executive Directors.

The remuneration of the Directors on a named basis for FYE 2024 are disclosed in the Corporate Governance Report (“CG Report”) which is available on the Company’s corporate website at www.oceanfresh.com.my.

The key Senior Management of the Group, comprises of five (5) Senior Management personnel, three (3) of whom are also members of the Board. The remuneration of the Executive Directors are disclosed in the CG Report. Due to sensitivity and confidentiality, the Board is of the opinion that the detailed disclosure of remuneration of the two (2) Senior Management (i.e. General Manager of Administration & Human Resources, and General Manager of Production) on a named basis would not be in the best interest of the Group given the industry's competitiveness. Alternatively, the disclosure of their remuneration received during the financial year is categorised within the disclosure band as follows:

Range of Remuneration	Group
	No. of Senior Management*
RM100,001 to RM150,000	1
RM150,001 to RM200,000	1
RM200,001 to RM250,000	3

Note:

* Inclusive of the three Executive Directors. Their remuneration on a named basis for FYE 2024 are disclosed in the CG Report.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

PART I – ARMC

The ARMC comprises exclusively of Independent Non-Executive Directors. Collectively, the ARMC members are financially literate, possess commercial expertise skills and experience to enable them to discharge their duties and responsibilities pursuant to the ARMC's TOR.

The ARMC has responsibility for oversight of the Company's financial statements, related party transactions, conflict of interest situations, internal control system, risk management policies and strategies, the Company's relationship with its External and Internal Auditors, and the effectiveness of audit procedures both internally and externally.

A full ARMC Report enumerating its membership and a summary of its activities during the financial year is set forth in the ARMC Report on the 2024 Annual Report.

The Board has the overall responsibility for the quality and completeness of the financial statements of the Company and the Group, both on a quarterly and full year basis, and has a duty to ensure that those financial statements are prepared based on appropriate and consistently applied accounting policies, supported by reasonably prudent judgment and estimates, in accordance with the applicable financial reporting standards.

ARMC plays a crucial role in assisting the Board to scrutinise the information to ensure the accuracy, adequacy, validity and timeliness of the financial statements.

ARMC is relied upon by the Board to, among others, provide advice on areas of reporting, external audit, internal control environment and internal audit process, review of related party transactions as well as conflict of interest situations. ARMC also undertakes to provide oversight on the risk management framework of the Group.

None of the members of ARMC/Board were a former audit partner involved in auditing of the Group. In order to uphold utmost independence, the Board has no intention to appoint any former audit partner as a member of the ARMC/Board. ARMC is empowered by the Board to review any matters concerning the appointment and re-appointment, resignations or dismissals of External Auditors and review and evaluate factors relating to the independence of the External Auditors. The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors.

The External Auditors of the Company, Messrs Crowe Malaysia PLT, have confirmed to the ARMC that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of relevant professional and regulatory requirements.

ARMC, having assessed the External Auditor's performance and suitability based on the quality of services, sufficiency of resources, communication, interaction, independence and objectivity, will recommend to the Board for the re-appointment of Messrs Crowe Malaysia PLT as External Auditors for the financial year ending 31 December 2025. In view thereof, the Board has recommended the re-appointment of the External Auditors for the approval of shareholders at the forthcoming 2nd AGM.

The Board and the Group have established a transparent and appropriate relationship with the Internal and External Auditors. Such a relationship allows the Group to seek professional advice on matters relating to compliance and corporate governance.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board acknowledges its overall responsibility in establishing a Risk Management Framework and maintaining a sound system of risk management and internal control, and reviewing its adequacy and effectiveness. The Board had delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the ARMC.

The Group's Risk Management Framework aims to integrate good risk management practices into all its business processes and operations to drive consistent, effective and accountable actions, decision making and management practices.

The internal audit function is outsourced to an independent professional firm, Augment GC Sdn Bhd ("Internal Auditors"), which is independent from the activities and operations of the Group. The Internal Auditors report directly to ARMC to ensure that issues highlighted are addressed independently, objectively and impartially without any undue influence of the Senior Management. Further details of the internal audit function are set out in the ARMC Report of the 2024 Annual Report.

Any significant issue affecting the existing risks or emerging risks as well as changes to the action plans to address the risks identified, will be discussed during the ARMC meetings and brought to the attention of the Board by the Chairman of the ARMC. Further details on the Risk Management and Internal Control of the Group are set out in the Statement on Risk Management and Internal Control of the 2024 Annual Report.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

PART I – ENGAGEMENT WITH STAKEHOLDERS

The Board is committed to provide effective communication to its shareholders and the general public regarding the business, operations and financial performance of the Group, and where necessary, information filed with regulators is in accordance with all applicable legal and regulatory requirements.

The Board values the importance of dissemination of information on major developments of the Group to the shareholders, potential investors and general public in a timely and equitable manner. Quarterly results, announcements, annual reports and circulars serve as the primary means of dissemination of information so that the shareholders are constantly kept abreast of the Group's progress and development. The Company's corporate website at www.oceanfresh.com.my serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, Board Charter and policies, announcements, news and events relating to the Group.

PART II – CONDUCT OF GENERAL MEETINGS

The Board will ensure that the general meetings of the Company are conducted in an efficient manner and serve as a mode of shareholders' communication. These include the supply of comprehensive and timely information to shareholders and encouraging active participation at the general meetings.

The AGM remains a principal forum used by the Group for communication with its shareholders. Shareholders are encouraged to ask questions regarding the resolutions being proposed at the meeting and also other matters pertaining to the business activities of the Group. The Board, Senior Management and the External Auditors will be present to answer and provide appropriate clarifications at the meeting. Shareholders are also invited to convey and share their inputs with the Board. Where applicable, the Board will also ensure that each item of special business that is included in the notice of meeting is accompanied by a full written explanation of that resolution and its effects to facilitate understanding and evaluation by the shareholders.

The notice convening the 2nd AGM of the Company to be held on 12 June 2025 will be circulated to the shareholders at least 28 days before the AGM, which gives shareholders sufficient time to go through the 2024 Annual Report and make the necessary attendance and voting decisions.

The forthcoming 2nd AGM will be conducted physically at Meeting Room, GDM 5 & 6, Mezzanine Floor, Grand DarulMakmur Hotel Kuantan, Lot 5 & 10, Lorong Gambut Off Jalan Beserah, 25300 Kuantan, Pahang Darul Makmur, Malaysia.

The minutes of the 2nd AGM will be available on the Company's corporate website at www.oceanfresh.com.my within 30 business days from the date of the 2nd AGM.

STATEMENT BY THE BOARD ON CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Company shall continue to strive for high standards of corporate governance throughout the Group, and the highest level of integrity and ethical standards in all of its business dealings.

As OFB was listed on the ACE Market of Bursa Securities on 4 July 2024, the Board will continue to enhance its focus on the Company's corporate governance practices for the financial year ending 31 December 2025. The Company has in all material aspects satisfactorily complied with the principles and practices set out in the MCCG, except for the departures set out in the Corporate Governance Report.

This CG Overview Statement together with the CG Report were approved by the Board on 21 April 2025.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Audit and Risk Management Committee (“ARMC”) was established on 1 October 2023 to assist the Board of Directors (“the Board”) in discharging its statutory duties and responsibilities which include, among others, providing additional assurance to the Board by giving an objective and independent review of financial, operational, administrative and risk controls and procedures, including establishing and maintaining internal controls, reinforce the independence of the Group’s External Auditors, evaluate the quality of the internal audit function and oversee compliance with laws and regulations together with observance of a proper code of conduct.

The ARMC is guided by its Terms of Reference, which can be accessed from the Company’s corporate website at www.oceanfresh.com.my.

COMPOSITION

The ARMC comprises of three (3) members, all of whom are Independent Non-Executive Directors, which is in compliance with the requirements of Rule 15.09 of the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and Practice 9.4 under Principle B of the Malaysian Code on Corporate Governance.

The members of the ARMC comprises the following Directors:

Name of ARMC Members	Designation	Directorate
Syed Razif Al-Idid B. Syed Sidi Al-Idid	Chairman	Independent Non-Executive Director
Ng Lai Hock	Member	Independent Non-Executive Director
Yap Lee Teng	Member	Independent Non-Executive Director

The ARMC also meets the Listing Requirements which requires that at least one member of the Committee must fulfill the financial expertise requisite of Rule 15.09(1)(c) of the Listing Requirements of Bursa Securities.

The Chairman of the Committee, Mr. Syed Razif Al-Idid Bin Syed Sidi Al-Idid, is a member of The Institute of Chartered Accountants in England and Wales (ICAEW) and the Malaysian Institute of Accountants (MIA). The ARMC members come from different professional and business backgrounds of which two (2) are members of the MIA. They are financially literate, bringing a wide range of experiences and knowledge, and are able to analyse and interpret financial statements to effectively discharge their duties. None of the members were former key audit partners of the Company’s existing External Auditors.

ATTENDANCE OF MEETINGS

The Company was listed on the ACE Market of Bursa Securities on 4 July 2024. The ARMC conducted three (3) meetings during the financial year ended 31 December 2024 ("FYE 2024"). The details of members' attendance are as follows:

Name of Committee Members	Meeting Attendance
Syed Razif Al-Idid B. Syed Sidi Al-Idid, Chairman	3 / 3
Ng Lai Hock, Member	3 / 3
Yap Lee Teng, Member	3 / 3

Ms Kee Wan Chum, the Executive Director, Mr Chong Der Woei, the Accountant and Ms Kan Swee Koh, the General Manager of Administration & Human Resources, were invited to the ARMC meetings to provide additional information and clarification on operations, financials and audit matters. Representative from the External Auditors and Internal Auditors, when necessary, were also invited to the ARMC meeting to deliberate on matters within their purview.

The ARMC has the authority to call meetings with the External Auditors, Internal Auditors, or both without the presence of executive Board members or staff, if necessary.

The Company Secretaries took minutes at each ARMC meeting and tabled them for confirmation and adoption at the subsequent ARMC meeting. They were then brought to the Board for notation. The outcome of each ARMC meeting will be reported by the ARMC Chairman to the Board.

SUMMARY OF WORKS CARRIED OUT BY THE ARMC

The summary of the activities undertaken by the ARMC during FYE 2024, amongst others, included the following:

a) Financial Reporting

- (i) Reviewed the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023 prior to the submission to the Board for their consideration and approval. The review was to ensure that the audited financial statements were drawn up in accordance with the requirements of the Companies Act 2016 and Malaysian Financial Reporting Standards ("MFRS").
- (ii) Reviewed the unaudited quarterly financial results of the Group and of the Company and the relevant announcement in relation thereto, to ensure the report complies with the Listing Requirements and MFRS, prior to the recommendation to the Board for consideration, approval and subsequent release to Bursa Securities.

b) External Audit

- (i) Reviewed, discussed and approved the Audit Planning Memorandum, covering the audit approach, materiality levels, areas of audit emphasis, provision of non-audit services, MFRS updates and any other regulating requirements applicable to the Group.

- (ii) Conducted a private session with External Auditors on 26 November 2024 to discuss any issues arising from audits without the presence of the Executive Director and Management, where the External Auditors were given the opportunity to raise any issues of concern directly to the ARMC.
- (iii) Conducted an annual performance assessment for FYE 2024 to evaluate the External Auditors, Crowe Malaysia PLT, taking into consideration their independence, performance, competence, and experience as well as provision of non-audit services and audit fees, and recommended to the Board for re-appointment as External Auditors for the financial year ending 31 December 2025 (“FYE 2025”). The External Auditors also confirmed that they are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the MIA in relation to their audit for the FYE 2024 to the ARMC.

c) Internal Audit

- (i) Prior to the appointment of the Internal Auditors, the ARMC conducted separate interviews with three shortlisted independent professional services firm. Through a comprehensive review and assessment process, the ARMC appointed Augment GC Sdn Bhd as the Internal Auditors after evaluating shortlisted firms based on their independence, performance, competence, experience, and resources. Augment GC Sdn Bhd is entrusted with assessing the adequacy and effectiveness the Group's internal control and risk management systems.
- (ii) Reviewed and approved internal audit plan for FYE 2024 and FYE 2025 presented by the Internal Auditors, which included details such as audit scope, timeline and proposed fees of the internal audit services to ensure adequacy of the scope and sufficient coverage over the activities of the Group.
- (iii) Reviewed the reports from the Internal Auditors and assessed the Internal Auditors' findings and the Management's responses and the necessary recommendations.
- (iv) Reviewed and assessed the adequacy of the scope, functions, independence, framework and methods employed and competency as well as resources of the outsourced Internal Auditors and that they have the necessary authority to carry out their work.

d) Related Party Transactions and Conflict of Interest

- (i) Reviewed the quarterly recurrent related party transactions entered into by the Company and the Group to ensure transactions with entered into were at arm's length basis and based on normal commercial terms and not more favourable to the related parties than those generally available to the public.
- (ii) Reviewed potential conflict of interest situation based on declaration submitted by Board members, and employees, along with the measures taken into mitigate the potential conflicts. No conflict of interest situations required the ARMC's attention.

e) Others

- (i) Reviewed and deliberated on the Risk Management Framework of the Group, which includes (i) the Likelihood and Impact Rating Table, (ii) Sources of Risk including Description of Risks, and (iii) Risk Matrix.

INTERNAL AUDIT FUNCTION

The Group recognises that internal audit plays a critical role in providing independent assurance on the integrity, efficiency and effectiveness of the Group's financial, operational, information systems, anti-corruption, whistle-blowing and governance processes. The internal audit function operates independently of management and reports directly to the Board through the ARMC, ensuring unbiased evaluations and recommendations to strengthen internal controls and governance.

The Group's internal audit function is outsourced to Augment GC Sdn. Bhd. ("Augment" or the "Internal Auditors"). The Internal Auditors report directly to the ARMC on the adequacy and effectiveness of the risk management and internal control systems of the Group. The outsourced internal audit function is free from any relationship or conflict of interest that could impair its objectivity and independence. The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework issued by the Institute of Internal Auditors.

The Internal Auditors also utilises the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control-Integrated Framework to evaluate the effectiveness of the internal control. Internal audit was conducted based on an approved risk-based audit plan, focusing on critical business processes, identifying control weaknesses, assessing the adequacy of controls, and providing recommendations to strengthen control environment.

a) Summary of Internal Audit works for FYE 2024

During the financial year under review, the activities undertaken by the outsourced Internal Auditors are summarised as follows:

- (i) Performed audit according to the audit plan approved by the ARMC.
- (ii) Carried out reviews in accordance with the risk-based internal audit plan review and approval of the ARMC. Details of the reviews carried out are as follows:

Name of entity audited	Audited areas
OFB Group	Procurement to Payables

Findings from the internal audit reviews conducted were discussed with the Management and subsequently presented to the ARMC together with the Management's response and proposed action plans. There are no material issues highlighted by Augment during the financial year under review.

b) Total costs incurred for FYE 2024

The total cost incurred for the outsourced internal audit function for FYE 2024 was RM16,800.

c) Review of Internal Audit Function

The ARMC and the Board were satisfied with the performance of the Internal Auditors for FYE 2024.

The ARMC is of the opinion that the internal audit function is independent and the Internal Auditors have performed their audit assignments with impartiality, proficiency and due professional care.

This ARMC Report was approved by the Board on 21 April 2025.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors (“the Board”) is pleased to provide Ocean Fresh Berhad (“OFB” or “the Company”) and its subsidiaries (“the Group”) Statement on Risk Management and Internal Control (“Statement”) which outlines the nature and scope of its risk management and internal control of the Group during the financial year ended 31 December 2024 (“FYE 2024”). This Statement has been prepared pursuant to Rule 15.26 (b) of the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Guidance Note 11 of the Listing Requirements and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers (“Guidelines”).

BOARD’S RESPONSIBILITY

The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness. The Board has delegated the responsibility for reviewing the adequacy and effectiveness of the risk management and internal control systems to the Audit and Risk Management Committee (“ARMC”).

The ARMC was established to oversee the risk management matters within the Group, the roles and responsibilities of the ARMC include amongst others, developing and recommending the Group’s risk management framework and policies, reviewing and assessing the adequacy and effectiveness of the risk management structure, approved risk policies and processes.

Due to inherent limitations in any risk management and internal control system, implemented by the Management is designed to manage rather than eliminate risks that may impede the achievement of the Group’s business objectives. Therefore, the risk management and internal control system can only provide reasonable but not absolute assurance against material misstatement or loss.

The Management is responsible for implementing the Group’s policies and procedures on risk management and internal control to identify, evaluate, measure, monitor and report risks as well as deficiencies and non-compliance with internal controls.

KEY FEATURES OF THE GROUP’S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

1. RISK MANAGEMENT

The Board regards the management of risks as an integral aspect of the daily operations of the Group. The Group had established a Risk Management Framework to integrate good risk management practices into all its business processes and operations to drive consistent, effective and accountable actions, decision making and management practices.

The Executive Directors and Management are responsible for leading operations and implementing strategies to achieve the objectives set for each subsidiary. Furthermore, the Management is tasked with recognising any emerging or changing risks, taking appropriate actions, and promptly notifying the Board. In fulfilling these duties, the management ensures that employees adhere to OFB's Standard Operating Procedures ("SOP") and escalates any risk-related issues to the ARMC for further attention.

As part of their responsibilities, the Management evaluates and deliberates on the Group's major risks annually. For the FYE2024, the Risk Profile Report highlights the Group's major key risks such as logistics and transportation challenges, as well as threats posed by new entrants and substitute products. The finalised report is submitted to the ARMC as part of the Group's annual review process.

The ARMC discussed and reviewed the Risk Profile Report and deliberate on the major risks affecting the Group. Risk profiles, control procedures and status of action plans were presented and deliberated in the ARMC meetings. The recommendation and deliberations by the ARMC are minuted in the Minutes of the ARMC meetings and tabled to the Board for notation, if any.

The abovementioned risk management practices of the Group serve as the on-going process used to identify, evaluate and manage significant risks of the Group. Such risk management process has been in place for the financial year under review and up to the date of this Statement.

2. INTERNAL AUDIT FUNCTION

The Board, in its efforts to ensure an adequate and effective system of internal control, outsourced its internal audit function to Augment GC Sdn Bhd ("Augment" or "the Internal Auditors"), an independent consulting firm to assist the ARMC in undertaking independent reviews on the effectiveness and adequacy of the internal controls system and to address the weaknesses identified, if any. The Internal Auditors operates independently providing objective assurance and report directly to the ARMC during the ARMC meeting to support the Board's oversight responsibilities.

The ARMC is chaired by an Independent Non-Executive Director, and its members comprise solely Independent Non-Executive Directors. The Internal Auditors are free from any relationships or conflicts of interest, which could impair the objectivity and independence of the internal audit function. The Internal Auditors do not have any direct operational responsibility or authority over any of the activities audited. The ARMC is of the opinion that the outsourced internal audit function is effective and able to function independently.

During the financial year under review, Augment had conducted one audit in accordance to the approved risk-based internal audit plan by ARMC, which is outlined below:

Audit Period	Reporting Month	Audited Areas
1 October 2023 to 30 September 2024	November 2024	Procurement to Payable

Findings from the internal audit review conducted were discussed with the Management and subsequently presented together with the Management's response and proposed action plans, to the ARMC for their review and approval.

Notwithstanding the above, although several internal control deficiencies were identified during the internal audit reviews, none of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this Annual Report.

Further details of the Internal Audit Function are set out in the ARMC Report of the 2024 Annual Report.

3. KEY ELEMENTS OF INTERNAL CONTROL

The other key elements of the Group's internal control systems are as follows:

- **The Board and ARMC**

The Board and the ARMC meet at least four (4) times annually, with additional meetings to be convened whenever necessary to ensure that the Directors maintain full and effective control of all significant and operational issues.

- **Organisation Structure and Authorisation Procedures**

The Group has a formally defined organisation structure that sets out lines of accountability. The delegation of authority is documented and sets out the decisions that need to be taken and the appropriate authority levels of management, including matters that require the Board's approval. Key financial and procurement matters of the Group required authorisation from the relevant level of management.

- **Information and Communication**

Information critical to the achievement of the Group's business objectives is communicated through established reporting lines across the Group. This is to ensure that matters that require the Board and Senior Management's attention are highlighted for review, deliberation and decision on a timely basis.

- **Monitoring and Review**

Management accounts containing key financial results and operational performance are presented to the Management for monitoring and review. The quarterly financial statements are presented to the Board for their review, consideration and approval.

- **Anti-Bribery and Anti-Corruption Policy**

The Group has adopted an Anti-Bribery and Anti-Corruption Policy to ensure that proper safeguards exist to mitigate the risks of corruption and to prevent contravention of any requirement under Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018. The Anti-Bribery and Corruption Policy is applicable to all Directors and employees of the Group and any third parties associated with the Group. This represents the Group's effort to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group.

• Whistleblowing Policy

The Group has established a Whistleblowing Policy to allow its employees to have a channel to report and disclose any non-compliance or illegal activities within the Group. The policy is made available on the Company's website.

ASSURANCE FROM THE MANAGEMENT

The Board has received assurance from the Executive Directors and Accountant, representing the Management, that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

REVIEW OF THE STATEMENT BY THE EXTERNAL AUDITORS

As required by Rule 15.23 of the Listing Requirements of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in this Annual Report. Their reviews were performed in accordance with Audit and Assurance Practice Guide 3 (AAPG3): Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants. Based on their reviews, nothing has come to their attention that causes them to believe that this Statement is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Guidelines to be set out, nor is factually inaccurate.

AAPG 3 does not require the External Auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board and Management thereon. The external auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the Annual Report will, in fact, remedy the problems.

CONCLUSION

The Board is of the view that the risk management and internal control systems are functioning satisfactorily throughout the financial year under review up to the date of this Statement and have not resulted in any material losses, contingencies or uncertainties that would require separate disclosure in the Group's annual report. Nevertheless, the Board shall continue to take the appropriate and necessary measures to improve the Group's risk management and internal control systems in meeting the Group's corporate objectives.

This statement was approved by the Board on 21 April 2025.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

The Company was listed on the ACE Market of Bursa Securities on 4 July 2024 in conjunction with its Initial Public Offering (“IPO”), where the Company undertook, amongst others, a public issue of 50,050,000 new ordinary shares in the Company at an issue price of RM0.28 per share, raising gross proceeds of RM14.01 million.

The details of utilisation of the said proceeds raised from the IPO amounting to RM14.01 million as at 28 March 2025 were as follows:

Details of utilisation	Proposed utilisation RM'000	Actual utilisation RM'000	Balance RM'000	Estimated timeframe for utilisation from the date of Listing
Capital expenditure for a new cold storage facility	8,000	89	7,911*	Within 24 months
Working capital requirements	2,514	2,514	-	Within 24 months
Estimated listing expenses	3,500	3,500	-	Immediate
Total	14,014	6,103	7,911*	

Note:

* Pending deployment of the proceeds raised from the IPO, funds will be placed in short-term investments accounts.

2. AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees paid/payable to the External Auditors by the Group and the Company for the financial year ended 31 December 2024 (“FYE 2024”) are as follows: -

	The Group	The Company
	RM	RM
Audit fee	90,000	25,000
Non-Audit fee*	105,000	105,000

Note:

*Non-audit fees comprise the fees for acting as Reporting Accountants pursuant to the Company’s listing exercise and the review of Statement on Risk Management and Internal Control.

3. MATERIAL CONTRACTS INVOLVING DIRECTORS’ AND MAJOR SHAREHOLDERS’ INTERESTS

There were no material contracts entered into by the Company and/or its subsidiaries involving Directors’ and/or major shareholders’ interest which were still subsisting as at the end of FYE 2024 or which were entered into since the end of the previous financial year except as disclosed in the financial statements.

4. RECURRENT RELATED PARTY TRANSACTIONS (“RRPT”)

Save for the RRPT as disclosed in Note 33 to the financial statements, there were no other transactions entered into with the related parties during FYE 2024.

The Company will be seeking its first shareholder’s mandate for the RRPTs, following its listing on 4 July 2024, at its forthcoming Annual General Meeting to be held on 12 June 2025. The details of the proposed shareholders’ mandate for the RRPTs are set out in the Circular to Shareholders dated 30 April 2025, which is available on Bursa Securities’ website and the Company’s website.

5. EMPLOYEE SHARE SCHEME

The Company did not establish any employee share scheme and does not have any subsisting employee share scheme during FYE 2024.

Statement on Directors' Responsibility in Relation to the Audited Financial Statements

The Directors are required by the Companies Act 2016 ("the Act") to prepare financial statements for each financial year which give a true and fair view of the financial position of the Group and of the Company, and their financial performance and cash flows for the financial year.

In preparing the financial statements for the financial year ended 31 December 2024, the Directors have:

- (i) adopted and consistently applied the appropriate accounting policies;
- (ii) made judgements and estimates that are reasonable and prudent;
- (iii) ensured that the applicable approved accounting standards in Malaysia and the requirements of the Act are complied with; and
- (iv) ensured the financial statements have been prepared on a going concern basis.

The Directors are responsible for ensuring that the Group and the Company maintain proper accounting records which disclose, with reasonable accuracy, the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the Act, Malaysian Financial Reporting Standards, International Financial Reporting Standards and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Directors have also taken the necessary steps to ensure that appropriate systems are in place for safeguarding the assets of the Group and the Company for the prevention and detection of fraud and other irregularities. The systems, by their nature, can only provide reasonable and not absolute assurance against material misstatements, loss or fraud.

The Statement was approved by the Board of Directors on 21 April 2025.