

# NOTICE OF (“3<sup>RD</sup> AGM”) ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Third Annual General Meeting (“3<sup>rd</sup> AGM”) of OCEAN FRESH BERHAD (“OFB” or “the Company”) will be held at OFB’s Head Office, Lot 19896, Kampung Baru Peramu, 26060 Kuantan Pahang Darul Makmur, Malaysia on Friday, 12 June 2026 at 10:30 a.m. or at any adjournment thereof, to transact the following businesses:

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors’ fees and benefits up to an aggregate amount of RM350,000.00 payable to the Non-Executive Directors (“NEDs”) for the period from 13 June 2026 until the date of the next Annual General Meeting (“AGM”) of the Company to be held in 2027, to be paid monthly in arrears after each month of completed service of the NEDs. *Ordinary Resolution 1 (Please refer to Explanatory Note 2)*
3. To re-elect the following Directors who retire by rotation pursuant to Clause 112 of the Company’s Constitution and being eligible, have offered themselves for re-election:
  - (i) Dato’ Sri Chia Hooi Huak *Ordinary Resolution 2*
  - (ii) Ms Kee Wan Chum *Ordinary Resolution 3*
  - (iii) En. Syed Razif Al-Idid B. Syed Sidi Al-Idid *Ordinary Resolution 4 (Please refer to Explanatory Note 3)*
4. To re-appoint Messrs UHY Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

### AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:

5. **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 6 (Please refer to Explanatory Note 4)*

“THAT subject always to the Constitution of the Company, the Companies Act 2016 (“Act”), the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.”

## NOTICE OF (“3<sup>RD</sup> AGM”) ANNUAL GENERAL MEETING (Cont’d)

6. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”)**

*Ordinary Resolution 7  
(Please refer to  
Explanatory Note 5)*

“THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities for the Company and/or its subsidiaries (“**the Group**”) to enter into any of the transactions falling within the types of the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group (“**RRPTs**”), as set out in Section 2.4 (a) of the circular to shareholders of the Company dated 30 April 2026 (“**Circular**”), with any party who is described as a related party in the Circular, provided that such transactions are carried out in the normal course of business, on arm’s length basis, at transactions prices and terms not more favourable to the related parties involved than those generally available to the public and which will not be to the detriment of the minority shareholders of the Company.

THAT authority shall continue to be in force until:

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

whichever is earlier.

7. **PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)**

*Ordinary Resolution 8  
(Please refer to  
Explanatory Note 5)*

“THAT authority be and is hereby given in line with Rule 10.09 of the Listing Requirements of Bursa Securities, for the Group to enter into new transactions falling within the type of RRPT, as set out in Section 2.4 (b) of the Circular, with any party who is described as a related party in the Circular, provided that such transactions are carried out in the normal course of business, on arm’s length basis, at transactions prices and terms which are not more favourable to the related parties involved than those generally available to the public and which will not be to the detriment of the minority shareholders of the Company.

THAT authority shall continue to be in force until:

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

whichever is earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 8.”

8. To transact any other business of which due notice shall have been given in accordance with the Act.

## NOTICE OF (“3<sup>RD</sup> AGM”) ANNUAL GENERAL MEETING (Cont’d)

By order of the Board

**KHOO MING SIANG (MAICSA 7034037)**  
**(SSM PC No.: 202208000150)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
30 April 2026

**Notes:**

- (a) A member who is entitled to attend, participate, speak and vote at the 3<sup>rd</sup> AGM shall be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the 3<sup>rd</sup> AGM in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (b) For the purpose of determining a member who shall be entitled to attend the 3<sup>rd</sup> AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 77(b) of the Company’s Constitution to issue a General Meeting Record of Depositors as at 5 June 2026. Only members whose names appear in the General Meeting Record of Depositors as at 5 June 2026 shall be regarded as members and entitled to attend, participate, speak and vote at the 3<sup>rd</sup> AGM.
- (c) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the 3<sup>rd</sup> AGM shall have the same rights as the member to speak at the 3<sup>rd</sup> AGM. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (f) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in one (1) securities account (“**omnibus account**”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (g) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- (h) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (i) Last date and time for lodging the proxy form is Wednesday, 10 June 2026 at 10.30 a.m.
- (j) To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 3<sup>rd</sup> AGM or at any adjournment thereof at which the person named in the appointment proposes to vote.
- (k) Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of the 3<sup>rd</sup> AGM will be put to vote by poll.

## NOTICE OF (“3<sup>RD</sup> AGM”) ANNUAL GENERAL MEETING (Cont’d)

### EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

#### 1. Agenda 1 – Audited Financial Statements for the financial year ended 31 December 2025

The Audited Financial Statements for the financial year ended 31 December 2025 are laid in accordance with Section 340(1) of the Act for discussion only. They do not require a formal approval of the shareholders and hence, will not be put forward for voting.

#### 2. Ordinary Resolution 1 – Directors’ Fees and Benefits

Pursuant to Section 230(1) of the Act, the Directors’ fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting.

The current structure of Directors’ fees has been reviewed by the Remuneration Committee. The Board has endorsed the Remuneration Committee’s recommendation to seek for the shareholders’ approval for the payment of Directors’ fees and benefits up to aggregate amount of RM350,000.00 payable to the NEDs for the period from 13 June 2026 until the date of the next AGM in year 2027, to be paid monthly in arrears after each month of completed service of the NEDs.

The proposed NEDs’ fees and benefits are calculated based on the current Board size. In the event the proposed amount is insufficient due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

The Ordinary Resolution 1, if passed, will allow the Company to make the payment to the NEDs on a monthly basis. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

#### 3. Ordinary Resolutions 2, 3 and 4 – Re-election of Retiring Directors

Clause 112 of the Company’s Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at each AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Dato’ Sri Chia Hooi Huak, Ms Kee Wan Chum and En. Syed Razif Al-Idid B. Syed Sidi Al-Idid (“**Retiring Directors**”) are due for retirement by rotation and they have offered themselves for re-election at the 3<sup>rd</sup> AGM.

The Board has endorsed the Nomination Committee’s recommendation to seek for the shareholders’ approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board’s effectiveness and value. The Retiring Directors have abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board meetings and they will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at the 3<sup>rd</sup> AGM of the Company.

The details and profiles of the Retiring Directors are provided in the Directors’ Profile of the Company’s 2025 Annual Report.

#### 4. Ordinary Resolution 6 – Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

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

## NOTICE OF (“3<sup>RD</sup> AGM”) ANNUAL GENERAL MEETING (Cont’d)

### EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS (CONT’D)

**4. Ordinary Resolution 6 – Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Act (Cont’d)**

The General Mandate, if passed, will provide flexibility and expediency to the Company for any possible fund-raising activities including but not limited to further placing of shares, to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or to finance the day-to-day operational expenses, working capital requirements, repayment of borrowings or debt settlement/repayment.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Second AGM held on 12 June 2025, which will lapse at the conclusion of the 3<sup>rd</sup> AGM.

**5. Ordinary Resolutions 7 and 8 – Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading in Nature.**

The Ordinary Resolutions 7 and 8, if passed, will give the mandate for the Group to enter into recurrent related party transactions of a revenue and/or trading nature pursuant to Rule 10.09 of the Ace Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular for more information.

**Personal data privacy:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.*

This page has been intentionally left blank



**OCEAN FRESH BERHAD**  
**Registration No. 202301019041 (1512963-A)**  
**(Incorporated in Malaysia)**

**FORM OF PROXY**

No. of Shares held	
CDS Account No.	

I/We\* \_\_\_\_\_ NRIC/Passport/Registration No. \_\_\_\_\_  
 (Full name in block)

of \_\_\_\_\_  
 (Address)

with email address \_\_\_\_\_ mobile phone no. \_\_\_\_\_

being a member/members\* of **OCEAN FRESH BERHAD** (“**OFB**” or “**the Company**”) hereby appoint(s):

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Email Address:			
Mobile Phone No.:			

and/or

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Email Address:			
Mobile Phone No.:			

or failing him/her\* the Chairperson of the Meeting as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Third Annual General Meeting of the Company (“**3<sup>rd</sup> AGM**” or “**the Meeting**”) to be held at OFB’s Head Office, Lot 19896, Kampung Baru Peramu, 26060 Kuantan Pahang Darul Makmur, Malaysia. on Friday, 12 June 2026 at 10:30 a.m. or at any adjournment thereof.

Please indicate with an “X” in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her\* discretion.

No.	Ordinary Resolutions	For	Against
1.	To approve the payment of Directors’ fees and benefits up to an aggregate amount of RM350,000.00 payable to the Non-Executive Directors for the period from 13 June 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027, to be paid monthly in arrears after each month of completed service of the Directors.		
2.	To re-elect Dato’ Sri Chia Hooi Huak as a Director of the Company.		
3.	To re-elect Ms Kee Wan Chum as a Director of the Company.		
4.	To re-elect En. Syed Razif Al-Idid B. Syed Sidi Al-Idid as a Director of the Company.		
5.	To re-appoint Messrs UHY Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
6.	To approve the authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
7.	To approve the Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
8.	To approve the Proposed New Shareholders’ Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature.		

\* **delete whichever not applicable**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026

\_\_\_\_\_  
 Signature of Member(s) / Common Seal



**Notes:**

- (a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid
- (b) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 5 June 2026. Only members whose names appear in the General Meeting Record of Depositors as at 5 June 2026 shall be regarded as members and entitled to attend, participate, speak and vote at the Meeting.
- (c) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (f) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple Beneficial Owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (g) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- (h) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (i) Last date and time for lodging the proxy form is Wednesday, 10 June 2026 at 10.30 a.m.
- (j) To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof at which the person named in the appointment proposes to vote.
- (k) Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of the Meeting will be put to vote by poll.

*Personal data privacy:*

*By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of 3rd AGM dated 30 April 2026.*

1st Fold Here

---

AFFIX  
STAMP

The Share Registrar of  
**OCEAN FRESH BERHAD**

**Securities Services (Holdings) Sdn. Bhd.**  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur  
Malaysia

2nd Fold Here

---