



AGMO HOLDINGS BERHAD
(Registration No. 201701000550 (1214700-W))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting (“2nd AGM”) of the Company will be conducted virtually through live streaming and Remote Participation and Voting (“RPV”) Facilities from the broadcast venue at Level 43A, MYEG Tower, Empire City, No.8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 5 September 2023 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who are retiring by rotation pursuant to Clause 130.1 of the Company’s Constitution and who being eligible, has offered themselves for re-election:
 - Dato’ Low Hann Yong
 - Tan Aik Keong
- To approve the payment of Directors’ fees and other benefits amounting to RM120,000 to the Directors of the Company from conclusion of the 2nd AGM up to the conclusion of the 3rd AGM.
- To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

**Please refer to
Explanatory Note**

**Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3**

Ordinary Resolution 4

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 5

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 75.1 of the Company’s Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company.”

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

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 /SSM PC NO. 202208000250)
Company Secretary

W.P. Kuala Lumpur
Dated : 31 July 2023

Notes:-

- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) who is entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak (in the form of real-time submission of typed texts) and vote at the Meeting shall have the same rights as the members to speak at the Meeting.
- 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.
- 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 security account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- The instrument appointing a proxy shall be made via hardcopy and must be deposited it at the Share Registrar’s Office, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Khay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting (no later than Sunday, 3 September 2023 at 10.00 a.m.) or at any adjourned meeting at which the person named in the appointment proposes to vote. Alternatively, individual shareholders may choose to submit the electronic Proxy Form (“e-Proxy Form”) using RPV facilities via Vote2U at <https://web.vote2u.my> no later than Sunday, 3 September 2023 at 10.00 a.m. or at any adjournment of the virtual meeting. Please refer to the Administrative Guide for Shareholders for the procedures to submit the Proxy Form/e-Proxy Form.
- 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. to issue a General Meeting Record of Depositors as at 28 August 2023. Only members whose names appear in the General Meeting Record of Depositors as at 28 August 2023 shall be entitled to attend, participate, speak and vote at the Meeting.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), all resolutions set out in this Notice of the Meeting will be put to vote by way of poll.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at this meeting, 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, 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.

Mode of Communication:

Prior to the 2nd AGM, shareholders may submit questions to the Board of Directors at ir@agmostudio.com latest by Sunday, 3 September 2023 and the response will be broadcasted during the virtual meeting. During the 2nd AGM, shareholders may submit questions by clicking on “Ask Question” on the RPV facilities while participating in the virtual meeting.

Explanatory Notes:

Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 March 2023

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

Ordinary Resolutions 1 & 2: Re-election of Directors who retire pursuant to Clause 130.1 of the Company’s Constitution

Clause 130.1 of the Constitution of the Company provides as follows:

“130.1 An election of Directors shall take place each year. At each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to one-third, shall retire from office PROVIDED ALWAYS that all Directors including Managing Director and Executive Directors shall retire from office once at least in each 3 years as required by the Listing Requirements but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.”

The following Directors who are standing for re-election as Directors of the Company pursuant to Clause 130.1 of the Company’s Constitution at the 2nd AGM of the Company and being eligible, have offered themselves for re-election in accordance with the Company’s Constitution:-

- Dato’ Low Hann Yong
- Tan Aik Keong

(collectively referred to as “Retiring Directors”)

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Ordinary Resolution 5 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 5, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 75.1 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

“85. Pre-emptive rights to new shares

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

Clause 75.1 of the Constitution of the Company provides as follows:

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

The proposed Ordinary Resolution 5, if passed, will exclude the pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.



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(Registration No. 201701000550 (1214700-W))
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ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

Second Annual General Meeting (“2nd AGM”)

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
Tuesday, 5 September 2023	10.00 a.m.	2 nd AGM will be held virtually through live streaming and Remote Participation and Voting (“RPV”) Facilities from the broadcast venue at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan or at any adjournment thereof.

MODE OF MEETING

All shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using Remote Participation and Voting (“**RPV**”) Facilities, the details of which are set out below.

RPV Facilities

1. The AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the AGM, you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Section 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors (“**Board**”)) and vote at the AGM.

2. If a shareholder is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Facilities at the AGM, please ensure the duly executed form of proxy or the original certificate of appointment of its corporate representative are submitted to Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Khay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not later than Sunday, 3 September 2023 at 10.00 a.m.
4. The procedures for the RPV in respect of the live streaming and remote voting at the AGM are as follows:

BEFORE MEETING DAY

A. Registration		
Description		Procedure
i.	Shareholders to Register with Vote2U ➤ Individual Shareholders only	<ul style="list-style-type: none"> Access website at https://web.vote2u.my. Select "Sign Up" to sign up as user. Read and indicate your acceptance of the 'Privacy Policy' and 'Terms & Conditions' by clicking on a small box <input type="checkbox"/>. Then select "Next". Fill-in your details (note: (i) ensure your email address is valid & (ii) create your own password). Then select "Continue". Upload a clear softcopy of your identification card (MyKAD) (front only) (for Malaysian) or passport (for non-Malaysian). Click "Submit" to complete the registration. Your registration will be verified and an email notification will be sent to you. <p><u>Note:</u> If you have already registered as a user with Vote2U previously, you are not required to register again.</p>
B. Registration of Proxy		
Description		Procedure
i	Electronic Lodgement of Proxy Form (e-Proxy Form) ➤ Individual Shareholders only	<ul style="list-style-type: none"> Individual shareholders log in to Vote2U with your email address and password that you have registered with Vote2U. Click "Register Proxy Now" for e-Proxy registration. Select the general meeting event that you wish to attend. Select/ add your Central Depository System ("CDS") account number and number of shares. Select "Appoint Proxy". Fill in the details of your proxy(ies) – ensure email address(es) of the proxy(ies) is/are valid. Indicate your voting instruction should you prefer to do so. Thereafter, select "Submit". Your submission will be verified. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U. <p><u>Note:</u> You need to register as a shareholder before you can register a proxy and submit the e-Proxy form. Please refer above 'A: Registration' to register as shareholder.</p>
ii.	Submit Proxy Form (hard copy) ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	<ul style="list-style-type: none"> Fill in the details on the hard copy Proxy Form by providing the following information: <ul style="list-style-type: none"> Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> Name MyKAD number (for Malaysian) or passport number (for non-Malaysian) Address and email address – ensure email address is valid Corporate Representative only – deposit the hard copy Proxy Form together with the following document to the address as stated on the Proxy Form: <ul style="list-style-type: none"> A copy of Certificate of Appointment as corporate representative Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form. The submitted Proxy Form will be verified. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

C. Revocation of Proxy		
Description		Procedure
i.	Revoke a Proxy Electronically ➤ Individual Shareholders only	<ul style="list-style-type: none"> Log in to Vote2U using your registered email address and password. Select general meeting event that you wish to attend. Scroll down and select “Revoke a Proxy” <p><i>Note:</i> Only applicable to individual shareholders who have appointed proxy(ies) through e-Proxy form.</p>
ii.	Revoke a Proxy ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	<ul style="list-style-type: none"> Email to Agmo Digital Solutions Sdn. Bhd. (“Poll Administrator”) at vote2u@agmostudio.com to revoke the appointment of your proxy(ies). <p><i>Note:</i> Applicable to individual shareholders/ corporate shareholders/ authorised nominee/ exempt authorised nominee who have appointed proxy(ies)/ corporate representative using hard copy Proxy Form.</p>

ON GENERAL MEETING DAY

- Log in to <https://web.vote2u.my> with your registered email address and password.

For proxy(ies) and corporate representative, log in with the temporary credentials provided in the email which you have received from Vote2U.

- Vote2U will be opened for log in one (1) hour before the commencement of the general meeting you are attending.
- When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

Description		Procedure
i.	Live Streaming	<ul style="list-style-type: none"> Select “Watch Live” button to view the live streaming.
ii.	Ask Question (real-time)	<ul style="list-style-type: none"> Select “Ask Question” button to pose a question. Type in your question and select “Submit”. <p><i>Note:</i> The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting.</p>
ii.	Remote Voting	<ul style="list-style-type: none"> On the main page, scroll down and select “Confirm Details & Start Voting”. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “Next” to continue voting for all resolutions. After you have completed voting, a Voting Summary page will appear to show all the resolutions with your voting choices. Select “Confirm” to submit your vote. <p><i>Note:</i> Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</p>
iii.	View Voting Results	<ul style="list-style-type: none"> On the main page, scroll down and select “View Voting Results”.
iv.	End of RPV	<ul style="list-style-type: none"> Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the live streaming will end. You may log out from Vote2U.

Poll Voting

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator to conduct the poll by way of electronic means and Aegis Communication Sdn. Bhd. as the Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at www.bursamalaysia.com.

No Recording or Photography

Strictly NO recording or photography of the proceedings of the AGM is allowed.

E-Voucher

All shareholders are entitled to receive e-vouchers as long as their names appear in the Record of Depositors ("ROD") as at 28 August 2023. Please download and complete the form at <https://bit.ly/agmoagmvoucher> and submit it to us and the e-vouchers shall be emailed to you after the meeting.

Please note that, save and except for the e-vouchers as mentioned above, there will be NO other gifts and food vouchers for shareholders, proxies and corporate representatives.

Enquiry

- a. For enquiries relating to the general meeting, please contact our Share Registrar during office hours (8:30 a.m. to 5:30 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 03-7890 4700
Email : bsr.helpdesk@boardroomlimited.com

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connection to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (8:30 a.m. to 5:30 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 03-7664 8521/ 03-7664 8520
Email : vote2u@agmostudio.com