



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of **AGMO HOLDINGS BERHAD** (“**Agmo**” or 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 12.00 p.m. or immediately following the conclusion or adjournment of the Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is earlier for the following purposes:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS” OR “SCHEME”) INVOLVING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF AGMO HOLDINGS BERHAD (“AGMO”) (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF AGMO AND ITS SUBSIDIARIES (“AGMO GROUP” OR “GROUP”) (“PROPOSED ESOS”)

“**THAT** subject to the approvals of all relevant authorities / parties, where relevant / required being obtained, approval is given to the Board of Directors (“**Board**”) to undertake the proposed establishment of an ESOS involving up to 30% of the total number of issued shares of Agmo (excluding treasury shares, if any) to enable the granting of new ordinary shares in Agmo (“**Agmo Shares**”) at any point in time to the eligible directors and employees of Agmo Group in accordance with the by-laws governing the ESOS (“**By-laws**”) as set out in Appendix II of the Circular to shareholders dated 14 August 2023, and to adopt and approve the By-laws and to do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board be and is hereby authorised to issue and allot from time to time such number of new Agmo Shares as may be required pursuant to the exercise of the options under the Proposed ESOS (“**ESOS Options**”), provided that the aggregate number of new Shares to be issued and allotted and / or transferred shall not exceed 30% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and such new Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued shares of the Company, except that the new Shares so issued and allotted SHALL not be entitled to any dividends, rights, allotments and / or other forms of distribution, for which the entitlement date is prior to the date of allotment and issuance of such new Shares;

THAT, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 75.1 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be first offered the new Agmo Shares, which rank equally to the existing issued shares of the Company, arising from the Proposed ESOS;

THAT, the Board be exempted from the obligation to first offer such new Agmo Shares to the existing shareholders of the Company in respect of the issuance and allotment of the new Agmo Shares pursuant to the Proposed ESOS;

THAT the Board be and is hereby authorised to extend the duration of the ESOS, provided always that such extension of the ESOS made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-laws;

AND THAT the Board be and is hereby authorised to add, modify and / or amend the Proposed ESOS, By-laws and all rules, regulations and administration relating to the Proposed ESOS and / or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed ESOS, provided that such additions, modifications and / or amendments are effected and permitted in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTIONS 2 TO 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO DIRECTORS

“**THAT** subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board at any time and from time to time during the duration of the Proposed ESOS, to offer and grant options to each of the directors and persons connected with them as named therein below:

- | | |
|--------------------------------|-----------------------|
| i) Dato’ Low Hann Yong | Ordinary Resolution 2 |
| ii) Tan Aik Keong | Ordinary Resolution 3 |
| iii) Low Kang Wen | Ordinary Resolution 4 |
| iv) Dr. Lau Cher Han | Ordinary Resolution 5 |
| v) Datin Yap Shin Siang | Ordinary Resolution 6 |
| vi) Mohd Fairuz bin Mohd Azrul | Ordinary Resolution 7 |

to subscribe for such number of Shares to be issued under the Proposed ESOS subject always to the following provisions:

- (a) the aggregate number of Agmo Shares which may be made available under the Proposed ESOS shall not in aggregate exceed 30% of the total number of issued Agmo Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS;
- (b) not more than **ten percent (10%)** of the total number of Shares to be issued under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds **twenty percent (20%)** or more of the total number of issued Agmo Shares (excluding treasury shares, if any);
- (c) not more than **twenty percent (20%)** of the total ESOS Options available under the Proposed ESOS shall be allocated, in aggregate, to the directors and senior management of the Group who are Eligible Persons;
- (d) not more than **zero point five percent (0.5%)** of the total ESOS Options available under the Proposed ESOS shall be allocated to each non-executive director who are Eligible Persons;
- (e) the directors and the senior management of the Group who are Eligible Persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any; and
- (f) subject always to such terms and conditions and / or any adjustments which may be made in accordance with the provisions of the By-laws of the Proposed ESOS, the ACE Market Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities, or any other relevant authorities as amended from time to time;

AND THAT the Board be further authorised to allot, issue and / or transfer such number of new Shares arising from the exercise of the ESOS Options that may be granted to him / her under the Proposed ESOS.”

BY ORDER OF THE BOARD
AGMO HOLDINGS BERHAD

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

Company Secretary

W.P. Kuala Lumpur
14 August 2023

Notes:

- i) 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.
- ii) 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.
- iii) 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.
- iv) 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.
- v) 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.
- vi) The instrument appointing a proxy shall be made via hardcopy and must be deposited 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 12.00 p.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 12.00 p.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.

vii) 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.

viii) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities (“Listing Requirements”), all resolutions set out in this Notice of the Meeting will be put to vote by way of poll.



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

Extraordinary General Meeting (“EGM”)

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
Tuesday, 5 September 2023	12.00 p.m. or immediately following the conclusion or adjournment of the Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is earlier.	EGM 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 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 EGM will have to register to attend remotely by using RPV Facilities, the details of which are set out below.

RPV Facilities

1. The EGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the EGM, 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 EGM.

2. If a shareholder is unable to attend the EGM, 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 EGM, 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 12.00 p.m.
4. The procedures for the RPV in respect of the live streaming and remote voting at the EGM 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 EGM will be conducted by poll in accordance with Rule 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 EGM and on Bursa Malaysia website at www.bursamalaysia.com.

No Recording or Photography

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

No E-Voucher

There will be no e-Voucher for shareholders, proxies and corporate representatives who participate in the meeting.

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