

AGMO HOLDINGS BERHAD

Type	Announcement
Subject	Transactions (Chapter 10 of Listing Requirements) Related Party Transactions
Description	AGMO HOLDINGS BERHAD (“AGMO” OR THE “COMPANY”)

PROVISION OF SOFTWARE APPLICATION DEVELOPMENT SERVICES TO YYC GST CONSULTANTS SDN. BHD. BY AGMO STUDIO SDN. BHD., A WHOLLY OWNED SUBSIDIARY OF THE COMPANY

1. INTRODUCTION

Pursuant to Rule 10.08(1) of the ACE Market Listing Requirements (“**AMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Board of Directors of AGMO wishes to announce that Agmo Studio Sdn. Bhd. (“**Agmo Studio**”), a wholly owned subsidiary of the Company, had on 29 October 2024 entered into three separate Software Application Development Agreements (collectively “**the Agreements**” and individually “**the Agreement**”) with YYC GST Consultants Sdn. Bhd. (“**YYC**”) to provide software application development services (“**Transactions**”).

(Agmo Studio and YYC shall hereinafter be collectively referred to as “**Parties**” and individually as “**Party**”).

2. INFORMATION OF THE PARTIES

2.1 Agmo Studio

Agmo Studio was incorporated on 11 January 2012 as a private company limited by shares with its registered address at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200, Kuala Lumpur, Wilayah Persekutuan. The principal activity of Agmo Studio is provision of digital solutions and application development services.

The Directors of Agmo Studio are Tan Aik Keong and Low Kang Wen, who are the directors and substantial shareholders of AGMO.

2.2 YYC

YYC was incorporated on 6 December 2013 as a private company limited by shares with its registered address at Mezzanine Floor, No. 32 & 34, Lorong Thambi Dua, Off Jalan Brunei Kuala Lumpur, 55100 Wilayah Persekutuan. The principal activity of YYC is to offer services that include accounting, taxation, audit, business advisory, and corporate advisory services to businesses.

The Directors of YYC are Yap Zhi Chau and Datin Yap Shin Siang. YYC’s major shareholder and director, Datin Yap Shin Siang (“**Interested Director**”), is also a director of the Company.

3. SALIENT TERMS OF THE AGREEMENTS

- YYC engaged Agmo Studio to design, develop and maintain YYC’s software applications (“**Applications**”).
- The Agreements shall become effective upon the execution of respective Agreement and unless otherwise terminated in accordance with the provisions of the Agreements, will continue until the projects as stipulated in the Agreements have been completed.

4. BASIS OF ARRIVING AT THE TOTAL CONTRACT VALUE

The total contract value of the software application development services is RM535,930.00, which was charged based on man-day rate within the range of rates the Company and its subsidiaries (“the Group”) normally charges its customers.

5. RATIONALE OF THE TRANSACTIONS

The Transactions are in the ordinary course of business of the Group and are undertaken on an arm’s length basis, based on normal commercial terms which are not more favourable than those generally offered to other customers.

6. PROSPECTS

The Transactions are expected to contribute positively to the Group’s earnings and net assets per share for the financial year ending 31 March 2025.

7. RISKS FACTORS

AGMO does not foresee any exceptional risk other than the normal operational risks associated with the Agreements.

8. FINANCIAL EFFECTS OF THE TRANSACTIONS

The Transactions will not have any effect on the Company’s gearing, share capital and substantial shareholders’ shareholdings.

9. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED TO THEM

Save as disclosed above, none of the Directors, major shareholders and/or persons connected to them have any interest, whether direct or indirect, in the Transactions.

10. STATEMENT BY THE AUDIT & RISK MANAGEMENT COMMITTEE (“ARMC”) AND BOARD OF DIRECTORS (“BOARD”)

The ARMC and Board of the Company (save for the Interested Director), having considered all aspects of the Transactions, are in the opinion that the Transactions are:-

- (i) fair, reasonable and on normal commercial terms;
- (ii) in the best interest of the Group; and
- (iii) not detrimental to the interest of the minority shareholders.

11. APPROVAL REQUIRED

The Transactions are not subject to the approval of the shareholders of the Company or other relevant authorities.

12. LIABILITIES TO BE ASSUMED

There are no liabilities, including contingent liabilities and guarantees to be assumed by the Group arising from the Transactions.

13. PERCENTAGE RATIOS

The highest percentage ratio applicable to the transactions are approximately 1.13% pursuant to Rule 10.02(g) of the AMLR of Bursa Securities, calculated based on the audited consolidated financial statements of AGMO for the financial year ended 31 March 2024.

14. TOTAL AMOUNT TRANSACTED WITH THE SAME RELATED PARTY FOR THE PRECEDING 12 MONTHS

The Group procured taxation services from YYC Tax Consultants Sdn. Bhd., of which the Interested Director is one of its directors, for a total amount of RM22,300.00. There were no other transactions entered into with YYC or any other companies related to the Interested Director for the preceding 12 months.

15. ESTIMATION TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances, the Transactions are expected to be completed by first half of 2025.

16. DOCUMENTS FOR INSPECTION

The Agreements are available for inspection at the registered office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur during normal working hours from Monday to Friday (except Saturday, Sunday and Public Holidays) for a period of three (3) months from the date of this announcement or upon the conclusion of the Transaction, whichever is earlier.

This announcement is dated 29 October 2024.