THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused the contents of Part A of this Circular on a limited review basis pursuant to Guidance Note 22 of the ACE Market Listing Requirements ("AMLR") of Bursa Securities. Bursa Securities has not perused the contents of Part B of this Circular prior to its issuance, as it is prescribed as an exempt circular pursuant to Guidance Note 22 of the AMLR of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



[Registration No. 201701000550 (1214700-W)] (Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PART A

- I. PROPOSED SHAREHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' RATIFICATION")
- II. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

PART B

III. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET OF BURSA SECURITIES TO THE MAIN MARKET OF BURSA SECURITIES ("PROPOSED AMENDMENTS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting ("EGM") of Agmo Holdings Berhad will be held at Level 43A, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan. The Notice of the EGM and Proxy Form are enclosed in this Circular, which can be viewed and downloaded from the designated website link on our Company's website at https://www.agmo.group/.

A member entitled to vote at the EGM is entitled to appoint a proxy/proxies to attend and vote on his/her behalf. If you wish to do so, you must complete the Proxy Form and deposit it in the drop box located at UG Floor, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan; or alternatively, lodge the proxy appointment electronically via Vote2U at https://web.vote2u.my, not less than forty-eight (48) hours before the date and time fixed for the EGM or at any adjournment thereof.

Last date and time for lodging the Proxy Form Date and time of the EGM

- : Sunday, 28 September 2025 at 11.00 a.m.
- : Tuesday, 30 September 2025 at 11.00 a.m. or immediately following the conclusion or adjournment of our Fourth Annual General Meeting scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is the later

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

"Act" : The Companies Act 2016, as amended from time to time and any re-

enactment thereof

"AGM" : Annual General Meeting

"Agmo" or "Company" : Agmo Holdings Berhad [Registration No. 201701000550 (1214700-

W)]

"Agmo Artisan" : Agmo Artisan Sdn. Bhd. [Registration No. 202301002005 (1495924-

"Agmo Group" or

"Group"

: Agmo and its subsidiaries, collectively

"Agmo RedSquare" : Agmo RedSquare Sdn. Bhd. [Registration No. 202201045864

(1491561-U)]

"Annual Report 2025" : Annual Report of the Company for the financial year ended 31 March

2025

"ARMC" : The Audit and Risk Management Committee of the Company

"Artisan IT" : Artisan IT Solution Sdn. Bhd. [Registration No. 201701008619

(1222784-V)]

"Board" : The Board of Directors of the Company

"Bursa Securities" : Bursa Malaysia Securities Berhad [Registration No. 200301033577

(635998-W)]

"Circular" : The Circular to Shareholders of the Company dated 4 September

2025

"Director(s)" : The director(s) of Agmo and shall have the meaning given in Section

> 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Shareholders' Ratification, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief

executive of the Company, its subsidiary or holding company.

"EGM" : Extraordinary General Meeting

"FYE" : Financial year ended/ending 31 March, as the case may be

"Interested Director" : Director who is deemed to be a Related Party and is interested in

> Proposed Shareholders' Ratification and/or Proposed

Shareholders' Mandate

DEFINITIONS (Cont'd)

"Interested Major Shareholder"

: Major Shareholder who is deemed to be a Related Party and is interested in the Proposed Shareholders' Ratification and/or Proposed Shareholders' Mandate

"Interested Person(s) Connected"

: In relation to a Director or a Major Shareholder, shall have the meaning given in Rule 1.01, Chapter 1 of the Listing Requirements

"IPO"

: Initial Public Offering exercise in conjunction with the listing of and quotation for Agmo's entire share capital on the ACE Market of Bursa Securities on 18 August 2022

"Jom eInvoice"

: Jom eInvoice Sdn. Bhd. [Registration No. 202401003248 (1549098-K)]

"Listing Date"

: 18 August 2022, being the date of listing of and quotation for Agmo's entire issued share capital on the ACE Market of Bursa Securities

"Listing Requirements" : ACE Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time

"LPD"

: 13 August 2025, being the latest practicable date prior to the printing of this Circular

"Maior Shareholder(s)" : A person who has an interest or interests in one or more voting shares in a company and the number or the aggregate number of those shares, is:

- (a) 10.00% or more of the total number of voting shares in the company; or
- (b) 5.00% or more of the total number of voting shares in the company where such person is the largest shareholder of the company;

and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder as defined above or any other company which is its subsidiary or holding company.

For the purpose of this definition, "interest in shares" shall have the same meaning given in Section 8 of the Act

"Ordinary Shares"

: Ordinary Shares of the Company

"Proposed Shareholders' Ratification"

: Proposed shareholders' ratification for the RRPTs entered into by the

Group during the Ratification Period

Mandate"

"Proposed Shareholders': Proposed shareholders' mandate for RRPTs to be entered into by the Group from the date of the forthcoming EGM until the next AGM

DEFINITIONS (Cont'd)

"Proposed Transfer"

: Proposed transfer of the listing of and quotation for the entire issued share capital of the Company from the ACE Market of Bursa Securities to the Main Market of Bursa Securities

"Prospectus"

: Agmo's Prospectus dated 1 August 2022 that was issued in conjunction with the IPO

"Ratification Period"

: Period during which the RRPTs were entered into and for which the Proposed Shareholders' Ratification is sought. This period commenced from 4 July 2023, being the date on which the aggregate value of transactions conducted by the Group with the Related Parties first exceeded the threshold prescribed under Rule 10.09(1) of the Listing Requirements, to the date of the forthcoming EGM

"RedSquare Technologies" : RedSquare Technologies Sdn. Bhd. [Registration No. 201801029903 (1291929-A)]

"Related Party(ies")"

: Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s) of Agmo

"Related Party Transaction(s)" or "RPT(s)" : A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party

"Recurrent Related Party Transaction(s)" or "RRPT(s)" : Related Party Transaction(s) involving recurrent transaction(s) of a revenue or trading nature which is necessary for Agmo Group's day-to-day operations and within the ordinary course of business entered into by the Group, which involves the interest, direct or indirect, of Related Party(ies)

"RM" and "Sen"

: Ringgit Malaysia and sen, respectively

"Substantial Shareholder(s)"

: Shall have the meaning given in Section 136 of the Act

All references to "our Company" in this Circular are to Agmo, references to "our Group" are to our Company and our subsidiaries. All references to "we", "us", "our" and "ourselves" are to our Company, or where the context requires, our Group. All references to "you" in this Circular are references to the shareholders of our Company.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time or date in this Circular is a reference to Malaysian time or date, unless otherwise stated. Any discrepancies in the tables between the amounts, actual figures and the totals listed in this Circular are due to rounding.

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PART A

- I. PROPOSED SHAREHOLDERS' RATIFICATION
 - II. PROPOSED SHAREHOLDERS' MANDATE



[Registration No. 201701000550 (1214700-W)] (Incorporated in Malaysia)

Registered Office:

B-21-1, Level 21, Tower B Northpoint Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur

4 September 2025

Board of Directors:

Dato' Low Hann Yong (Non-Independent Non-Executive Chairman)
Tan Aik Keong (Non-Independent Executive Director / Chief Executive Officer)
Low Kang Wen (Non-Independent Executive Director / Chief Operating Officer)
Dr. Lau Cher Han (Independent Non-Executive Director)
Datin Yap Shin Siang (Independent Non-Executive Director)
Mohd Fairuz bin Mohd Azrul (Independent Non-Executive Director)
Tan Mei Xuan (Independent Non-Executive Director)

To: The Shareholders of the Company

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 31 July 2025, the Board announced the Company's intention to seek shareholders' approval for the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate at the forthcoming EGM.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate and to seek your approval on the resolutions pertaining to the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate to be tabled at the forthcoming EGM or any adjournment thereof. The notice of EGM and the Proxy Form are enclosed in this Circular.

SHAREHOLDERS OF AGMO ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Rule 10.09(2) of the Listing Requirements, a listed corporation may seek a mandate from its shareholders in respect of RRPTs subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital which is less than RM60.00 million:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
 - (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the lower.

- (c) the listed corporation's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the Interested Directors, Interested Major Shareholders or Interested Person Connected with a Director or Major Shareholder; and where it involves the interest of an Interested Person Connected with a Director or Major Shareholder, such Directors or Major Shareholder, must not vote on the resolutions to approve the RRPT(s). An Interested Director or Interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolutions approving the RRPT(s); and
- (e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a shareholder mandate pursuant to Rule 10.09(2) of the Listing Requirements has been procured, the provisions of Rule 10.08 of the Listing Requirements shall not apply.

These RRPTs which are necessary for the day-to-day operations of Agmo Group, will be based on normal commercial terms, at arm's length and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

2.1 Validity Periods of the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate

The Proposed Shareholders' Ratification, if approved by the shareholders of the Company at the EGM, will take effect from 4 July 2023, being the date on which the aggregate value of transactions conducted by the Group with the Related Parties first exceeded the threshold prescribed under Rule 10.09(1) of the Listing Requirements, to the date of the forthcoming EGM.

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the EGM, will take effect from the date of the forthcoming EGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, unless the mandate is renewed by a resolution passed at a general meeting;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders at a general meeting,

whichever is the earlier.

2.2 Principal Activities of Agmo Group

The principal activity of the Company is investment holding while the principal activities of its subsidiary companies, as at the LPD are set out in the table below:

Name	Effective equity interest (%)	Principal Activities
Agmo Studio Sdn. Bhd.	100.00%	Providing computer and mobile software application and services related to information technology
Agmo Capital Sdn. Bhd.	100.00%	Investment holding
Agmo Digital Solutions Sdn. Bhd.	100.00%	Software development, provision of information technology related services and the intended reselling of third-party software
Agmo Tech Sdn. Bhd.	100.00%	Software development, provision of information technology related services and the intended reselling of third-party software
Agmo Sierra Holdings Sdn. Bhd.	70.00%	Investment holding, computer consultancy and provision of information technology related services

Name	Effective equity interest (%)	Principal Activities
Agmo Academy Sdn. Bhd.	100.00%	Provision of training and development centre- related services, other information technology service activities and provision of consultancy services
Agmo RedSquare	52.50%	Software development and provision of information technology-related services
Agmo Artisan	65.00%	Software development and provision of information technology-related services
Agmo Primus Sdn. Bhd.	90.20%	Software development and provision of information technology-related services
Agmo SG Pte. Ltd.	90.00%	Development of software and applications and provision of information technology consultancy services
Agmo Ventures X Holdings Sdn. Bhd.	70.00%	Investment in ventures providing software development and related ancillary services related to sustainability projects and ventures
Agmo EV Sdn. Bhd.	70.00%	Software development and related ancillary services and provision of platform-based services related to electric vehicles
Jom eInvoice	52.50%	Provision of information technology solutions and related services, and software development and related ancillary services
AFintech Sdn. Bhd.	51.00%	Software development and provision of information technology related services
Agmo Skills Development Sdn. Bhd.	60.00%	Develop and offer certification programs and courses in the field of technology

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2.3 Classes of Related Parties and Nature of RRPT

The Proposed Shareholders' Ratification and Proposed Shareholders' Mandate will apply to the transactions entered into by the subsidiaries of the Company, namely Agmo RedSquare (52.5% effective equity interest), Jom eInvoice (52.5% effective equity interest) and Agmo Artisan (65.0% effective equity interest), with the following Related Parties:

				Proposed S Ratifi	Proposed Shareholders' Mandate	
Supplier/ Provider	Purchaser/ Recipient	Nature of Transactions	Interested Person Connected		from LPD up to the forthcoming EGM	
				(RM'000)	(RM'000)	(RM'000)
RedSquare	Agmo RedSquare	Provision of manpower/ software development services by RedSquare Technologies to Agmo RedSquare	Wong Zi Ning ⁽³⁾	3,139 ⁽⁵⁾	-	3,000
Technologies	Jom eInvoice	Provision of manpower/ software development services by RedSquare Technologies to Jom eInvoice				
Agmo Artisan	Artisan IT Solution	Provision of manpower/ software development services by Agmo Artisan to Artisan IT Solution	Chow Yao Fong ⁽⁴⁾	1,161 ⁽⁵⁾	-	1,400

Notes:

- 1. Being the date on which the aggregate value of transactions conducted by the Group with the Related Parties first exceeded the threshold prescribed under Rule 10.09(1) of the Listing Requirements.
- Being recurrent transactions estimated based on anticipated or existing purchase orders and/or fixed contracts, with values quoted based on comparable man-day rates. The actual value of the RRPTs for which shareholders' mandate is being sought may vary from the estimated value disclosed.
- 3. Wong Zi Ning is a Director and Major Shareholder of Agmo RedSquare by virtue of his 100.0% direct equity interest in RedSquare Technologies, which in turn holds a 42.5% direct equity interest in Agmo RedSquare. Additionally, through Agmo RedSquare, RedSquare Technologies holds a 42.5% indirect effective equity interest in Jom eInvoice, where Wong Zi Ning also serves as a Director and is a Major Shareholder. He also serves as a director of RedSquare Technologies.
- 4. Chow Yao Fong is a Director and Major Shareholder of Agmo Artisan by virtue of his 90.0% direct equity interest in Artisan IT Solution, which in turn holds a 30.0% direct equity interest in Agmo Artisan. He also serves as a director of Artisan IT Solution.
- 5. The percentage ratios of the RRPTs for which shareholders' ratification is being sought, computed in accordance with Rule 10.02(g) of the Listing Requirements based on the latest audited consolidated financial statements of the Company for FYE 2025, are 5.69% for RRPTs between Agmo RedSquare and Jom eInvoice with RedSquare Technologies, and 2.10% for RRPTs between Agmo Artisan and Artisan IT Solution.

2.4 Amount due from and owing by Related Parties pursuant to the RRPT

As at the LPD, there is no amount due from and owing by the Related Parties pursuant to the RRPTs that have exceeded the credit terms.

2.5 Review Methods or Procedures for RRPT

The Group has established the following procedures to track and ensure that RRPTs are undertaken on an arm's length basis, at transaction prices and on normal commercial terms that are not more favourable to the Related Party(ies) than those generally available to the public, and are not to the detriment of the Company's minority shareholders.

The review and disclosure procedures are as follows:

- (i) A list of the Related Parties will be circulated to all heads of department within the Group to notify that all transactions with the Related Parties are required to be undertaken on an arm's length basis, under normal commercial terms consistent with the Group's business practices and policies and on terms not more favourable to the Related Party(ies) than those generally available to the public and, are not to the detriment of the Company's minority shareholders;
- (ii) All companies within the Group must inform the Management before entering into any RRPTs. Heads of department are required to report such transactions to Management, which will monitor and submit quarterly reports to the ARMC for review. The ARMC shall then report to the Board for further action, if necessary;
- (iii) The pricing of the transactions are to be determined based on market forces, under similar commercial terms as those applicable to transactions with unrelated third parties, taking into consideration factors such as demand and supply conditions, quality and the availability of the products/services;

- (iv) The Related Parties and Directors who are deemed interested have been advised of their responsibilities and obligations under the relevant Listing Requirements, the Group's policy and procedures for RRPTs;
- (v) Any Director within the Group who has a direct or indirect interest in an RRPT must abstain from all deliberations and decision-making in respect of the transaction;
- (vi) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, to determine whether the price and terms offered to/by the Related Parties are fair, reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities;
- (vii) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Management will rely on the usual business norms and practices taking into account the efficiency, quality and type of products/services to be provided to ensure that the RRPTs are not detrimental to the Group;
- (viii) Internal auditors shall review the RRPT procedures as part of the internal audit plan at such intervals as the ARMC considers appropriate and report their findings to the ARMC; and
- (ix) The ARMC will review the existing procedures on an annual basis, or as and when required, to ensure that the RRPTs are at all times carried out on commercial terms consistent with the Group's usual business practices and policies. The ARMC's findings will be reported to the Board for deliberation.

2.6 Threshold for Approval of RRPTs

The Group has in place a Financial Authority Limit (FAL) governing all business transactions, including those transacted with Related Parties. The FAL would include approval thresholds, which vary depending on the type of transactions.

Where the consideration, value of the assets, capital outlay or costs of an RRPT is RM1 million or more, or where the percentage ratio of such RRPT is 1% or more in accordance with the Listing Requirements, whichever is the lower, the transaction shall be subject to the approval of the ARMC and/or the Board, unless the transaction is undertaken pursuant to a shareholders' mandate obtained. RRPTs below this threshold shall be subject to the approval of senior management in accordance with the FAL, provided that they have no interest in the transaction, with notification made to the ARMC.

In addition, all RRPTs entered into pursuant to the Proposed Shareholders' Mandate will be reviewed by the ARMC and the Board on a quarterly basis to ensure compliance with the shareholders' mandate and the Listing Requirements.

2.7 Disclosure in Annual Report

Disclosure will be made in the annual report of the Company of the aggregate value of RRPTs conducted during the financial year, where the aggregate value is equal or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements.

In making the disclosure, the Company must provide a breakdown of the aggregate value of the RRPTs made during the financial year, amongst others, based on the following information:

- (a) the type of RRPTs made; and
- (b) the names of the Related Parties involved in each RRPTs made and their relationship with the Group.

If the actual value of an RRPT exceeds the estimated value of the RRPT disclosed in Section 2.1 above by 10% or more, the Company will make an immediate announcement to Bursa Securities which will include information as may be prescribed by Bursa Securities.

2.8 Statement by the ARMC

The ARMC has seen and reviewed the procedures mentioned in Section 2.5 above and is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, in addition to ensuring that the RRPTs are not more favourable to the Related Party(ies) than those generally available to the public, and are not to the detriment of the Company's minority shareholders. Such procedures are reviewed by the ARMC on an annual basis, or as and when required.

3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Ratification is being sought to obtain shareholders' approval to ratify RRPTs which have been entered into by the Group in the ordinary course of business during the Ratification Period. The Proposed Shareholders' Ratification will regularise these transactions, ensure compliance with the Listing Requirements, and uphold transparency and accountability to shareholders.

The Proposed Shareholders' Mandate is intended to facilitate the Group's continuing ability to enter into RRPTs which are essential for its day-to-day operations, without the need to make separate announcements to Bursa Securities or convene ad hoc general meetings to seek shareholders' mandate for such RRPTs (where applicable) each time such transactions arise. This will provide flexibility, reduce administrative burden and costs, and allow the Group to focus its resources on its core business activities.

The RRPTs are undertaken in the ordinary course of business and are intended to meet the operational needs of the Group in an efficient manner, allowing the Group to leverage the established expertise, resources and business relationships of the Related Parties.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Ratification and Proposed Shareholders' Mandate will not have any adverse material impact on the share capital, shareholdings of the substantial shareholders, net assets or earnings of the Group.

5. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Wong Zi Ning, a Director and Major Shareholder of Agmo RedSquare, and Chow Yao Fong, a Director and Major Shareholder of Agmo Artisan, as well as persons connected with them (if any), are deemed interested in the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate. Save for them, none of the other Directors, Major Shareholders of the Company, or persons connected with them (if any) have any interest, direct or indirect, in the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate. As at the date of this Circular, Wong Zi Ning and Chow Yao Fong are not Directors of the Company and do not hold any direct or indirect shareholdings in the Company.

Wong Zi Ning and Chow Yao Fong will abstain from voting on the resolutions in respect of the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate at the forthcoming EGM, in relation to their direct and indirect shareholdings in the Company (if any). They have also undertaken to ensure that persons connected with them will similarly abstain from voting on the said resolutions at the forthcoming EGM.

6. APPROVALS REQUIRED

The Proposed Shareholders' Ratification and Proposed Shareholders' Mandate are subject to the approval of the shareholders of the Company at the forthcoming EGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate, our Directors are of the opinion that the RRPTs stated in Section 2.3 of this Circular are in the best interest of the Company and its shareholders and are not to the detriment of the minority shareholders of the Company. Accordingly, they recommend that you vote in favour of the ordinary resolutions pertaining to the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate to be tabled at the forthcoming EGM.

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8. **EGM**

Our EGM, the notice of which is enclosed in this Circular, will be held at Level 43A, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 30 September 2025 at 11.00 a.m. or immediately following the conclusion or adjournment of our Fourth Annual General Meeting scheduled to be held at the same venue and on the same day at 10.00 a.m. whichever is the later, for the purpose of considering and, if thought fit, passing the resolutions, with or without modifications, to give effect to the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate.

A member entitled to vote at our forthcoming EGM is entitled to appoint a proxy/proxies to attend and vote on his/her behalf. If you wish to do so, you must complete the Proxy Form and deposit it in the drop box located at UG Floor, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan or in electronic form ("e-Proxy Form") via Vote2U at https://web.vote2u.my for individual shareholders, not less than forty-eight (48) hours before the date and time fixed for the EGM as indicated above or at any adjournment thereof. Please refer to the Administrative Guide for shareholders for the procedures to submit the Proxy Form/e-Proxy Form.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached appendix in this Circular for further information.

Yours faithfully

For and on behalf of the Board AGMO HOLDINGS BERHAD

DATO' LOW HANN YONG

Non-Independent Non-Executive Chairman

PART B PROPOSED AMENDMENTS



AGMO HOLDINGS BERHAD

[Registration No. 201701000550 (1214700-W)] (Incorporated in Malaysia)

Registered Office:

B-21-1, Level 21, Tower B Northpoint Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur

4 September 2025

Board of Directors:

Dato' Low Hann Yong (Non-Independent Non-Executive Chairman)
Tan Aik Keong (Non-Independent Executive Director / Chief Executive Officer)
Low Kang Wen (Non-Independent Executive Director / Chief Operating Officer)
Dr. Lau Cher Han (Independent Non-Executive Director)
Datin Yap Shin Siang (Independent Non-Executive Director)
Mohd Fairuz bin Mohd Azrul (Independent Non-Executive Director)
Tan Mei Xuan (Independent Non-Executive Director)

To: The Shareholders of the Company

PROPOSED AMENDMENTS

1. INTRODUCTION

On 18 August 2025, Kenanga Investment Bank Berhad had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Transfer and Proposed Amendments.

The purpose of this Circular is to provide you with information on the Proposed Amendments and to seek the approval from the Shareholders for the Special Resolution pertaining to the Proposed Amendments to be tabled at the forthcoming EGM of the Company.

SHAREHOLDERS OF AGMO ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED AMENDMENTS

Details of the Proposed Amendments are set out in Appendix 2 of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments are necessary to incorporate the relevant amendments to the Constitution of the Company to facilitate the Proposed Transfer.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any adverse material impact on the share capital, shareholdings of the substantial shareholders, net assets or earnings of the Group.

5. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, Major Shareholders of the Company, or persons connected with them have any interest, direct or indirect, in the Proposed Amendments.

6. APPROVALS REQUIRED

The Proposed Amendments are subject to the approval of the shareholders of the Company at the forthcoming EGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered all aspects of the Proposed Amendments, our Directors are of the opinion that the Proposed Amendments are in the best interest of the Company and its shareholders and not to the detriment of the minority shareholders of the Company. Accordingly, they recommend that you vote in favour of the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming EGM.

8. **EGM**

Our EGM, the notice of which is enclosed in this Circular, will be held at Level 43A, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 30 September 2025 at 11.00 a.m. or immediately following the conclusion or adjournment of our Fourth Annual General Meeting scheduled to be held at the same venue and on the same day at 10.00 a.m. whichever is the later, for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposed Amendments.

A member entitled to vote at our forthcoming EGM is entitled to appoint a proxy/proxies to attend and vote on his/her behalf. If you wish to do so, you must complete the Proxy Form and deposit it in the drop box located at UG Floor, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan or in electronic form ("e-Proxy Form") via Vote2U at https://web.vote2u.my for individual shareholders, not less than forty-eight (48) hours before the date and time fixed for the EGM as indicated above or at any adjournment thereof. Please refer to the Administrative Guide for shareholders for the procedures to submit the Proxy Form/e-Proxy Form.

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9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix 1 and Appendix 2 contained in this Circular for further information.

Yours faithfully

For and on behalf of the Board **AGMO HOLDINGS BERHAD**

DATO' LOW HANN YONG

Non-Independent Non-Executive Chairman

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1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of the Company who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts or omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

As at LPD, there is no material contract (not being contracts entered into in the ordinary course of business) which has been entered into by the Group during the two (2) years immediately preceding this Circular.

3. MATERIAL COMMITMENTS

As at LPD, there is no material capital commitment, incurred or known to be incurred by our Group, which upon becoming due or enforceable, may have a material impact on the financial position or business of the Group.

4. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and our Board is not aware and does not have any knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents 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, Wilayah Persekutuan during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) the Constitution of the Company;
- (ii) the audited financial statements of the Company for the past two (2) financial years ended 31 March 2025 and 31 March 2024, and the latest unaudited quarterly results for the financial period ended 30 June 2025 since the last audited financial statements.

APPENDIX 2 – PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Proposed Amendments entail amendments to the Constitution of the Company to facilitate the implementation of the Proposed Transfer, details are as follows:

Clause No.	Existing Clause	Proposed Amendments
5.1	"Company" means Agmo Holdings [Berhad] or such other name as may be adopted from time to time.	"Company" means Agmo Holdings Berhad or such other name as may be adopted from time to time.
5.1	"Listing Requirements" means the ACE Market Listing Requirements of the Stock Exchange including any amendment or modification to the same that may be made from time to time.	"Listing Requirements" means the Main Market Listing Requirements of the Stock Exchange including any amendment or modification to the same that may be made from time to time.
22	Subject to the Act, the Central Depositories Act and the CD Rules, the Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including dividends, from time to time declared on such shares. The Company's lien on shares and distributions, including dividends, from time to time declared in respect of such shares shall be restricted to —	Subject to the Act, the Central Depositories Act and the CD Rules, the Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including dividends, from time to time declared on such shares. The Company's lien on shares and distributions, including dividends, from time to time declared in respect of such shares shall be restricted to —
	(a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid; (b) if the shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and (c) such amounts as the Company is required by law to pay, and has paid in respect of the shares of a holder or deceased former holder.	(a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid; and (b) if the shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and (b) such amounts as the Company is required by law to pay, and has paid in respect of the shares of a holder or deceased former holder.
	In each case, the lien extends to reasonable interest and expenses incurred because the amount is not paid.	In each case, the lien extends to reasonable interest and expenses incurred because the amount is not paid.
114	Unless otherwise determined by the Company in general meeting, the Company shall have at least 2 and not more than 15 Directors. Each Director must be a natural person who is at least 18 years of age.	Until otherwise determined by the Company in general meeting, the Company shall have at least 2 and not more than 15 Directors. At least two (2) Directors or one-third (1/3) of the Board (whichever is higher) are independent directors and one (1) Director of the Company is a woman. Each Director must be a natural person who is at least 18 years of age.



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 held at Level 43A, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 30 September 2025 at 11.00 a.m. or immediately following the conclusion or adjournment of our Fourth Annual General Meeting ("**AGM**") scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is the later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions: -

ORDINARY RESOLUTION 1

PROPOSED SHAREHOLDERS' RATIFICATION FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' RATIFICATION")

"THAT all the recurrent related party transactions of a revenue or trading nature ("**RRPTs**") entered into by the Company and/or its subsidiaries ("**the Group**") with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 4 September 2025, from 4 July 2023 up to the date of the forthcoming EGM, which were necessary for the Group's day-to-day operations, undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and are not detrimental to the interest of the Company's minority shareholders, be and are hereby approved, confirmed and ratified."

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Group be and are hereby authorised to enter into any of the RRPTs as set out in Section 2.3 of the Circular to Shareholders dated 4 September 2025, provided that such transactions are:-

- (a) undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public;
- (b) necessary for the Group's day-to-day operations; and
- (c) not to the detriment of the Company's minority shareholders.

THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, unless the mandate is renewed by a resolution passed at a general meeting;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "**Act**") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders at a general meeting,

whichever is the earlier.

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

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET OF BURSA SECURITIES ("PROPOSED TRANSFER") ("PROPOSED AMENDMENTS")

"THAT subject to the relevant approvals being obtained from the Securities Commission Malaysia and Bursa Securities for the Proposed Transfer, and the approval of any other relevant authorities and/or parties being obtained, if required, approval be and is hereby given to alter and amend the existing clauses of the Company's Constitution in the form and manner as set out in **Appendix 2** of the Circular to Shareholders dated 4 September 2025 to facilitate the implementation of the Proposed Transfer. The Proposed Amendments will take effect upon the completion of the Proposed Transfer."

By Order of The Board

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250) LOW VEN SIN (MAICSA 7076080/ SSM PC No. 202208000340) Company Secretaries

W.P. Kuala Lumpur

Dated: 4 September 2025

Notes:

- 1. 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.
- 2. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the members to speak at the meeting.
- 3. 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.
- 4. 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.
- 5. 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.
- 6. The instrument appointing a proxy shall be deposited or submitted not less than forty-eight (48) hours before the time set for holding the meeting (no later than Sunday, 28 September 2025 at 11.00 a.m.) or at any adjourned meeting at which the person named in the appointment proposes to vote, in the following manner:
 - (i) In hard copy form ("Proxy Form"), to be deposited in the drop box located at UG Floor, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan; or
 - (ii) In electronic form ("e-Proxy Form") via Vote2U at https://web.vote2u.my for individual shareholders.

 Please refer to the Administrative Guide for shareholders for the procedures to submit the Proxy Form/a-Proxy Form/a-Proxy
 - Please refer to the Administrative Guide for shareholders for the procedures to submit the Proxy Form/e-Proxy Form.
- 7. 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 17 September 2025. Only members whose names appear in the General Meeting Record of Depositors as at 17 September 2025 shall be entitled to attend, participate, speak and vote at the meeting.
- 8. 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 EGM 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.



AGMO HOLDINGS BERHAD

[Registration No. 201701000550 (1214700-W)] (Incorporated in Malaysia)

PROXY FORM

Number of CDS Account No.

				shares held			
			NDIC/E	Passport			
*I/V	Ve			gistration no.			
of	(full r	name in bloc	k)				
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bein	ig a *member/mer	mbers of AG	MO HOLDINGS BE	RHAD ("Company"), he	ereby appoint:	
(1)	Name of proxy	:			: _		
	Address			Passport no.			
	Address	•					
	Email address	:		Telephone no.	:_		
(2)	Name of proxy	:		NRIC/	:		
()	. ,			Passport no.			
	Address	:					
	Email address	:		Telephone no.	:_		
beh Tov Ehs adje san	nalf at the Extraord wer, Empire City Dosan on Tuesday, Sournment of our Fone day at 10.00 a.m ase indicate with a resolution. In the	dinary General amansara, Ja Septembourth Annual m., whicheven "x" in the sabsence of same	ral Meeting ("EGM alan PJU 8, Damar er 2025 at 11.00 I General Meeting er is the later, as i spaces provided w	IG as my/our proximal of the Company	to to tely eld a	be held at Lever Petaling Jaya, Sollowing the the same verontes to be cast	vel 43A, Zetrix Selangor Darul conclusion or nue and on the
	. Ordinary Res		Proposed Shareh	olders' Ratification		rok	AGAINSI
	2. Ordinary Res		Proposed Shareh				_
	3. Special Reso		Proposed Amend				
	Strike out whichever in					.1	<u> </u>
Dat	ed thisday	of	2025				
Sign	nature(s)/Commor	 Seal of Mer	 mber				

Notes:

- 1. 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.
- 2. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the members to speak at the meeting.
- 3. 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.
- 4. 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.
- 5. 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.
- 6. The instrument appointing a proxy shall be deposited or submitted not less than forty-eight (48) hours before the time set for holding the meeting (no later than Sunday, 28 September 2025 at 11.00 a.m.) or at any adjourned meeting at which the person named in the appointment proposes to vote, in the following manner: -
 - (i) In hard copy form ("Proxy Form"), to be deposited in the drop box located at UG Floor, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan; or
 - (ii) In electronic form ("e-Proxy Form") via Vote2U at https://web.vote2u.my for individual shareholders.

Please refer to the Administrative Guide for shareholders for the procedures to submit the Proxy Form/e-Proxy Form.

- 7. 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 17 September 2025. Only members whose names appear in the General Meeting Record of Depositors as at 17 September 2025 shall be entitled to attend, participate, speak and vote at the meeting.
- 8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of EGM will be put to vote by way of poll.

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		AFFIX
		STAMP
	AGMO HOLDINGS BERHAD	
	[Registration No. 201701000550 (1214700-W)]	
	UG Floor, Zetrix Tower Empire City Damansara	
	Jalan PJU 8, Damansara Perdana	
	47820 Petaling Jaya, Selangor Darul Ehsan	
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