THIS STATEMENT/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 proposed new shareholders' mandate for recurrent related party transactions on a limited review basis and has not perused the contents of the proposed renewal of shareholders' mandate for recurrent related party transactions or the contents of Part A of this Statement to Shareholders in relation to the Proposed Share Buy-Back Authority prior to its issuance, as they are prescribed as exempt documents pursuant to Practice Note 18 of the Main Market Listing Requirements ("MMLR") of Bursa Securities.

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

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

PART A

STATEMENT TO SHAREHOLDERS IN RELATION TO

PROPOSED AUTHORITY FOR AGMO HOLDINGS BERHAD ("AGMO" OR THE "COMPANY") TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO

PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolutions in respect of the proposals above will be tabled as special businesses at the Fifth Annual General Meeting ("Fifth AGM") of the Company, which will be held at Golden Screen Cinemas (GSC), Onyx Hall, Lot 3F-01, Third Floor, IOI Mall Damansara (formerly Tropicana Gardens Mall), No. 2A Persiaran Surian, Tropicana Indah, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 22 September 2026 at 10.00 a.m. and at any adjournment thereof. The Notice of the Fifth AGM and the Proxy Form are enclosed together with the Company's Annual Report 2026.

A member entitled to vote at the Fifth AGM 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, Malaysia; 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 Fifth AGM or at any adjournment thereof.

Last date and time for lodging the Proxy Form	:	Sunday, 20 September 2026 at 10.00 a.m.
Date and time of the Fifth AGM	:	Tuesday, 22 September 2026 at 10.00 a.m.

This Statement/Circular is dated 31 July 2026

DEFINITIONS

For the purposes of this Statement/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-P)]
"Agmo Capital"	:	Agmo Capital Sdn. Bhd. [Registration No. 201701000547 (1214697-U)]
"Agmo Group" or "Group"	:	Agmo and its subsidiaries, collectively
"Agmo RedSquare"	:	Agmo RedSquare Sdn. Bhd. [Registration No. 202201045864 (1491561-U)]
"Agmo Primus"	:	Agmo Primus Sdn. Bhd. [Registration No. 202301016203 (1510125-U)]
"Agmo Share(s)" or the "Share(s)"	:	Ordinary shares of Agmo
"Agmo Studio"	:	Agmo Studio Sdn. Bhd. [Registration No. 201201001183 (974707-M)]
"Annual Report 2026"	:	Annual Report of the Company for the financial year ended 31 March 2026
"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 31 July 2026
"Code"	:	Malaysian Code on Take-Overs and Mergers, 2016 including any amendments thereto

"Data PRM"	:	Data PRM Sdn. Bhd. [Registration No. 201701025058 (1239224-X)]
"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' Mandate, 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
"Edge Agmo"	:	Edge Agmo Sdn. Bhd. [Registration No. 202601003007 (1665104-M)]
"EGM"	:	Extraordinary General Meeting
"Existing Mandate"	:	Shareholders' mandate obtained in the Company's EGM held on 30 September 2025 in relation to RRPTs described in Section 2.3.1 of this Circular
"EPS"	:	Earnings per Share
"FYE"	:	Financial year ended/ending 31 March, as the case may be
"Gtrons Innovation"	:	Gtrons Innovation Sdn. Bhd. [Registration No. 202401050839 (1596682-U)]
"Interested Director"	:	Director who is deemed to be a Related Party and is interested in the Proposed Shareholders' Mandate
"Interested Major Shareholder"	:	Major Shareholder who is deemed to be a Related Party and is interested in the Proposed Shareholders' Mandate
"Interested Person(s) Connected"	:	In relation to a Director or a Major Shareholder, shall have the meaning given in Paragraph 1.01 of the Listing Requirements
"Jom eInvoice"	:	Jom eInvoice Sdn. Bhd. [Registration No. 202401003248 (1549098-K)]
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
"LPD"	:	3 July 2026, being the latest practicable date prior to the printing of this Statement/Circular

DEFINITIONS (Cont'd)

"Major 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
"NA"	:	Net assets
"PAC"	:	Persons acting in concert
"Penerbitan Minda"	:	Penerbitan Minda Sdn. Bhd. [Registration No. 200001014203 (516809-P)]
"Proposed Shareholders' Mandate"	:	Proposed new and renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature
"Proposed Share Buy-Back Authority"	:	Proposed authority for the Company to purchase its own shares of up to ten percent (10%) of the total number of issued Shares at any point in time
"Purchased Share(s)"	:	Agmo Share(s) purchased by the Company pursuant to the Proposed Share Buy-Back Authority
"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)"	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party

DEFINITIONS (Cont'd)

"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"	:	Ringgit Malaysia
"Sasbadi Online"	:	Sasbadi Online Sdn. Bhd. [Registration No. 201101023247 (951383-X)]
"Solarvest Energy"	:	Solarvest Energy Sdn. Bhd. [Registration No. 201601023621 (1194560-T)]
"Substantial Shareholder(s)"	:	Shall have the meaning given in Section 136 of the Act
"Statement"	:	The statement to shareholders dated 31 July 2026 in relation to the Proposed Share Buy-Back Authority
"Theta Technologies"	:	Theta Technologies Sdn. Bhd. [Registration No. 198401007862 (120381-M)]

All references to "our Company" in this Statement/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 Statement/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 Statement/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 Statement/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 Statement/Circular are due to rounding.

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PART A

PROPOSED AUTHORITY FOR AGMO HOLDINGS BERHAD TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

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
W.P. Kuala Lumpur

31 July 2026

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,

PART A - PROPOSED SHARE BUY-BACK AUTHORITY

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1. INTRODUCTION

On 28 July 2026, the Board announced the Company's intention to seek shareholders' approval for the Proposed Share Buy-Back Authority at the forthcoming Fifth AGM of the Company.

The purpose of this Statement is to provide our shareholders with the relevant information on the Proposed Share Buy-Back Authority and to seek shareholders' approval for the ordinary resolution to be tabled at the forthcoming Fifth AGM of the Company.

SHAREHOLDERS OF AGMO ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK AUTHORITY.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

In accordance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements governing the purchase of a company's own shares, the Company may, subject to the approval from its shareholders, purchase its own Shares listed on Bursa Securities of up to ten percent (10%) of its issued and paid-up share capital.

The Proposed Share Buy-Back Authority shall be effective immediately upon obtaining the approval of the shareholders of the Company at the forthcoming Fifth AGM, and shall continue to be in force until:-

(i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or

(iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

The approval from the shareholders of the Company for the Proposed Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares but rather it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

The purchase of such Shares will be carried out through Bursa Securities via stockbrokers appointed by the Company.

2.1 Maximum number or percentage of Agmo Shares that may be acquired

The maximum aggregate number of Shares, which may be purchased by the Company, shall not exceed ten percent (10%) of the total number of issued Shares at any point in time.

As at the LPD, the total number of issued Shares is represented by 325,000,000 Shares. Hence, assuming no further Shares are issued, the maximum number of Shares that may be purchased or held as treasury shares by the Company is 32,500,000 Shares, representing ten percent (10%) of the total number of issued Shares pursuant to the Proposed Share Buy-Back. For the avoidance of doubt, the Company has not undertaken any share buy-back of Agmo Shares and does not hold any treasury shares as at the LPD.

The actual number of Shares to be purchased by the Company pursuant to the Proposed Share Buy-Back will depend on the prevailing equity market conditions and sentiments as well as the total retained profits and financial resources available to the Company at the time of the purchase(s).

Pursuant to the Listing Requirements, the maximum amount of funds to be utilised for the purchase of the Shares shall not exceed the total retained profits of the Company.

Based on the latest audited financial statements of the Company for FYE 31 March 2026, the accumulated losses of the Company were RM214,480. The Company shall ensure that the maximum funds to be utilised for the Proposed Share Buy-Back shall not exceed the aggregate of the retained profits of the Company.

2.2 Sources of funds

The Proposed Share Buy-Back will be funded through internally generated funds and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will be determined later depending on, amongst others, the availability of internally generated funds, actual number of Shares to be purchased and other relevant cost factors. In the event the Proposed Share Buy-Back is to be financed by external borrowings, the Board will ensure that there are sufficient funds to repay such borrowings and that such repayment will not have a material impact on the cash flow of the Group.

As required under Section 112(2) of the Act, the Company will have to perform a solvency test to satisfy the following conditions:-

(i) the share buy-back would not result in the Company being insolvent and its capital being impaired at the date of the solvency statement; and

(ii) the Company will remain solvent after each buy-back during the period of six (6) months after the date of the declaration made by a majority of the Directors.

2.3 Treatment of the Purchased Shares

In accordance with Section 127(4) of the Act, the Directors of the Company may, at their discretion, deal with the Purchased Shares in the following manner:-

(i) to cancel the Purchased Shares; or

(ii) to retain the Purchased Shares as treasury shares; or

(iii) to retain part of the Purchased Shares as treasury shares and cancel the remainder of the Purchased Shares.

Accordingly, based on Section 127(7) of the Act, where such Purchased Shares are held as treasury shares, the Directors may, at their discretion:-

(i) distribute the Purchased Shares as dividends to the shareholders, such dividends to be known as "share dividends"; or

(ii) resell the Purchased Shares, or any of the Purchased Shares in accordance with the relevant rules of Bursa Securities; or

(iii) transfer the Purchased Shares, or any of the Purchased Shares for the purposes of or under an employees' share scheme; or

(iv) transfer the Purchased Shares, or any of the Purchased Shares as purchase consideration; or

(v) cancel the Purchased Shares, or any of the Purchased Shares; or

(vi) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

The actual treatment of the Purchased Shares would depend on, inter alia, the prevailing equity market conditions and the financial position of the Company at the time of the purchase(s). Upon each purchase of Shares, an immediate announcement will be made to Bursa Securities in respect of the Board's decision on the treatment of the Purchased Shares.

If such Purchased Shares are held as treasury shares, the rights attaching to them in relation to voting, dividends and participation in other distributions and otherwise are suspended, and the treasury shares shall not be taken into account in calculating the number or percentage of Shares or a class of shares in the Company for any purpose including substantial and major shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolution at a meeting of the shareholders.

2.4 Regulatory requirements

The Proposed Share Buy-Back is subject to compliance with Section 127 of the Act, Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of purchase.

Based on the Listing Requirements, the Proposed Share Buy-Back is subject to, inter alia, the following rules:-

(i) the public shareholding spread of 25% of the issued Shares is to be maintained at all times;

(ii) the Company may only purchase its own shares at a price which is not more than 15% above the weighted average market price of Agmo Shares for the past five (5) market days immediately preceding the date of the purchase(s);

(iii) an immediate announcement will be made to Bursa Securities on any purchase of its own Shares as well as any resale or cancellation of the Purchased Shares;

(iv) if subsequently resold on Bursa Securities or transferred pursuant to Section 127(7) of the Act, the Company may only resell or transfer the Purchased Shares at:-

    (a) a price which is not less than the weighted average market price of Agmo Shares for the five (5) market days immediately preceding the date of resale; or

    (b) a discounted price of not more than five percent (5%) to the weighted average market price of Agmo Shares for the five (5) market days immediately prior to the resale or transfer provided that:-

    - the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
    - the resale or transfer price is not less than the cost of purchase of Agmo Shares being resold or transferred;

(v) the maximum funds to be utilised for the purchase of Agmo Shares cannot exceed the total retained profits of the Company; and

(vi) the Proposed Share Buy-Back shall only be effected through Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined in accordance with the rules of Bursa Securities.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY

The Proposed Share Buy-Back Authority would enable the Company to utilise its surplus financial resources to purchase its own Shares when appropriate, and at prices which the Board views as favourable. The Proposed Share Buy-Back would also enable the Company to stabilise the supply and demand of Agmo Shares traded on Bursa Securities and thereby support its fundamental value, if required.

Assuming there is no issuance of new Shares, the Proposed Share Buy-Back, regardless of whether the Purchased Shares are maintained as treasury shares or cancelled, will result in a lower number of Agmo Shares being used for the purpose of computing the EPS. Therefore, the Proposed Share Buy-Back may strengthen the EPS of Agmo Group, which in turn is expected to have a positive impact on the market price of Agmo Shares.

The Purchased Shares may be cancelled at such time(s) where the Directors are of the view that there is excess share capital and wish to reduce the number of shares in circulation. If the Purchased Shares are held as treasury shares, such shares may potentially be resold on Bursa Securities at a higher price and thereby realising a potential gain in reserves without affecting the total issued share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back is expected to potentially benefit the Company and its shareholders as follows:-

(i) the Company may be able to stabilise the supply and demand of Agmo Shares in the open market thereby supporting their fundamental value and reducing the volatility of Agmo Shares;

(ii) the Proposed Share Buy-Back provides the Company the option to return its surplus financial resources to the shareholders of the Company by enhancing the return-on-equity of Agmo Shares via the purchase of Agmo Shares in the market;

(iii) The Proposed Share Buy-Back may enhance the EPS of Agmo Group and thereby long-term investors are expected to enjoy a corresponding increase in the value of their investments in the Company; and

(iv) If the shares bought back are kept as treasury shares, it will give the Board an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to shareholders.

However, the Proposed Share Buy-Back, if exercised, will reduce the financial resources of the Company, which may result in the Company foregoing other investment opportunities that may emerge in the future and/or any interest income that may be derived from other alternative uses o 5 h funds, such as deposit of funds in interest-bearing instruments.

As the Proposed Share Buy-Back can only be made out of retained profits of the Company, the amount of retained profits available for distribution of dividends to shareholders of the Company may decrease accordingly.

Nevertheless, the Board will be mindful of the interests of the Company and the shareholders in implementing the Proposed Share Buy-Back. Accordingly, the Board will ensure there is sufficient cash balance to fund the Group's working capital requirements and dividends to be paid to the shareholders before allocating the available resources for the Proposed Share Buy-Back.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Share Buy-Back on the share capital, NA, earnings, working capital, dividends and shareholdings of Directors and Substantial Shareholders of the Group are set out below:-

5.1 Issued share capital

The effect of the Proposed Share Buy-Back on the issued share capital will depend on whether the Agmo Shares purchased are cancelled or retained as treasury shares.

For illustration purposes, assuming the Company acquires the full ten percent (10%) of the total number of issued shares of the Company authorised under the Proposed Share Buy-Back and all the Agmo Shares so acquired are cancelled, the total number of issued shares of the Company will be as follows:-

	No. of Shares
Total number of issued Shares as at the LPD	325,000,000
Less: Assuming the Proposed Share Buy-Back is implemented in full (up to 10%) and being cancelled	(32,500,000)
Total number of issued Shares upon completion of the Proposed Share Buy-Back	292,500,000

In the event that the Purchased Shares are retained as treasury shares, the Proposed Share Buy-Back would not have any effect on the issued share capital.

5.2 NA

The effects of the Proposed Share Buy-Back on the consolidated NA per Share would depend on the purchase prices paid and number of Purchased Shares.

The Proposed Share Buy-Back will reduce the consolidated NA per Share if the purchase price exceeds the consolidated NA per Share at the time of purchase. However, the consolidated NA per Share will increase if the purchase price is less than the consolidated NA per Share at the time of purchase.

If the Purchased Shares are held as treasury shares and subsequently resold on Bursa Securities, the consolidated NA per Share upon the resale will increase if the Company realises a gain from the resale, and vice-versa. If the treasury shares are distributed as share dividends, the Group's NA will decrease by the cost of the treasury shares.

5.3 Earnings and EPS

The effects of the Proposed Share Buy-Back on the earnings and EPS of Agmo Group will depend on the purchase price and the number of Purchased Shares as well as any loss in interest income to the Company. In the event the Purchased Shares are held as treasury shares or cancelled, the lower number of Agmo Shares used in the computation of the EPS is expected to result in a general increase in the EPS of Agmo Group.

5.4 Working capital

The Proposed Share Buy-Back, as and when implemented, is likely to reduce the working capital of the Group, the quantum of which depends on the purchase prices of the Purchased Shares, the actual number of Purchased Shares and any associated costs incurred in making the purchase.

For Purchased Shares which are kept as treasury shares, upon their resale, the working capital and the cash flow of the Group may increase with the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold and any associated costs incurred in undertaking the sale.

5.5 Dividend

Barring any unforeseen circumstances, the Proposed Share Buy-Back is not expected to have any impact on the dividend payment as the Board will take into consideration the Company’s profit, cash flow and capital commitments before proposing any dividend payment.

5.6 Directors' and substantial shareholders shareholdings

The effects of the Proposed Share Buy-Back on the Directors' and Substantial shareholders' shareholdings are as follows:-

	As at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[2]	No. of Shares	%[2]
Directors and substantial shareholders								
Tan Aik Keong	65,978,362	20.301	12,561,200[3]	3.865	65,978,362	22.557	12,561,200[3]	4.294
Low Kang Wen	23,261,694	7.157	12,561,200[3]	3.865	23,261,694	7.953	12,561,200[3]	4.294
Directors								
Dato' Low Hann Yong	300,000	0.092	-	-	300,000	0.103	-	-
Dr. Lau Cher Han	300,000	0.092	-	-	300,000	0.103	-	-
Datin Yap Shin Siang	300,000	0.092	-	-	300,000	0.103	-	-
Mohd Fairuz bin Mohd Azrul	300,000	0.092	-	-	300,000	0.103	-	-
Tan Mei Xuan	-	-	-	-	-	-	-	-
Substantial shareholder								
Tham Chin Seng	21,600,000	6.646	12,561,200[3]	3.865	21,600,000	7.385	12,561,200[3]	4.294

Notes:-

(1) *Based on the issued Shares of 325,000,000 as at the LPD.*

(2) *Based on the issued Shares of 292,500,000 after the Proposed Share Buy-Back.*

(3) *Deemed interested by virtue of his shareholdings in Agmoian Sdn. Bhd. [(Registration No. 201801020637 (1282656-W)] pursuant to Section 8(4)(c) of the Act.*

6. PURCHASE, RESALE, TRANSFER OR CANCELLATION OF AGMO SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

Given that this is the first time the Company is seeking authority from its shareholders for the Proposed Share Buy-Back, the Company does not currently hold any treasury shares and has not purchased, resold, transferred or cancelled any Shares in the preceding twelve (12) months.

7. PUBLIC SHAREHOLDING SPREAD

As at the LPD, the public shareholding spread of the Company was approximately 61.661%. Assuming the Company implements the Proposed Share Buy-Back in full and the Purchased Shares are from public shareholders, the public shareholding spread would decrease to approximately 57.401%. In this regard, the Board undertakes that the purchase of Agmo Shares will be conducted in compliance with the 25% public shareholding spread as required by the Listing Requirements.

8. HISTORICAL SHARE PRICES OF AGMO SHARES

The monthly highest and lowest market prices of Agmo Shares as traded on Bursa Securities for the past twelve (12) months from July 2025 to June 2026 are set out below:-

	High RM	**Low RM**
2025		
July	0.560	0.480
August	0.545	0.410
September	0.460	0.405
October	0.460	0.415
November	0.425	0.360
December	0.380	0.340
2026		
January	0.365	0.325
February	0.325	0.300
March	0.325	0.290
April	0.370	0.295
May	0.435	0.335
June	0.355	0.305

(Source: www.investing.com)

The last transacted price of Agmo Shares as at the LPD was RM0.315.

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9. IMPLICATION RELATING TO THE CODE

In the event that the Company acquires the full amount of Agmo Shares authorised under the Proposed Share Buy-Back and all the Agmo Shares so acquired are held as treasury shares or cancelled, the equity interest of the respective substantial shareholders as at the LPD will increase as disclosed in Section 5.6 of the Statement.

Pursuant to Paragraph 4.01 of the Code which states that if a person, together with PAC with him (if any), holding more than thirty-three percent (33%) but not more than fifty percent (50%) of the voting Shares of a Company, who as a result of a purchase by the Company of its own voting Shares, increases his holding in any period of six (6) months more than two percent (2%) or more of the voting Shares or voting rights of the Company, there is an obligation to extend a mandatory take-over offer to acquire the remaining Shares not already held by the said person and the PAC with him.

In the event the Proposed Share Buy-Back results in any substantial shareholder and/or PAC with the substantial shareholder triggering the mandatory offer obligation for the remaining Shares not already held by them under Paragraph 4.01 of the Code, the affected substantial shareholders and PAC may apply for an exemption from undertaking a mandatory offer obligation for the remaining Shares not already held by them from the Securities Commission Malaysia under Paragraph 4.15 of the Code before the said obligation is triggered.

The Board is mindful of the requirements of the Code and does not intend to undertake the Proposed Share Buy-Back in a manner that will trigger the obligation by any of the Company's substantial shareholders and/or PAC with them to undertake a mandatory offer under the Code. In this regard, the Board will ensure that such number of Shares so purchased, retained as treasury shares, cancelled or distributed, would not result in triggering any mandatory offer obligation on the part of its substantial shareholders and/or PAC with them.

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

Save for the proportionate increase in the percentage of shareholdings and/or voting rights in their capacities as the Directors and Substantial Shareholders of the Company pursuant to the Proposed Share Buy-Back, none of the Directors and substantial shareholders of the Company or person(s) connected with them, have any interest, whether direct or indirect, in the Proposed Share Buy-Back.

11. APPROVALS REQUIRED

The Proposed Share Buy-Back Authority is subject to the approval of the shareholders of the Company at the forthcoming Fifth AGM to be convened. The Proposed Share Buy-Back Authority is not conditional upon any other corporate exercises or proposals undertaken or to be undertaken by the Company.

12. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the ordinary resolution to be tabled at the forthcoming Fifth AGM.

13. AGM

Our forthcoming Fifth AGM will be held at Golden Screen Cinemas (GSC), Onyx Hall, Lot 3F-01, Third Floor, IOI Mall Damansara (formerly Tropicana Gardens Mall), No. 2A Persiaran Surian, Tropicana Indah, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 22 September 2026 at 10.00 a.m. or at any adjournment thereof.

The Notice of the Fifth AGM, Form of Proxy, Administrative Guide and other relevant AGM documents are available on the Company's website at https://www.agmogroup.com/.

A member entitled to vote at our forthcoming Fifth AGM 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 AGM 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.

14. FURTHER INFORMATION

Shareholders are advised to refer to the attached **Appendix 1** accompanying this Statement 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 NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

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
W.P. Kuala Lumpur

31 July 2026

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,

PART B - PROPOSED SHAREHOLDERS' MANDATE

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1. INTRODUCTION

At the Company's EGM held on 30 September 2025, the Company obtained the Existing Mandate which is necessary for the day-to-day operations of Agmo Group. The Existing Mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming AGM of the Company, scheduled for 22 September 2026, unless it is renewed at the said AGM.

On 28 July 2026, the Board announced the Company's intention to seek shareholders' approval for new and renewal of shareholders' mandate for RRPTs.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval on the resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Fifth AGM or any adjournment thereof.

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' MANDATE.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 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 Director 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/her 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 Paragraph 10.09(2) of the Listing Requirements has been procured, the provisions of Paragraph 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' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the Fifth AGM, will take effect from the date of the forthcoming Fifth AGM 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	100.0%	Providing computer and mobile software application and services related to information technology
Agmo Capital	100.0%	Investment holding
Agmo Digital Solutions Sdn. Bhd.	100.0%	Software development, provision of information technology related services and the intended reselling of third-party software
Agmo Tech Sdn. Bhd.	100.0%	Software development, provision of information technology related services and the intended reselling of third-party software
Agmo Sierra Holdings Sdn. Bhd.	70.0%	Investment holding, computer consultancy and provision of information technology related services
Agmo Academy Sdn. Bhd.	100.0%	Provision of training and development centre-related services, other information technology service activities and provision of consultancy services
Agmo RedSquare	52.5%	Software development and provision of information technology-related services
Agmo Artisan	65.0%	Software development and provision of information technology-related services

Name	Effective equity interest	Principal Activities
Agmo Primus	90.2%	Software development and provision of information technology-related services
Agmo SG Pte. Ltd.	90.0%	Development of software and applications and provision of information technology consultancy services
Agmo Ventures X Holdings Sdn. Bhd.	70.0%	Investment in ventures providing software development and related ancillary services related to sustainability projects and ventures
Agmo EV Sdn. Bhd.	69.3%	Software development and related ancillary services and provision of platform-based services related to electric vehicles
Jom eInvoice	51.3%	Provision of information technology solutions and related services, and software development and related ancillary services
AFintech Sdn. Bhd.	51.0%	Software development and provision of information technology related services
Agmo Skills Development Sdn. Bhd.	60.0%	Develop and offer certification programs and courses in the field of technology
TQ Education Sdn. Bhd.	100.0%	Provision of training and development centre-related services, other information technology service activities and provision of consultancy services

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2.3 Classes of Related Parties and Nature of RRPT

Shareholders' approval is sought for the Proposed Shareholders' Mandate involving RRPTs carried out between the following subsidiaries of Agmo Group with the following classes of related parties:

Name	Effective equity interest	Related parties	Nature of relationships
Agmo RedSquare Jom eInvoice	52.5% 51.3%	RedSquare Technologies	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 41.6% 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.
Agmo Artisan	65.0%	Artisan IT Solution	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.
Agmo Primus	90.2%	Data PRM	Lai De Yan is a Director of Agmo Primus and has deemed interest in Agmo Primus via Data PRM, which in turn holds 4.3% direct equity interest in Agmo Primus. His deemed interest in Agmo Primus arises from his relationships with the shareholders of Data PRM, namely Lam Soke Poh, his mother, who holds 33.4%; Lai Jie Yan, his sister, who holds 33.3%; and Lee Pei Si, his spouse, who holds the remaining 33.3% of equity interest in Data PRM. He also serves as a director of Data PRM.

2.3.1 Nature of transactions contemplated under the Proposed Shareholders' Mandate

The nature of the transactions of which approval is being sought under the Proposed Shareholders' Mandate shall include, but are not limited to those disclosed below:-

(a) Proposed renewal of shareholders' mandate for RRPTs

Supplier/ Provider	Purchaser/ Recipient	Nature of Transactions#	Interested Person Connected	Existing Mandate		Estimated value of transactions from the date of Fifth AGM to the next AGM in 2027 (1) (RM'000)
				Estimated value of transactions as disclosed in the Circular to Shareholders dated 4 September 2025 (RM'000)	Actual value transacted from the date of the last EGM on 30 September 2025 up to the LPD (RM'000)	
RedSquare Technologies	Agmo RedSquare	Provision of manpower/ software development services by RedSquare Technologies to Agmo RedSquare	Wong Zi Ning	2,500	384	2,500
	Jom eInvoice	Provision of manpower/ software development services by RedSquare Technologies to Jom eInvoice		500	68	500
Agmo Artisan	Artisan IT Solution	Provision of manpower/ software development services by Agmo Artisan to Artisan IT Solution	Chow Yao Fong	1,400	406	1,000

(b) Proposed new shareholders’ mandate for RRPTs

Supplier/ Provider	**Purchaser/ Recipient**	**Nature of Transactions#**	**Interested Person Connected**	**Estimated value of transactions from the date of Fifth AGM to the next AGM in 2027 (1)** **(RM’000)**	**Actual value transacted from the first transaction up to the LPD (2)** **(RM’000)**
Data PRM(4)	Agmo Primus	Provision of manpower/ software development services by Data PRM to Agmo Primus (3)	Lai De Yan	1,500	152

Notes:

(1) The estimated values are determined based on anticipated and/or existing purchase orders or contracts, taking into account historical transaction values, the Group’s existing order book, project pipeline and business projections, as well as market-comparable man-day rates. The estimated values vary on a project-by-project basis, depending on the respective scope of work. The actual value of the RRPTs for which shareholders’ mandate is being sought may vary from the estimated value disclosed.

(2) The aggregate value of the RRPTs from the date of the first transaction up to the LPD is less than the 5% threshold prescribed under Paragraph 10.08(2) of the Listing Requirements.

(3) The total value of purchase orders and/or contracts entered into between Agmo Primus and Data PRM from the date of the first transaction up to the LPD amounted to RM235,000.00, of which RM83,333.33 remained outstanding as at the LPD.

(4) Data PRM is expected to be engaged for projects requiring specialised data analytics and system development services, particularly projects involving data processing, reporting and analytics solutions, as well as the provision of technical manpower to support the implementation and delivery of such projects.

 # The services provided by the respective parties differ based on their technical capabilities, resource availability, domain expertise and ability to meet specific project requirements and delivery timelines. In particular, RedSquare Technologies specialises in software development and technology consulting services, Agmo Artisan specialises in software development, system implementation and integration, while Data PRM provides data analytics and data-driven solutions to support project requirements.

The RRPTs contemplated under the Proposed Shareholders' Mandate comply with Paragraph 10.09(2) of the Listing Requirements, as well as the relevant provisions under Paragraphs 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

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

As at 31 March 2026, there were no amount due from and owing by the Related Parties pursuant to the RRPTs which 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 is 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 for 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 to or more than the threshold prescribed under Paragraph 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:

(i) the type of RRPTs made; and

(ii) the names of the Related Parties involved in each RRPT made and their relationship with the Group.

If the actual value of an RRPT exceeds the estimated value of the RRPT disclosed in Section 2.3.1 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' MANDATE

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' MANDATE

The 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

The following Interested Directors / Interested Major Shareholders, as well as persons connected with them (if any), are deemed interested in the Proposed Shareholders' Mandate:

Interested Directors / Interested Major Shareholders of the Relevant Subsidiaries	
Wong Zi Ning	Director and Major Shareholder of Agmo RedSquare
Chow Yao Fong	Director and Major Shareholder of Agmo Artisan
Lai De Yan	Director of Agmo Primus

None of the Directors or Major Shareholders of the Company, or persons connected with them (if any), have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

As at the LPD, Wong Zi Ning, Chow Yao Fong and Lai De Yan are not Directors of the Company and do not hold any direct or indirect shareholdings in the Company.

Wong Zi Ning, Chow Yao Fong and Lai De Yan will abstain from voting on the resolutions in respect of the Proposed Shareholders' Mandate at the forthcoming Fifth AGM, 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 Fifth AGM.

6. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of the Company at the forthcoming Fifth AGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandate, our Directors are of the opinion that the proposed RRPTs stated in Section 2.3.1 of this Circular are in the best interests 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 resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Fifth AGM.

8. AGM

Our forthcoming Fifth AGM will be held at Golden Screen Cinemas (GSC), Onyx Hall, Lot 3F-01, Third Floor, IOI Mall Damansara (formerly Tropicana Gardens Mall), No. 2A Persiaran Surian, Tropicana Indah, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 22 September 2026 at 10.00 a.m. or at any adjournment thereof.

The Notice of the Fifth AGM, Form of Proxy, Administrative Guide and other relevant AGM documents are available on the Company's website at https://www.agmogroup.com/.

A member entitled to vote at our forthcoming Fifth AGM 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 AGM 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 1** accompanying 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

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement/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 Statement/Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts or omissions of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

Save as disclosed below, as at the LPD, there are no material contracts (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 Statement/Circular:

(i) joint venture agreement dated 20 August 2024 ("JVA") between Agmo Capital and Solarvest Energy for the incorporation of a joint venture company, namely Gtrons Innovation, for the collaboration in establishing a business focused on the production and development of digital solutions in the clean energy sector. Pursuant to the JVA, Agmo Capital subscribed 450,000 ordinary shares in Gtrons Innovation for a total cash consideration of RM450,000.00. As at the LPD, Agmo Capital holds a 30.00% equity interest in Gtrons Innovation;

(ii) joint venture cum shareholders' agreement dated 19 June 2025 ("JVSHA") between Agmo Capital and Theta Technologies for the incorporation of a joint venture company, namely Edge Agmo, for the collaboration to develop, promote, and market transformative artificial intelligence solutions, blockchain solutions, data analytics, augmented reality & virtual reality, environmental, social and governance solutions. Pursuant to the JVSHA, Agmo Capital subscribed 490 ordinary shares in Edge Agmo for a total cash consideration of RM490.00. As at the LPD, Agmo Capital holds a 49.00% equity interest in Edge Agmo; and

(iii) joint venture cum shareholders' agreement dated 18 October 2025 between Agmo Capital and Sasbadi Online ("Shareholders' Agreement") for the investment in a joint venture company, namely Penerbitan Minda, for the collaboration on an exclusive basis within Malaysia to undertake the development and commercialisation of an Artificial Intelligence (AI) solution in the form of a Large Language Model specialised for education. Pursuant to the Shareholders' Agreement, Agmo Capital acquired 45,000 ordinary shares of Penerbitan Minda from Sasbadi Online for a total cash consideration of RM1.00. As at the LPD, Agmo Capital holds a 45.00% equity interest in Penerbitan Minda.

3. MATERIAL COMMITMENTS

As at the LPD, there are no material capital commitments, 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

Save as disclosed below, 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:

On 23 April 2026, Agmo Studio, a wholly-owned subsidiary of the Company, was served with a Writ of Summons and Statement of Claim (Civil Suit No. WA-22NCvC-204-04/2026), both dated 22 April 2026 ("Civil Suit"), filed by Zitron Enterprise (M) Sdn Bhd ("Zitron") at the Kuala Lumpur High Court ("the Court"). The legal proceedings concern a project undertaken by Agmo Studio to develop a customised Enterprise Resource Planning ("ERP") system for Zitron ("Project").

Zitron is claiming the following through the Civil Suit:

(i) a refund of RM505,400.00, being the amount paid by Zitron in respect of the Project;

(ii) ERP subscription costs of RM83,883.60 per month from 1 June 2024 to the date of judgment;

(iii) manpower costs of RM908,250.00;

(iv) general damages for alleged breach of contract and misrepresentation, to be assessed by the Court;

(v) interests and costs;

(v) an order requiring Agmo Studio to return and/or destroy all data and information received from Zitron in connection with the Project and to confirm the same by way of a statutory declaration; and

(vii) such further and/or other reliefs as the Court deems fit.

Agmo Studio's estimated maximum exposure to liabilities under the Civil Suit, computed on the basis of quantifiable monetary claims asserted by Zitron up to the LPD, is approximately RM3.51 million (excluding general damages, accrued interests, and legal costs, which are subject to the Court's assessment).

Zitron's allegations in the Civil Suit are vehemently denied. Agmo Studio had on 8 June 2026 filed its Statement of Defence and Counterclaim in response to the Civil Suit.

Agmo Studio's counterclaim ("Counterclaim") against Zitron comprises:

(i) RM344,088.00 in respect of Project work completed but unpaid;

(ii) additional man-day costs and third-party cloud hosting infrastructure costs, to be particularised and/or assessed by the Court; and

(iii) interests and costs.

On 29 June 2026, Zitron filed its Reply to Defence and Defence to Counterclaim, in which it maintained its claims and denied Agmo Studio's Counterclaim.

The Civil Suit is fixed for trial from 1 March 2027 to 5 March 2027 and from 12 April 2027 to 16 April 2027. The solicitor acting for Agmo Studio is of the view that Agmo Studio has a good basis in law and strong merits to defend against the Civil Suit and to pursue its Counterclaim.

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 Statement/Circular up to and including the date of the forthcoming Fifth AGM:

(i) the Constitution of the Company;

(ii) the audited financial statements of the Company for the past two (2) FYEs ended 31 March 2026 and 31 March 2025, and the latest unaudited quarterly results since the last audited financial statements;

(iii) the material contracts referred to in Section 2 above; and

(iv) the relevant cause papers in respect of the material litigation referred to in Section 4 above.

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