NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("AGM") of ACO Group Berhad ("Company" or "ACO") will be conducted fully virtual through online meeting platform via TIIH Online website at https://tiih.online or https://tiih.com.my (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on 28 July 2022, Thursday at 10.00 a.m. for the following purposes:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 28 February 2022 together with the Reports of the Directors and Auditors thereon.
- [Please refer to the Explanatory Notes to the Agenda]

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

To re-elect the following Director who is retiring in accordance with Clause 76(3) of the Constitution of the Company: -

Ms Chai Poh Choo, who is retiring in accordance with Clause 76(3) of the Constitution of the Company will be retiring at the conclusion of this Third AGM.

- To approve the payment of the Directors' fees of RM168,000.00 for the financial year ended 28 February 2022.
- To approve the payment of the Directors' benefits up to RM29,500.00 for the period from Third AGM until the Fourth AGM of the Company.
- To re-appoint Messrs RSM Malaysia PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

Special Business

To consider and if thought fit, to pass, with or without modifications, the following Ordinary Resolutions: -

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

(Ordinary Resolution 5)

"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

PROPOSED VARIATION AND EXTENSION OF TIMEFRAME FOR THE USE OF PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING OF ACO ("PROPOSED (Ordinary Resolution 6) VARIATION")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to vary the use of proceeds raised from the initial public offering in the manner set out in the Circular to shareholders of the Company.

AND THAT the Directors, be and are hereby authorised to do all acts, deeds and things, and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Variation."

Other Business

- To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.
- By Order of the Board

WONG WAI FOONG (MAICSA 7001358)(SSM PC NO. 202008001472) FONG SEAH LIH (MAICSA 7062297)(SSM PC NO. 202008000973) Company Secretaries

Kuala Lumpur 29 June 2022

- NOTES:

 MPORTANT NOTICE

 Members will not be allowed to attend this Annual General Meeting ("AGM") in person on the day of the meeting, Members are to attend and post questions to the Board via real time submission of typed texts and vote (collectively, participate) remotely at this AGM via the Remote Participation and Voting ("RP") facilities provided (collectively, participate) remotely at this AGM via the Remote Participation and Voting ("RP") facilities provided (collectively, participate) provided (and the procedures in the Administrative Guide for the AGM in order to participate remotely via RPU.

 For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sch Bhd to make available to the Company, a Record of Depositors as at 21 July 2022 only a member whose name appears on this Record of Depositors shall be entitled to attend this agent and the state of the AGM in order to participate, speak and vote on his/her/its behalf.

 A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company of the company may appoint on the new forms of the state of the participate of the Company may appoint on the more than two (2) proxies to attend, participate, speak and vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.

 A member who has appointed a proxytatorney/authorised representative to register himselfiberself for RPV at https:// tib.noline.kindly refer to the Procedure for RPV as set out in the Administrative Guide for the 3rd AGM.

 Where a member of the Company is an authorised nominee as defined in the Securities account; tholds in ordinary shares of the Company standing to the credit of the said securities account; the proxy form of the Company is an authorised nominee as def
- notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly. Last date and time for lodging the proxy form is Tuesday, 26 July 2022 at 10.00 a.m.. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kennichi, 59200 Kuala Lumpur, Malaysia or attendatively, the Customer Service Centre at Unit C-5, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kennichi, 59200 Kuala Lumpur, Malaysia or attendatively, the Customer Service Centre at Unit C-5, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kennichi, 59200 Kuala Lumpur, Malaysia. Alternatively, please bring the ORIGINAL certificate of appointment Control of authorised representative should be executed under seal in accordance with the constitution of the corporate member. In a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member does not have a common seal, the certificate of appointment of authorised representative should be efficied with the rubbest extent of the Corporate member (if any) and executed by:

 i. at least two (2) authorised officers of whom one shall be a director or

 ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

 It is important that you read the Administrative Guide for the conduct of the Third AGM.

 Shareholders are advised to check the Company's website at www.acogroup.com.my and announcements from time to time for any chan

EXPLANATORY NOTES:

- Audited Financial Statements for the financial year ended 28 February 2022
- The Audited Financial Statements in Agenda item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda Item is not put forward for voting by shareholders of the Company.
- Re-election of Director

Clause 76 of the Constitution provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

Chai Poh Choo, who is retiring pursuant to Clause 76 of the Constitution, has indicated that she does not wish to seek for re-election at this Third AGM of the Company. Hence, she shall cease to be a Director of the Company at the conclusion of the Third AGM.

Teh Chee Ghee who is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM. The Board has through the Nomination Committee, considered the assessment of the Director and collectively agreed that he met the criteria as prescribed by Rule 2.200 at the ACE Marrket Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge his rolles as Director.

Ordinary Resolution 2

Directors' Fees

Ordinary Resolution 2 is to approve the payment of the following Directors' fees payable to Directors for the financial year ended 28 February 2022:-

Category	Non-Executive Chairman	Non-Executive Directors	Executive Directors
The Company	RM	RM	RM
Directors' Fees (per annum)	60,000.00	108,000.00	-

4. Ordinary Resolution 3

Directors' Benefits

Ordinary Resolution 3 is to approve the payment of the following Directors' benefits for the period from Third AGM until the Fourth AGM of the Company:-

Description	Non- Executive Chairman / Directors	The Company / its subsidiary
Meeting Allowance Board Meeting (RM500 per attendance) Committee Meeting (RM250 per attendance)	Each Directors	The Company
Benefits in kind Directors and Officers Liability Insurance	All Directors	The Company

Ordinary Resolutions 4

Re-appointment of Auditors

The Board has through the Audit and Risk Management Committee, considered the re-appointment of Messrs RSM Malaysia PLT as the Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table their re-appointment at the Third AGM are disclosed in the Audit and Risk Management Committee Report of the 2022 Annual Report.

Ordinary Resolution 5

Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Proposed Ordinary Resolution 5 is a renewal of the general mandate pursuant to Sections 75 and 76 of the Act ("General Mandate") obtained from the shareholders of the Company at the previous AGM and, if passed, will empower the Directors of the Company to issue new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued share capital of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

As at the date of this notice, the Company has issued and allotted 2,083,300 new ordinary shares of the Company under the Proposed Private Placement made pursuant to the General Mandate, which was approved by the shareholders at the Second AGM held on 25 August 2021 and will lapse at the conclusion of the forthcoming Third AGM to be held on 28 July 2022. The details of the aforesaid issued and allotment of 2,083,300 new ordinary shares of the Company are as follows:-

a) Proposed Private Placement

As at the date of this notice, 2,083,300 new ordinary shares were allotted pursuant to the Proposed Private Placement. The total proceeds amounting to RM499,992.00 raised from the Proposed Private Placement are as follows:

Utilisation purposes	Proposed utilisation ("RM")	Actual utilisation ("RM")	Balance	Timeframe for utilisation
Working Capital	499,992.00	499,992.00	-	Within 12 months
Total	499,992.00	499,992.00	-	

Ordinary Resolution 6

Proposed Variation

Please refer to the Circular to Shareholders released dated 29 June 2022 for more information

ACO GROUP BERHAD [201901020410 (1329739-A)]

ADMINISTRATIVE GUIDE FOR THE THIRD ANNUAL GENERAL MEETING (3rd AGM)

Day & Date : Thursday, 28 July 2022

Time : 10.00 a.m.

Online Meeting Platform: TIIH Online website at https://tiih.online provided by Tricor Investor & Issuing

House Services Sdn. Bhd.

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the 3rd AGM of ACO GROUP BERHAD will be conducted fully virtual through online meeting platform via TIIH Online website at https://tiih.online provided by Tricor Investor & Issuing House Services Sdn. Bhd. This is in line with the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia as at 7 April 2022 (including any amendment that may be made from time to time).

REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at https://tiih.online.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 3rd AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at Tricor's TIIH Online website at https://tiih.online.

As the 3rd AGM will be held as a fully virtual meeting, shareholders who are unable to participate in this 3rd AGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

PROCEDURES FOR RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate in the 3rd AGM remotely using the RPV facilities are to follow the requirements and procedures as indicated below: -

	Ι		
	Procedure	Action	
BEFO	BEFORE THE AGM DAY		
(a)	Register as an user with Tricor's TIIH Online website	 Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services", select the "Sign Up" button followed by "Create Account by Individual Holder". Kindly refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via email. If you are already a user with Tricor's TIIH Online website, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at Tricor's TIIH Online website. 	
(b)	Submit your registration for RPV	 Registration is open from Wednesday, 29 June 2022 until the day of 3rd AGM on Thursday, 28 July 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 3rd AGM to ascertain their eligibility to participate in the 3rd AGM using the RPV. Login with your user ID and password and select the corporate event: "(REGISTRATION) ACO GROUP BERHAD 3rd AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 21 July 2022, the system will send you an e-mail on or after 26 July 2022 to approve or reject your registration for remote participation. 	

	Procedure	Action		
		(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).		
ON T	HE DAY OF THE AGM (THURSDAY, 28 JULY 2022)		
(c)	Login to Tricor's TIIH Online website	• Login with your user ID and password for remote participation at the 3 rd AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the 3 rd AGM on Thursday, 28 July 2022 at 10.00 a.m.		
(d)	Participate through Live Streaming	 Select the corporate event: "(LIVE STREAM MEETING) ACO GROUP BERHAD 3rd AGM" to engage in the proceedings of the 3rd AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by you during the 3rd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. 		
(e)	Online Remote Voting	 Voting session commences from 10.00 a.m. on 28 July 2022 until a time when the Chairman announces the end of the voting session. Select the corporate event: "(REMOTE VOTING) ACO GROUP BERHAD 3rd AGM" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes. 		
(f)	End of remote participation	Upon the announcement by the Chairman on the closure of the 3 rd AGM, the live streaming will end.		

Note to users of the RPV facilities:-

- 1. Should your registration for RPV facilities be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to Tricor's TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- 2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- 3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-4080 5616 / 011-4080 3168 / 011-4080 3169 / 011-4080 3170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 3rd AGM via Tricor's **TIIH Online** website at https://tiih.online by selecting "e-Services" to login, pose questions and submit electronically no later than **Tuesday**, **26 July 2022 at 10.00 a.m.** The Board will endeavour to answer the questions received at the 3rd AGM.

ENTITLEMENT TO PARTICIPATE /GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

Only a depositor whose name appears on the ROD as at **21 July 2022** shall be entitled to participate at the 3rd AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to participate on his/her behalf.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 3rd AGM must ensure that the duly executed Form of Proxy are deposited in a hard copy form or by electronic means to Tricor no later than **Tuesday, 26 July 2022 at 10:00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner: -

(i) <u>In hard copy form</u>

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at https://tiih.online. Kindly refer to the Administrative Guide for the 3rd AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

	Procedure	Action	
i.	i. Steps for Individual Shareholders		
(a)	Register as a User with Tricor's TIIH Online website	 Using your computer, please access the website at https://tiih.online Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. 	
(b)	Proceed with submission of Form of Proxy	 After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "ACO GROUP BERHAD 3rd AGM – Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(ies) appointment. Print Form of Proxy for your record. 	
ii.	Steps for Corporate or Institution	onal Shareholders	
(a)	Register as an User with Tricor's TIIH Online website	 Access TIIH online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporate or institutional member selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. (Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.) 	

(b)	Proceed with submission of Form of Proxy	 Login to Tricor's TIIH Online website at https://tiih.online Select the corporate event: "ACO GROUP BERHAD 3rd AGM – Submission of Proxy Form". Read and agree to the Terms & Conditions and confirm the Declaration. Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission.
		Print the confirmation report of your submission for your record.

POLL VOTING

The voting at the AGM will be conducted by poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from **10.00 a.m. on Thursday, 28 July 2022** but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from Tricor's **TIIH Online** website at https://tiih.online.

Upon completion of the voting session for 3rd AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

DOOR GIFT/FOOD VOUCHER

There will be NO distribution of door gifts or food vouchers for the 3rd AGM since the meeting is being conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 3rd AGM of the Company.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays): -

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line :+603-2783 9299 Fax Number :+603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons : Ms Nur Qaisara Naaila : +603-2783 9272 / Nur.Qaisara.Naaila@my.tricorglobal.com

Ms Nor Faeayzah : +603-2783 9274 / Nor.Faeayzah@my.tricorglobal.com