

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting ("AGM") of ACO Group Berhad ("Company" or "ACO") will be conducted fully virtual through online meeting platform via TIH Online website at <https://tjh.online> or <https://tjh.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia on **26 July 2023, Wednesday at 10.00 a.m.** for the following purposes:-

AGENDA

A. Ordinary Business

[Please refer to the Explanatory Notes to the Agenda]

- To receive the Audited Financial Statements for the financial year ended 28 February 2023 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who is retiring in accordance with Clause 76(3) of the Constitution of the Company:-
 - Yap Koon Roy
 - Tang Pee Tee @ Tan Chang Kim
- To re-elect Nor Syahirah Binti Abu Baker who is retiring in accordance with Clause 78 of the Constitution of the Company.
- To approve the payment of the Directors' fees of RM180,500.00 for the financial year ended 28 February 2023.
- To approve the payment of the Directors' benefits of up to RM33,000.00 for the period from the Fourth AGM until the Fifth 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.

(Ordinary Resolution 1)

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Ordinary Resolution 4)

(Ordinary Resolution 5)

(Ordinary Resolution 6)

B. Special Business

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

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

(Ordinary Resolution 7)

"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 ("General Mandate")."

THAT, pursuant to Section 85 of the Act read together with Clause 12 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the issuance and allotment of new shares pursuant to the General Mandate."

C. 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 27 June 2023

NOTES:-

1. IMPORTANT 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 ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjh.online>. Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via RPV.

- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 18 July 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, 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.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- A member who has appointed a proxy/attorney/authorised representative to participate at this Fourth AGM via RPV facilities must request his/her proxy/attorney/authorised representative to register himself/herself for RPV at <https://tjh.online>. Kindly refer to the Procedure for RPV as set out in the Administrative Guide for the Fourth AGM.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at 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.
 - By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjh.online>. Kindly refer to the Administrative Guide for the Fourth AGM on the procedures for electronic lodgement of proxy form via TIH Online.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar of the Company situated at Tricor Investor & Issuing House Services Sdn. Bhd. of 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 not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariately 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 **Monday, 24 July 2023 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 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. Alternatively, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's share registrar.

The certificate of appointment of authorised representative should be executed in the following manner:

- If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
- If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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

Shareholders are advised to check the Company's website at www.acogroup.com.my and announcements from time to time for any changes to the administration of the AGM that may be necessitated by changes to the directives, rules and procedural requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

EXPLANATORY NOTES:

- Audited Financial Statements for the financial year ended 28 February 2023

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.

- Ordinary Resolutions 1, 2 and 3
Re-election of Directors

Yap Koon Roy, Tang Pee Tee @ Tan Chang Kim and Nor Syahirah Binti Abu Baker are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Fourth AGM. The Board of Directors ("Board") has through the Nomination Committee ("NC") carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

- Ordinary Resolution 4
Directors' Fees

Ordinary Resolution 4 is to approve the payment of the Directors' fees to the Directors for the financial year ended 28 February 2023, details of which are set out below:-

Category	Non-Executive Chairman	Non-Executive Directors	Executive Directors
The Company	RM	RM	RM
Directors' Fees (per annum)	60,000.00	120,500.00	-

- Ordinary Resolution 5
Directors' Benefits

Ordinary Resolution 5 is to approve the payment of the Directors' benefits for the period from the Fourth AGM until the Fifth AGM of the Company, details of which are set out below:-

Description	Non- Executive Chairman / Directors	The Company / its subsidiary
Meeting Allowance		
<ul style="list-style-type: none"> Board Meeting (RM750.00 per attendance) Committee Meeting (RM500.00 per attendance) 	Each Director	The Company
Benefits in kind		
Directors and Officers Liability Insurance (RM10,000.00 per annum)	All Directors	The Company

- Ordinary Resolutions 6
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 Fourth AGM are disclosed in the Audit and Risk Management Committee Report of the 2023 Annual Report.

- Ordinary Resolution 7
Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Proposed Ordinary Resolution 7 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 the purpose of funding current and/or future investment project(s), working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

Pursuant to Section 85 of the Act and Clause 12 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 7, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate which was approved at the Third AGM of the Company held on 28 July 2022, which will lapse at the conclusion of this Fourth AGM.

ACO GROUP BERHAD [201901020410(1329739-A)]

ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (4th AGM)

Day & Date : Wednesday, 26 July 2023
Time : 10.00 a.m.
Online Meeting Platform : TIIH Online website at <https://tiah.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd.

MODE OF MEETING

The 4th AGM of the Company will be conducted fully virtual through online meeting platform via TIIH Online website at <https://tiah.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd. An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327(2) of the Companies Act 2016, provided that the online platform located in Malaysia and all participants including the Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

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 4th AGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") via its **TIIH Online** website at <https://tiah.online>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this 4th 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://tiah.online>.

As the 4th AGM will be held as a fully virtual meeting, shareholders who are unable to participate in this 4th 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 4th AGM remotely using the RPV facilities are to follow the requirements and procedures as indicated below: -

	Procedure	Action
BEFORE THE AGM DAY		
(a)	Register as an user with Tricor's TIIH Online website	<ul style="list-style-type: none">Using your computer, access the website at https://tiah.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	<ul style="list-style-type: none">Registration is open from Tuesday, 27 June 2023 until the day of 4th AGM on Wednesday, 26 July 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 4th AGM to ascertain their eligibility to participate in the 4th AGM using the RPV.Login with your user ID and password and select the corporate event: "(REGISTRATION) ACO GROUP BERHAD 4th 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 18 July 2023, the system will send you an e-mail on or after 24 July 2023 to approve or reject your registration for remote participation.

	Procedure	Action
		<i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i>
ON THE DAY OF THE AGM (WEDNESDAY, 26 JULY 2023)		
(c)	Login to Tricor's TIIH Online website	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 4th AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the 4th AGM on Wednesday, 26 July 2023 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAM MEETING) ACO GROUP BERHAD 4th AGM" to engage in the proceedings of the 4th 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 4th 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	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on 26 July 2023 until a time when the Chairman announces the end of the voting session. Select the corporate event: "(REMOTE VOTING) ACO GROUP BERHAD 4th 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	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 4th AGM, the live streaming will end.

Note to users of the RPV facilities:-

- 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.
- 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.
- 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 4th 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 **Monday, 24 July 2023 at 10.00 a.m.** The Board will endeavour to answer the questions received at the 4th AGM.

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

Only a depositor whose name appears on the ROD as at **18 July 2023** shall be entitled to participate at the 4th 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 4th 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 **Monday, 24 July 2023 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) **In hard copy form**

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 4th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

	Procedure	Action
i. <u>Steps for Individual Shareholders</u>		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> 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 4th 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. <u>Steps for Corporate or Institutional Shareholders</u>		
(a)	Register as an User with Tricor's TIIH Online website	<ul style="list-style-type: none"> 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. <p><i>(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.)</i></p>

(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIH Online website at https://tiah.online • Select the corporate event: "ACO GROUP BERHAD 4th 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 Wednesday, 26 July 2023** 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 **TIH Online** website at <https://tiah.online>.

Upon completion of the voting session for 4th 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 4th 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 4th 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 Nor Faeayzah : +603-2783 9274 / nor.faeayzah@my.tricorglobal.com

Mr Ashvinder Singh : +603-2783 7962 / ashvinder.singh@my.tricorglobal.com