

AGESON

AGESON BERHAD
[Registration No. 200201027337 (595000-H)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Ageson Berhad (“Ageson” or “Company”) will be held and conducted by way of fully virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities from the online meeting platform of Vote2U Online operated by ARB WeMeet Sdn Bhd in Malaysia via the link at <https://web.vote2u.my> on Tuesday, 29 June 2021 at 10.00 a.m. or at any adjournment thereof, for the purpose of transacting the following resolution:

ORDINARY RESOLUTION 1

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries (collectively, “Ageson Group” or “Group”) to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 14 June 2021 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, subject to the following:

- (i) the transactions are necessary for the day-to-day operations of the Group in its ordinary course of business, and are at arm’s length, on normal commercial terms which are not more favorable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until: -
 - (a) the conclusion of the next annual general meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.
- (iii) disclosure to be made in the annual report of the Company of the breakdown of the aggregate value of the RRPTs conducted pursuant to the mandate during the current financial year, and in the annual report for the subsequent financial year during which this shareholders’ mandate is in force, where:-
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1.0 million or more; or
 - (b) any one of the percentage ratios of such aggregated transactions is 1.0% or more, whichever is the higher;and amongst other, based on the following information:
 - (a) the type of the RRPTs made; and
 - (b) the names of the related parties involved in each type of the RRPTs made and their relationships with Ageson Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

BY ORDER OF THE BOARD AGESON BERHAD

TAN TONG LANG (MAICSA 7045482/ SSM PC NO.201908002253)

Company Secretary
Selangor Darul Ehsan
Dated: 14 June 2021

Notes :

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to participate and vote at the EGM, the Company shall be requesting the Record of Depositors as at 21 June 2021. Only a depositor whose name appears on the Record of Depositors as at 21 June 2021 shall be entitled to participate the said virtual meeting or appoint proxy/proxies to participate, speak and vote on his/her behalf.

Participation and Appointment of Proxy

1. Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting and vote remotely at this virtual EGM using RPV Facilities provided by ARB WeMeet Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
2. A member may appoint up to two (2) proxies who need not be members of the Company to participate and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account (“omnibus account”), the Exempt Authorised Nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under either its common seal or the hand of its officer or attorney duly authorized. The instrument duly completed shall be deposited at the Company’s registered office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The completed instrument appointing a proxy once deposited will not preclude the member from participating and voting in person at the general meeting should the member subsequently wish to do so.

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[Registration No. 200201027337 (595000-H)]

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ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	:	Extraordinary General Meeting (“EGM”)
Day, Date, and Time of Meeting	:	Tuesday, 29 June 2021 at 10.00 a.m.
Remote Participation and Voting Facilities	:	https://web.vote2u.my
Meeting Venue	:	Online Meeting Platform of Vote2U at https://web.vote2u.my
Domain Registration Numbers with MYNIC	:	D6A471702

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“Government”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“SC”) (“Guidance Note and FAQs”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 (“FMCO”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, AGESON BERHAD’s (“AGESON” or the “Company”) EGM will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities provided by Vote2U at <https://web.vote2u.my>.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Only shareholders whose names appear on the Record of Depositors (“ROD”) as at 21 June 2021 shall be eligible to participate and vote remotely in the meeting or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarised below:

✳ BEFORE EGM DAY ✳

A:	REGISTRATION	
	Description	Procedure
i.	Shareholders to Register with Vote2U ➤ Individual Shareholders	a. Access website at https://web.vote2u.my b. Select “ Sign Up ” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/> . Then select “ Next ”. d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. Then select “ Continue ”. e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo). f. Registration as user completed. g. An email notification will be sent to you.

		<p><u>Note:</u> If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</p>
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B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Proxy Form (hard copy) <ul style="list-style-type: none"> ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee 	<p>The hard copy Proxy Form must be deposited with the Company's Share Registrar, Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than 48 hours (Sunday, 27 June 2021, 10.00 a.m.) before the time appointed for holding the EGM or at any adjournment.</p> <ol style="list-style-type: none"> a. Fill-in the details on the hard copy Proxy Form by providing the following information: <ul style="list-style-type: none"> ○ Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ● Name ● Number of MyKAD for Malaysian or passport for non-Malaysian ● Address and email address – ensure email address is valid b. Corporate Representative only – deposit the hard copy of Proxy Form together with the following document to the Company's registered office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia: <ul style="list-style-type: none"> ● A copy of Certificate of Appointment as corporate representative c. Individual shareholders authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the Company's registered office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia. d. Submitted Proxy Form will be verified. e. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

*** ON EGM DAY ***

1.	Log in to https://web.vote2u.my with your registered email address and password.
	For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in one (1) hour (9.00 a.m.) before the commencement of the EGM you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedures
i.	Live Streaming	a. Select " Watch Live " button to view the live streaming.
ii.	Ask Question (real-time)	<p>a. Select "Ask Question" button to pose a question.</p> <p>b. Type in your question and select "Submit".</p> <p><i>Note:</i> The Chairman of the EGM/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the EGM.</p>
iii.	Online Remote Voting	<p>a. On the main page, scroll down and select "Confirm Details & Start Voting".</p> <p>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select "Next" to continue voting for all resolutions.</p> <p>c. After you have completed voting, a Voting Summary page appears to show all the resolutions with you voting choices. Select "Confirm" to submit your vote.</p> <p><i>Note:</i> Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</p>
iv.	View Voting Results	a. On the main page, scroll down and select " View Voting Results ".
v.	End of RPV	<p>a. Upon the announcement by the Chairman of the meeting on the closure of the said meeting, the live streaming will end.</p> <p>b. You may log out from Vote2U.</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed ARB WeMeet Sdn Bhd as the Poll Administrator to conduct the polling process and Aegis Communication Sdn Bhd as the independent Scrutineers to verify the results of the poll.

Meeting Venue

As a result of the implementation of the FMCO by the Government on 28 May 2021 as well as the revised SC Guidance Note and FAQs, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting.

According to the revised SC Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

No e-Voucher, Gift, and Food Voucher

There will be no e-Voucher, gift, and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. For enquiries relating to the general meeting, please contact the Share Registrar during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : admin.registrar@boardroom.com.my
General Line : +603-7890 0638

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : vote2u@agmostudio.com