

AGESON BERHAD

AGESON BERHAD
(Registration No. 200201027337 (595000-H))

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth ("19th") Annual General Meeting ("AGM") 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 ARB WeMeet operated by ARB WeMeet Sdn Bhd in Malaysia via the link at <https://member.arbwemeet.com> on Monday, 4 October 2021, at 8.00 a.m. for the following purposes:

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon. **Explanatory Note 1**
2. To approve the payment of Directors' fees and benefits up to RM500,000 from 19th AGM up to the Twentieth ("20th") AGM of the Company **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to the Company's Constitution and being eligible, have offered themselves for re-election: -
(i) Dato' Sri Liew Kok Leong (Article 85) **Ordinary Resolution 2**
(ii) Mr. Ng Kok Wah (Article 85) **Ordinary Resolution 3**
4. To re-appoint Messrs. Afrizan Tarmilil Khairul Azhar, as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

To consider, and if thought fit, to pass with or without modifications, the following ordinary resolution:

5. **Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ('Act')** **Ordinary Resolution 5**

"THAT pursuant to Sections 75 and 76 of the Act, Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

6. **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **Ordinary Resolution 6**

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 10 September 2021 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- i. the transactions are necessary for the day-to-day operations of the Group in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable 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 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 is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where: -

- a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
- b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,

whichever is the higher;

and amongst other, based on the following information:

- a) the type of the Recurrent Related Party Transactions made; and
- b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with 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.

AND THAT the Directors of the Company be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to the Proposed Shareholders' Mandate with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities."

7. **Proposed Amendments to the Constitution of the Company ("Proposed Amendments to the Constitution")**

Special Resolution 1

"THAT the Proposed Amendments to the Constitution as set out in the Appendix A which has been circulated to the shareholders of the Company together with 2021 Annual Report, be approved and adopted AND THAT the Board and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendments to the Constitution for and on behalf of the Company."

8. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

AGESON BERHAD

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

CHONG CHEW LO (MAICSA 7046627/SSM PC NO. 201908002693)

Company Secretaries

Selangor

Dated: 10 September 2021

NOTES:

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to participate and vote at the 19th AGM, the Company shall be requesting the Record of Depositors as at 24 September 2021. Only a depositor whose name appears on the Record of Depositors as at 24 September 2021 shall be entitled to participate the said 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, participate and vote remotely at this virtual 19th AGM using RPV Facilities provided by ARB WeMeet Sdn Bhd via its ARB WeMeet website at <https://member.arbwemeet.com>.
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.

Explanatory Notes

1. Audited Financial Statements for the Financial Year Ended 30 June 2021

The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Act, provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1: To Approve the Payment of Directors' Fees and Benefits

The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from 19th AGM up to the 20th AGM of the Company.

3. Ordinary Resolution 5: Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The Company had obtained the mandate from the shareholders at the last AGM held on 18 November 2020 ("Previous Mandate"). As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

Bursa Securities has via its letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 ("Extended Utilisation Period") and thereafter, the 10% general mandate will be reinstated.

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the forthcoming 19th AGM of the Company.

The purpose to seek the 20% General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting merely for such purpose. The 20% 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 its business plans, future investment project(s), working capital and/or acquisitions.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e., by 31 December 2021.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.

4. Ordinary Resolution 6: Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 6, if passed, will enable the Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group, subject to the transactions being carried out in the ordinary course of business of the Group and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.

5. Special Resolution: Proposed Amendments to the Constitution of the Company ("Proposed Amendments to the Constitution")

The Proposed Amendments to the Constitution of the Company is primarily to provide further clarification on certain terms of the Constitution and provide more flexibility for the Company to facilitate the issuance of securities and to ensure the compliance with the Companies Act 2016, Listing Requirements. The Proposed Amendments to be made to the Constitution are listed as per Appendix A, which is circulated to the shareholders together with the 2021 Annual Report.

AGESON

AGESON BERHAD

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

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	: 19 th Annual General Meeting (“19 th AGM”)
Day, Date, and Time of Meeting	: Monday, 4 October 2021 at 08.00 a.m.
Remote Participation and Voting Facilities	: https://member.arbwemeet.com
Meeting Venue	: Online Meeting Platform of ARB Wemeet at https://member.arbwemeet.com
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 Chairman 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**”) 19th AGM will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by ARB Wemeet at <https://member.arbwemeet.com>.

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 24 September 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 19TH AGM DAY ★

A:	REGISTRATION	
	Description	Procedure
i.	Shareholders to Register with ARB Wemeet ➤ Individual Shareholders	<p>a. Access website at https://member.arbwemeet.com</p> <p>b. Select “Sign Up Here” to sign up as user.</p> <p>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”.</p> <p>d. Fill-in your details – (i) ensure your email address is valid. (ii) create your own password. (iii) add the CDS account Then click “OK”.</p> <p>e. Registration as user completed.</p> <p>f. An email notification will be sent to you.</p> <p>g. Click the link in the email to verify account.</p> <p><u>Notes:</u></p> <ul style="list-style-type: none">• If you have already signed up/registered as a user with previously, you are not required to register again.• In order to be able to view the event, shareholders must add the related CDS in the profile (From the sign up or in the own profile).

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 	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 (Saturday, 2 October 2021, 08.00 a.m.) before the time appointed for holding the 19 th AGM or at any adjournment. <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 Share Registrar at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia: <ol style="list-style-type: none"> (i) A copy of Certificate of Appointment as corporate representative; and (ii) Photocopy MyKAD/ Passport of Corporate Representative. c. Individual shareholders authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the Company’s Share Registrar at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia. d. Submitted Proxy Form or documents will be verified. e. After verification, proxy(ies) and corporate representative will receive email notification. f. The proxy(ies) and corporate representative, please refer to the steps stated in the email notification given to participants for their participations in the meeting.

★ ON 19TH AGM DAY ★

1.	Log in to https://member.arbwemeet.com with your registered email address and password.
2.	ARB Wemeet will be opened for log in one (1) hour (7.00 a.m.) before the commencement of the 19 th AGM 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. Click on the live streaming link to view the live streaming.
ii.	Ask Question (real-time)	a. Select “ Ask Question ” button to pose a question. b. Type in your question and select “ Submit ”. <u>Note:</u> <i>The Chairman of the 19th AGM/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the 19th AGM.</i>
iii.	Online Remote Voting	a. On the event page, scroll down and select “ Select CDS Account & Vote Now ”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “ Next ”

		<p>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 “Finish Voting” to submit your vote.</p> <p><i>Note:</i> Once you have confirmed and submitted your votes, you are able to change your voting choices in “View My Vote” before the event ends.</p>
iv.	View Voting Results	a. On the event details page, scroll down and select “ View My Vote ”.
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 ARB Wemeet.</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 1 June 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 Chairman 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 ARB Wemeet helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : contact@arbberhad.com