

AGESON

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of AGESON Berhad (“AGESON” or “Company”) will be held and conducted on a fully virtual basis entirely through live streaming and online remote voting via Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at <https://member.arbwemeet.com> (Domain registration numbers with MYNIC: D1A457700) on Monday, 28 March 2022 at 9.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 15 EXISTING ORDINARY SHARES IN AGESON (“SHARES”) INTO 1 SHARE (“CONSOLIDATED SHARE”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of the relevant authorities and/or parties having been obtained (if required), approval be and is hereby granted to the Company to consolidate every 15 existing Shares held by shareholders of the Company, whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board of Directors of the Company (“Board”), into 1 Consolidated Share;

THAT the Consolidated Shares and irredeemable convertible preference shares of the Company, following the completion of the Proposed Share Consolidation (“Consolidated ICPS”), shall, upon allotment and issuance, rank equally in all respects with one another, respectively;

THAT the fractional entitlements for the Consolidated Shares and Consolidated ICPS, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 716,345,290 NEW SHARES (“RIGHTS SHARES”) ON THE BASIS OF 2 RIGHTS SHARES FOR EVERY 1 CONSOLIDATED SHARE HELD BY THE ENTITLED SHAREHOLDERS OF AGESON ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)

“THAT subject to the passing of the Special Resolution and the approvals of all relevant authorities or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Board be and is hereby authorised to undertake the Proposed Rights Issue to provisionally allot and issue by way of a renounceable rights issue of up to 716,345,290 Rights Shares to the shareholders of the Company (“Shareholders”) whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board (“Entitlement Date”) (“Entitled Shareholders”) and/or their renounee(s) or transferee(s) (if applicable), on the basis of 2 Rights Shares for every 1 Consolidated Share held by the Entitled Shareholders on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares to be issued in connection with the Proposed Rights Issue;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) or transferee(s) (if applicable) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

THAT the Rights Shares shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue shall be utilised for the purposes as set out in Section 4 of the Circular to Shareholders dated 4 March 2022 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue in order to implement and give full effect to the Proposed Rights Issue;

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Rights Shares;

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares arising from the Proposed Rights Issue, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue.”

By Order of the Board

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

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

Company Secretaries

Selangor

Date: 4 March 2022

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 18 March 2022. Only a depositor whose name appears on the Record of Depositors as at 18 March 2022 shall be entitled to participate the said meeting or appoint proxy/proxies to participate, speak and vote on his/her behalf.

Notes:

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely in the virtual meeting using Cloud AGM Platform provided by ARB Wemeet Sdn Bhd via its online 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 authorised in writing or if such appointor is a corporation, under either its common seal or the hand of its officer or attorney duly authorised. The instrument duly completed shall be deposited at the Company’s Share Registrar 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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EXTRAORDINARY GENERAL MEETING

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	: Extraordinary General Meeting (“EGM”)
Day, Date and Time of Meeting	: Monday, 28 March 2022 at 9.00 a.m.
Remote Participation and Voting Facilities	: Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at https://member.arbwemeet.com
Domain Registration Numbers with MYNIC	: D1A457700

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**”).

In line with the Government’s directive and the revised Guidance Note and Frequently Asked Question on the Conduct of General Meetings for Listed Issuers issued by Securities Commission on 16 July 2021 (“**SC Guidance**”), the EGM of the Company will be held and conducted by way of fully virtual meeting entirely through live streaming and online voting via Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at its website at <https://member.arbwemeet.com>. 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. Pursuant to the SC Guidance, all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

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 18 March 2022 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 CLOUD AGM PLATFORM

Please follow the procedures to participate in Cloud AGM Platform as summarised below:

★ BEFORE EGM DAY ★

A:	REGISTRATION	
	<u>Description</u>	<u>Procedure</u>
i.	Shareholders to Register with ARB Wemeet ➤ Individual Shareholders	<p>a. Access website at https://member.arbwemeet.com</p> <p>b. Select “Sign Up” 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	
	<u>Description</u>	<u>Procedure</u>
i.	Submit Form of Proxy (hard copy) ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	<p>The hard copy Form of Proxy must be deposited with the Company’s Share Registrar Office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than 48 hours (Saturday, 26 March 2022 at 9.00 a.m.) before the time appointed for holding the EGM or at any adjournment.</p> <p>a. Fill-in the details on the hard copy Form of Proxy by providing the following information:</p> <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, contact number and email address – ensure email address is valid <p>b. Corporate Representative only – deposit the hard copy of Form of Proxy together with the following document to the Company’s Share Registrar office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia.</p> <ul style="list-style-type: none">• A copy of Certificate of Appointment as corporate representative• Photocopy MyKAD/ Passport of Corporate Representative. <p>c. Individual shareholders authorized nominee and exempt authorized nominee – deposit the hard copy Form of Proxy to the Company’s Share Registrar Office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia.</p> <p>d. Submitted Form of Proxy will be verified.</p> <p>e. After verification, proxy(ies) and corporate representative will receive email notification.</p>

- f. Please refer to the steps stated in the email notification given to participants for their participations in the meeting.
- g. Please click the “WeMeet” button in the notification email and you will be directed to the login page at <https://member.arbwemeet.com>.
- h. You may login with your email and you will be prompted to change password.

*** ON EGM DAY ***

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. Cloud AGM Platform will be opened for log in one (1) hour before the commencement of the EGM you are attending at 8.00 a.m..
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 ”.

Note:

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.

iii. Online Remote Voting	a. On the main 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 ” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “ Finish Voting ” to submit your vote.
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Note:

Once you have confirmed and submitted your votes, you are able to change your voting choices in “View My Vote” before the event ends.

iv. View Voting Results	a. On the event details page, scroll down and select “ View My Vote ”.
v. End of Cloud AGM Platform	a. Upon the announcement by the Chairman of the meeting on the closure of the said meeting, the live streaming will end. b. You may log out from https://member.arbwemeet.com .

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.

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 EGM, 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@aldpro.com.my*
General Line : +603-7890 0638

- b. For enquiries relating to Cloud AGM Platform 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 : *supportsales@arbberhad.com*