

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth (24th) Annual General Meeting ("AGM") of Auro Holdings Berhad ("Auro" or "Company") will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities from the broadcast venue at No. 7, Level 5, Menara MBMR, No.1, Jalan Syed Putra, 58000 Kuala Lumpur, on Wednesday, 28 August 2024 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 29 February 2024 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To re-elect the following Directors who are retiring pursuant to Clause 115 of the Company's Constitution and who being eligible, have offered themselves for re-election:-
 (a) Mr. Lim Tock Ooi **(Ordinary Resolution 1)**
 (b) Mr. Tan Wye Chuan **(Ordinary Resolution 2)**
- To approve the payment of Directors fees of up to RM400,000 for the financial year ending 28 February 2025 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM150,000 for the period commencing from 24th AGM up to the conclusion of next AGM of the Company. **(Ordinary Resolution 3)**
- To re-appoint Messrs. HLB Ler Lum Chew PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution:

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** **(Ordinary Resolution 5)**

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act") 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 its absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares 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 Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 70 of the Company's Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company.

- To transact any other ordinary business for which due notice have been given.

By Order of the Board,

TAN TONG LANG (SSM PC NO. 202208000250 & MAICSA 7045482)
 TAN LAY KHOON (SSM PC NO. 202208000544 & MAICSA 7077867)
 Company Secretaries

Kuala Lumpur
 28 June 2024

Notes:

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. A proxy may, but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he/she shall specify the proportions of his/her holdings to be represented by each proxy; failing which, the appointment shall be invalid.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 if holds.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- The instrument appointing a proxy and the power of attorney or other authority (if any) must be deposited at the Company's Share Registrar's office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utama, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding AGM.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM shall be put to vote by poll.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 19 August 2024 and only a member whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes:

- Audited Financial Statements for the Financial Year Ended 29 February 2024**
 This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will be put forward for voting.

- Ordinary Resolution 1 to 2: Re-election of Directors who are retiring pursuant to Clause 115 of the Company's Constitution**

The following Directors who are standing for re-election as Directors of the Company pursuant to the Clause 115 of the Company's Constitution at the forthcoming 24th AGM of the Company and who are being eligible for re-election have offered themselves for re-election in accordance with the Company's Constitution:-

- Mr. Lim Tock Ooi
 - Mr. Tan Wye Chuan
- (collectively referred to as "Retiring Directors")

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Directors concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

- Ordinary Resolution 5: Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Act**

This is the renewal of the general mandate for issuance of shares by the Company obtained from the shareholders of the Company at the 23rd AGM of the Company held on 30 August 2023 (hereinafter referred to as the "Previous Mandate"). As at the date of the notice of 24th AGM, the Company has allotted 1,021,309 ordinary shares via private placement under the Previous Mandate ("1st Tranche FP"). A total proceeds of RM1.5million was raised from the 1st Tranche FP. As the private placement has yet to be completed, therefore, the proceeds have yet to be utilised as of the notice of 24th AGM.

The proposed Ordinary Resolution 5 is primarily to give a renewal mandate to 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 time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible future fundraising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

Pursuant to Section 85(1) of the Act read together with Clause 70 of the Constitution of the Company, 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 or other convertible securities.

Section 85(1) of the Act provides as follows:

"85. Pre-emptive rights to new shares

- (1) Subject to the Constitution, where a Company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 70 of the Constitution of the Company provides as follows:

"70. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and listing a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

The proposed Ordinary Resolution 5, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

ADMINISTRATIVE GUIDE FOR TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”)

- Meeting Day & Date** : Wednesday, 28 August 2024
- Time** : 10:00 a.m.
- Online Meeting Platform** : www.swsb.com.my
- Mode of Communication** : Shareholders may submit questions to the Board of Directors (“**Board**”) prior to the AGM to adminsupport@auro.com.my **no later than 10:00 a.m. on 26 August 2024** or to use the Question and Answer (“**Q&A**”) Platform to transmit questions to the Board via Remote Participation and Voting (“**RPV**”) facilities during live streaming.
- Broadcast Venue** : Virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at No.5-7, Level 5, Menara MBBR, No.1, Jalan Syed Putra, 58000 Kuala Lumpur.

Dear Valued Shareholders of Auro Holdings Berhad (“Auro” or the “Company”),

Mode Of Meeting

- The Company will hold and conduct its AGM on a virtual basis through live streaming and online remote voting using RPV facilities.
- Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the AGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.
- The Broadcast Venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM to be present at the main venue of the AGM.
- **NO** members or proxy(ies)/corporate representative(ies)/attorney(s) from the public shall be physically present at the Broadcast Venue on the day of the AGM.
- Kindly check the latest updates via announcements on Bursa Malaysia Berhad’s website at www.bursamalaysia.com.

ADMINISTRATIVE GUIDE FOR TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”)

(Cont'd)

RPV Facility

1. Should you wish to attend the AGM, you are required to register yourself by using the RPV facilities in accordance with the instructions as set out under paragraph 6 below.

If a member is unable to participate in the online AGM, he/she/it is encouraged to appoint the Chairman of the AGM as his/her/its proxy(ies) and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

A member who wishes to appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote at the AGM via the RPV facilities must request his/her/its proxy(ies)/corporate representative(s)/attorney(s) to register himself/herself/themselves for the RPV facilities.

With the RPV facilities, you may exercise your rights as a member to attend, participate (including to pose questions (in the form of real-time submission of typed texts) to the Board of the Company) and vote remotely at the AGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV facilities to attend, participate and vote remotely at the AGM. Please refer to the details as set out below for information.

3. **Corporate Members** (through Corporate Representative(s) or appointed proxy(ies)) who wish to participate and vote remotely at the AGM. Please contact the Share Registrar of the Company, **Aldpro Corporate Services Sdn. Bhd.** (“Aldpro”) with the details set out below for assistance and will be required to provide the following documents to the Company/ Share Registrar of the Company **no later than 26 August 2024 at 10:00 a.m.:** -

- a. Certificate of Appointment of its Corporate Representative or Proxy Form under the seal of the corporation or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Proxy Form is not executed under the seal of the corporation, please attach a copy of that corporation’s constitution for verification;
- b. Copy of the corporate representative’s or proxy’s identity card (MyKad) (front and back)/ Passport; and
- c. Corporate representative’s or proxy’s email address and mobile phone number.

4. **Nominee Company Members** who wish to attend, participate and vote remotely at the AGM can request their Nominee Companies to appoint their proxy(ies) to attend, participate and vote remotely at the AGM. Please contact the Share Registrar of the Company, **Aldpro** with the details set out below for assistance and will be required to provide the following documents to the Company/ Share Registrar of the Company **no later than 26 August 2024 at 10:00 a.m.:** -

- a. Proxy Form under the seal of the Nominee Company or signed by its attorneys or in accordance with the provision of its constitution or by an authorised officer duly authorised on behalf of the Nominee Company. If the Proxy Form is not executed under the seal of the Nominee Company, please attach a copy of that Nominee Company’s constitution for verification;
- b. Copy of the proxy’s identity card (MyKad) (front and back)/ Passport; and
- c. Proxy’s email address and mobile phone number.

ADMINISTRATIVE GUIDE FOR TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”)

(Cont'd)

5. Member who is appointing attorney(s) instead of proxy(ies) to participate and vote remotely at the AGM. Please contact the Share Registrar of the Company, **Aldpro** with the details set out below for assistance and will be required to provide the following documents to the Company/ Share Registrar of the Company **no later than 26 August 2024 at 10:00 a.m.:**
 - a. Power of Attorney which is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed;
 - b. Copy of the attorney’s identity card (MyKad) (front and back)/ Passport; and
 - c. Attorney’s email address and mobile phone number.

6. The procedures for the RPV in respect of the live streaming and remote voting at the AGM are as follows: -

Procedures		Action
Before the AGM		
(i)	Register as a user	<ul style="list-style-type: none"> • If you have already registered an account at the website, you are not required to register again. • Access website www.swsb.com.my • Click “Login” and click “Register” to sign up as a user. The registration will be open from 10:00 a.m. on 29 June 2024 and close at 10:00 a.m. on 27 August 2024. • Complete the registration process and upload softcopy of MyKAD (front and back) (for Malaysian members) or Passport (for non-Malaysian members). • Read and agree to the terms and conditions and thereafter submit your request. • Upon submission, kindly login to the valid email address and verify your user ID within one (1) hour. • Upon verification of the user ID, Poll Administrator, ShareWorks Sdn. Bhd. (“ShareWorks”) will send an email notification to approve you as a user. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 19 August 2024, the system will send you an email to notify you if your registration is approved or rejected after 19 August 2024. • If your registration is rejected, you can contact ShareWorks for clarifications or to appeal.
On the day of AGM		
(ii)	Login to www.swsb.com.my	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the AGM at any time from 9:30 a.m. (30 minutes before the commencement of the AGM on 28 August 2024 at 10:00 a.m.)
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the “Virtual Meeting” from the main menu. • Click the “Join Meeting” located next to the event. You are required to provide your full name as per CDS records and your user registered email address. • Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.

ADMINISTRATIVE GUIDE FOR TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”)

(Cont'd)

Procedures		Action
On the day of AGM (Cont'd)		
(iii)	Participate through Live Streaming (Cont'd)	<ul style="list-style-type: none"> If you have any questions for the Board, you may use the Q&A platform to transmit your question. The Board will try to respond to all questions submitted by remote participants during the AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the AGM ended. Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(iv)	Online remote voting	<ul style="list-style-type: none"> Select “Voting” located next to the “Join Meeting” and indicate your votes for the resolutions that are tabled for voting. Voting session will commence once the Chairman of the AGM declare that the voting platform is activated and will end once the Chairman announces the completion of the voting session.

Appointment of Proxy

Only a member whose name appears on the Record of Depositors on **19 August 2024** shall be eligible to attend, participate and vote at the AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.

If a member appoints his/her/its proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote at the AGM, please ensure the duly executed Proxy Form/Certificate of Appointment of its Corporate Representative/Power of Attorney are must submitted to the Share Registrar of the Company, **Aldpro** as follows **not later than 26 August 2024 at 10:00 a.m.**, otherwise the Proxy Form shall be treated as invalid:-

Deposit Hardcopy of Proxy Form

The Share Registrar of the Company

Aldpro Corporate Services Sdn. Bhd.

B-21-1, Level 21, Tower B, Northpoint Mid Valley City

No. 1, Medan Syed Putra Utara

59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia

Revocation of Proxy

Please note that if an Individual Member has submitted his/her Proxy Form prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV facilities, the Individual Member shall proceed to contact **Aldpro** to revoke the appointment of his/her/its proxy **no later than 26 August 2024 at 10:00 a.m.**

Poll Voting

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM of the Company shall be put to vote by way of a poll. The Company has appointed **ShareWorks** as Poll Administrator to conduct the poll by way of electronic means and **SharePolls Sdn Bhd** as Independent Scrutineers to verify the poll results.

The Independent Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

ADMINISTRATIVE GUIDE FOR TWENTY-FOURTH ANNUAL GENERAL MEETING (“24TH AGM”) (Cont’d)

No Recording or Photography

Strictly **NO recording or photography** of the proceedings of the AGM is allowed.

No Door Gifts or e-Vouchers

There will be **NO DISTRIBUTION** of door gifts or e-vouchers.

Digital Copies of AGM Documents

The following items are available at the Company’s website at <https://auro.com.my/> :-

- i. Annual Report 2024;
- ii. Corporate Governance Report 2024;
- iii. Notice of the 24th AGM;
- iv. Proxy Form
- v. Request Form – Annual Report; and
- vi. Administrative Guides for 24th AGM.

Enquiry

If you have any enquiry prior to the AGM, please contact the following during office hours from 8.30 a.m. to 5.30 p.m. on Mondays to Fridays (except public holidays): -

The Share Registrar of the Company

Aldpro Corporate Services Sdn. Bhd.

Address : B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur, Wilayah Persekutuan

Contact Persons : Mr. Jia Hong / Ms Jennie Wong
Telephone Number : +603 9770 2200
Email Address : admin@aldpro.com.my

OR

Poll Administrator / RPV Technical Support

ShareWorks Sdn. Bhd.

Address : No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

Contact Persons : Mr. Kou Si Qiang / Mr. Chan Wai Kien
Telephone Number : +603 6201 1120
Email Address : ir@shareworks.com.my