



AGMO HOLDINGS BERHAD
(Registration No. 201701000550 (1214700-W))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting (“AGM”) of the Company will be conducted virtually through live streaming and Remote Participation and Voting (“RPV”) Facilities from the broadcast venue at Level 43A, MYEG Tower, Empire City, No. 8, Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Thursday, 5 September 2024 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note |
| 2. To re-elect the following Directors who are retiring by rotation pursuant to Clause 130.1 of the Company’s Constitution and who being eligible, have offered themselves for re-election:
(a) Low Kang Wen
(b) Dr. Lau Cher Han | Ordinary Resolution 1
Ordinary Resolution 2 |
| 3. To approve the payment of Directors’ fees and other benefits amounting to RM120,000 to the Directors of the Company from the Third AGM up to the conclusion of the Fourth AGM. | Ordinary Resolution 3 |
| 4. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution:-

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| 5. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being.
THAT the Directors be and are hereby also empowered to obtain approval from 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.
AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016, read in conjunction with Clause 75.1 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 other 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.” | Ordinary Resolution 5 |
| 6. To transact any other business of which due notice shall have been given. | |

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482/SSM PC NO. 202208000250)
LOW VEN SIN (MAICSA 7076080/SSM PC NO. 202208000340)
Company Secretaries

W.P. Kuala Lumpur
Dated : 31 July 2024

Notes:-

- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) who is entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak (in the form of real-time submission of typed texts) and vote at the Meeting shall have the same rights as the members to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each security account it holds with 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 (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 it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing a proxy shall be made via hardcopy and must be deposited at the Registered Office of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the meeting (no later than Tuesday, 3 September 2024 at 10.00 a.m.) or at any adjourned meeting at which the person named in the appointment proposes to vote.
- Alternatively, individual shareholders may choose to submit the electronic Proxy Form (“e-Proxy Form”) using RPV facilities via Vote2U at <https://web.vote2u.my> no later than Tuesday, 3 September 2024 at 10.00 a.m. or at any adjournment of the virtual meeting. Please refer to the Administrative Guide for shareholders for the procedures to submit the Proxy Form/e-Proxy Form.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 23 August 2024. Only members whose names appear in the General Meeting Record of Depositors as at 23 August 2024 shall be entitled to attend, participate, speak and vote at the Meeting.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), all resolutions set out in this Notice of AGM will be put to vote by way of poll.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

Mode of Communication:

Prior to the Third AGM, shareholders may submit questions to the Board of Directors at ir@agmostudio.com latest by Monday, 2 September 2024 and the response will be broadcasted during the virtual meeting. During the Third AGM, shareholders may submit questions by clicking on “Ask Question” on the RPV facilities while participating in the virtual meeting.

Explanatory Notes:

Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 March 2024

This item of the Agenda is meant 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 not be put forward for voting.

Ordinary Resolutions 1 & 2: Re-election of Directors who retire pursuant to Clause 130.1 of the Company’s Constitution

Clause 130.1 of the Constitution of the Company provides as follows:

“130.1 An election of Directors shall take place each year. At each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to one-third, shall retire from office PROVIDED ALWAYS that all Directors including Managing Director and Executive Directors shall retire from office once at least in each 3 years as required by the Listing Requirements but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.”

The following Directors who are standing for re-election as Directors of the Company pursuant to Clause 130.1 of the Company’s Constitution at the Third AGM of the Company and being eligible, have offered themselves for re-election in accordance with the Company’s Constitution:-

- Low Kang Wen
- Dr. Lau Cher Han

(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 Director 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 and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 5, if passed will empower the Directors to allot and issue shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company (“General Mandate”).

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 future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 75.1 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.