

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First (“21st”) Annual General Meeting (“AGM”) of Ageson Berhad (“Ageson” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote meeting platform provided by ARB WeMeet Sdn Bhd at <https://member.arbweemet.com> (Domain registration number with MYNIC: DIA457700) on Friday, 29 November 2024 at 8.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial period ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Notes |
| 2. To approve the Directors’ fees and other benefits up to RM500,000 from the period from the 21 st AGM up to the conclusion of the next AGM of the Company. | Ordinary Resolution 1 |
| 3. To re-elect Evelyn Lui Ming Foong who retires by rotation in accordance with Article 85 of the Company’s Constitution. | Ordinary Resolution 2 |
| 4. To re-elect the following directors who retire by rotation in accordance with Article 91 of the Company’s Constitution:-
(a) David Wong You King
(b) Chong Jiun Shyang
(c) Rozhan Bin Haji Rahmat | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| 5. To re-appoint Messrs. LITTH PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

As Special Business

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

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| 6. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company and the approval of the relevant regulatory authorities, the Directors be and are hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued share capital (excluding treasury shares) of the Company for the time being.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for additional shares so issued from Bursa Malaysia Securities Berhad (“Bursa Securities”) AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required by law to be held, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.

THAT pursuant to Section 85 of the Act, read together with Article 52 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this mandate. | Ordinary Resolution 7 |
| 7. Proposed Change of Name of the Company from “Ageson Berhad” to “TXCD Berhad” (“Proposed Change of Company Name”)
“THAT the name of the Company be hereby changed from “Ageson Berhad” to “TXCD Berhad” effective from the date of the Notice of Registration of New Name to be issued by the Companies Commission of Malaysia to the Company AND THAT the Constitution of the Company shall be amended to replace all references therein from “Ageson Berhad” to “TXCD Berhad” subject to and upon issuance of the relevant Notice of Registration of New Name by the Companies Commission of Malaysia at a later date.

AND THAT the Directors and/or the Company Secretary be hereby authorised to take all such necessary steps to give effect to the Proposed Change of Company Name and to carry out all the necessary formalities in effecting the Proposed Change of Company Name.” | Special Resolution 1 |
| 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

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)
Company Secretary
Kuala Lumpur

Date: 30 October 2024

NOTES:

- Please follow the procedures as set out in the Administrative Guide for the procedures to register, participate and vote remotely in the virtual meeting via its online meeting platform at <https://member.arbweemet.com>.
- A member entitled to participate and vote remotely at the 21st AGM is entitled to appoint proxy(ies) to participate and vote remotely in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company. A proxy appointed to participate and vote remotely at the 21st AGM shall have the same right as the member to speak at the 21st AGM.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint 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.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A (1) of the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one 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 instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- The Form of Proxy must be deposited at the Share Registrar Office of the Company, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purposes of determining a member who shall be entitled to participate and vote remotely at the 21st AGM, the Company shall be requesting the Record of Depositors as at 19 November 2024. Only a depositor whose name appears on the Record of Depositors as at 19 November 2024 shall be entitled to participate and vote remotely at the meeting or appoint proxy(ies) to participate and vote remotely on his/her stead.

Explanatory Notes

- Audited Financial Statements for the financial period ended 30 June 2024**
The Audited Financial Statements for the financial period ended 30 June 2024 together with the Reports of the Directors and Auditors thereon, are laid in accordance with Section 340(1)(a) of the Act for discussion only and do not require shareholders’ approval. Hence, this item will not be put forward to the shareholders for voting.
- Ordinary Resolution 1 - Payment of Directors’ Fees and Benefits**
Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.
The Proposed Ordinary Resolution 1 for the Directors’ fees and benefits proposed are calculated based on the current Board size and the number of scheduled Board and Committees meetings to be held from 21st AGM until the date of the next AGM. In the event the proposed amount is insufficient, (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.
The Directors’ benefits payable comprises of meeting attendance allowances and other claimable benefits.
- Ordinary Resolutions 2 to 5 - Re-election of Directors**
In accordance with Article 85 of the Company’s Constitution, Ms Evelyn Lui Ming Foong is standing for re-election as Director of the Company and being eligible, has offered herself for re-election at the AGM.
Mr David Wong You King, Mr Chong Jiun Shyang and En Rozhan Bin Haji Rahmat who were appointed since the date of last Annual General Meeting, retire in accordance with Article 91 of the Company’s Constitution, and, being eligible, have offered themselves for re-election.
(Ms Evelyn Lui Ming Foong, Mr David Wong You King, Mr Chong Jiun Shyang and En Rozhan Bin Haji Rahmat collectively referred as “Retiring Directors”.)
Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profile of the Retiring Directors are out in the Directors’ profile of the Annual Report 2024.
The Board 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 7 - Authority to issue and allot shares**
The proposed Ordinary Resolution 7 is a renewal of general authority given to the Directors of the Company to allot and issue shares as approved by the shareholders at the 20th AGM on 30 November 2023 (“Previous Mandate”).
The proposed Ordinary Resolution 7, if passed, will empower the Directors from the date of this AGM, to issue and allot up to a maximum of 10% of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.
This general mandate will provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company’s future investment project(s), working capital and/or acquisition(s) at any time as the Directors may deem fit, without having to convene a general meeting.
As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted pursuant to the Previous Mandate.
Pursuant to Section 85 of the Act read together with Article 52 of the Constitution of the Company, the shareholders of the Company would be waiving their statutory pre-emptive rights. This will allow the Directors of the Company to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Special Resolution 1 - Proposed Change of Company Name**
The proposed Special Resolution 1, if passed, will take effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia.
The Proposed Change of the Company Name aims to reflect a new corporate identity under the guidance of the new management and updated direction.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

- General Meeting** : Twenty-First Annual General Meeting (“21st AGM”)
- Date and Time** : Friday, 29 November 2024 at 8.30 a.m.
- Meeting Platform** : Cloud AGM Platform operated by ARB WeMeet Sdn Bhd at <https://member.arbwemeet.com>
- Domain Registration Numbers with MYNIC** : D1A457700

The 21st AGM of the Company will be held and conducted on a fully virtual basis through live streaming and online remote 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 is located in Malaysia.

Kindly ensure the stability of your internet connectivity throughout the 21st AGM is maintained as the quality of the live webcast and online remote voting are dependent on the bandwidth and stability of your internet connection.

Entitlement to Participate and Vote Remotely

Only shareholders whose names appear on the Record of Depositors of the Company (“**ROD**”) as at 19 November 2024 shall be eligible to participate and vote remotely in the 21st AGM or appoint proxy(ies)/the Chairman of the 21st AGM to participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN CLOUD AGM PLATFORM

★ BEFORE THE 21ST AGM DAY ★

A: REGISTRATION	
Description	Procedure
i. Shareholders to Register with ARB WeMeet ➤ Individual Shareholders	a. Access website at https://member.arbwemeet.com b. Select “ Sign Up Here ” to sign up as user. c. Read and indicate your acceptance of the ‘Terms & Conditions’ and ‘Privacy Policy’ 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; and (iii) add the CDS account Then click “OK”. e. Registration as user completed. f. An email notification will be sent to you. g. Click the link in the email to verify account. <u>Notes:</u> <ul style="list-style-type: none"> • If you have already signed up/registered as a user with ARB WeMeet previously, you are not required to register again. • In order to be able to view the event, shareholders must add the relevant CDS in the profile (from the Sign Up or in “My Profile” under settings).

B: REGISTRATION OF PROXY

Description	Procedure
i. Submit Form of Proxy <ul style="list-style-type: none">➤ Individual Shareholders➤ Corporate Shareholders➤ Authorised Nominee➤ Exempt Authorised Nominee	<p>The Form of Proxy must be deposited with the Company's Share Registrar office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not less than 48 hours (Wednesday, 27 November 2024 at 8.30 a.m.) before the time appointed for the 21st AGM or at any adjournment thereof.</p> <ol style="list-style-type: none">a. Fill-in the details on the hard copy Form of Proxy 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, contact number and email address – ensure email address is validb. Authorised Representative of Corporate Shareholders must deposit the hard copy of Form of Proxy together with the following document to the Company's Share Registrar office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur:<ul style="list-style-type: none">• A copy of Certificate of appointment as corporate representative• Photocopy MyKAD/ Passport of Corporate Representative.c. Submitted Form of Proxy will be verified.d. After verification, proxy(ies) and corporate representative will receive email notification.e. Please refer to the steps stated in the email notification given to participants for their participations in the meeting.f. Please click the "WeMeet" button in the notification email and you will be directed to the login page at https://member.arbwemeet.com.g. You may login with your email and you will be prompted to change password.

★ ON THE 21ST AGM DAY ★

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. The Cloud AGM Platform will be opened for log in one (1) hour before the commencement of the 21st AGM you are attending at <https://member.arbwemeet.com> at 7.30 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:

<u>Description</u>	<u>Procedures</u>
i. Watch Live	<p>a. Click on the “Watch Live” button to view the virtual event live.</p> <p>b. Once in Zoom Webinar, shareholder is required to key in the full name as per NRIC/Passport.</p> <p><i>Note:</i> Company reserves the rights to deny shareholder's participation if the name is not as per NRIC/Passport.</p>
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 21st AGM/Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the 21st AGM.</p>
iii. Online Remote Voting	<p>a. On the main page, scroll down and select “Select CDS Account & Vote Now”.</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 your 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	<p>a. On the event details page, scroll down and select “View My Vote”.</p>
v. End of Cloud AGM Platform	<p>a. Upon the announcement by the Chairman on the closure of the 21st AGM, the live streaming will end.</p> <p>b. You may log out from https://member.arbwemeet.com.</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.

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 21st AGM.

Enquiry

- a. For enquiries relating to the 21st AGM, please contact the Share Registrar during office hours on Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except public holidays) as follows:

Email : admin@aldpro.com.my
General Line : 03-9770 2200

- b. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, please contact ARB WeMeet helpdesk during office hours (9.00 a.m. to 5.00 p.m.) on Monday to Friday (except public holidays) for assistance:

Email : supportsales@arbberhad.com