

**THIS CIRCULAR TO THE SHAREHOLDERS OF AGX GROUP BERHAD (“AGB” OR THE “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) takes no responsibility for the contents of the Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Circular.

AGB was listed on the ACE Market of Bursa Securities on 7 February 2024. The admission of AGB to the ACE Market of Bursa Securities was sponsored by TA Securities Holdings Berhad (“**TA Securities**”). This Circular has been reviewed and approved by TA Securities, being the Sponsor to AGB and the Principal Adviser for the Proposed Bonus Issue of Warrants (as defined herein).



**AGX GROUP BERHAD**  
(Registration No. 201901042663 (1351993-K))  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF UP TO 108,216,531 WARRANTS (“WARRANT(S)”) IN AGB ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN THE COMPANY HELD BY THE SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Principal Adviser**



**TA SECURITIES HOLDINGS BERHAD**  
(Registration No. 197301001467 (14948-M))  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting (“**EGM**”) of AGB will be physically held at WORQ Subang, Nazrin Hassan Event Hall, Unit 2-1, Level 2, The Podium, Tower 3, UOA Business Park, No. 1, Jalan Pengaturcara U1/51A, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 27 January 2026 at 10.00 a.m. The Notice of EGM, together with the Proxy Form are enclosed in this Circular and are available at the Company’s website at <https://agxlogistics.com/egm/>.

If you are unable to attend, participate, speak and vote at the EGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in hard copy or by electronics form, and shall be deposited with the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or lodge electronically to the Company’s Share Registrar via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	: Sunday, 25 January 2026 at 10.00 a.m.
Date and time of the EGM	: Tuesday, 27 January 2026 at 10.00 a.m.

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

<b>Act</b>	: Companies Act 2016, as amended from time to time including any re-enactment thereof
<b>AGB or Company</b>	: AGX Group Berhad (Registration No.: 201901042663 (1351993-K))
<b>AGB Share(s) or Share(s)</b>	: Ordinary share(s) in AGB
<b>AGX Group or Group</b>	: AGB and its subsidiaries, collectively
<b>Board</b>	: Board of Directors of AGB
<b>Bursa Depository</b>	: Bursa Malaysia Depository Sdn Bhd (Registration No.: 198701006854 (165570-W))
<b>Bursa Securities</b>	: Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W))
<b>Circular</b>	: This circular to shareholders dated 12 January 2026 in relation to the Proposed Bonus Issue of Warrants
<b>Constitution</b>	: The Constitution of AGB
<b>Deed Poll</b>	: The deed poll constituting the Warrants to be executed by AGB
<b>Directors</b>	: Directors of the Company for the time being and shall have the meaning ascribed to it in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007
<b>EGM</b>	: Extraordinary general meeting
<b>Entitled Shareholders</b>	: The Shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date
<b>Entitlement Date</b>	: A date to be determined by the Board and announced later, on which the names of Shareholders must appear in the Record of Depositors of the Company as at the close of business on that date in order to be entitled to the Proposed Bonus Issue of Warrants
<b>EPS</b>	: Earnings per Share
<b>FPE</b>	: Financial period ended
<b>FYE</b>	: Financial year ended
<b>GP</b>	: Gross profit
<b>Listing Requirements</b>	: ACE Market Listing Requirements of Bursa Securities
<b>LPD</b>	: 5 January 2026, being the latest practicable date prior to this Circular
<b>Major Shareholder(s)</b>	: A Shareholder with a shareholding of 10% or more (or 5% or more where such person is the largest shareholder of the company) of all the voting Shares in the Company
<b>Market Day</b>	: Any day(s) on which Bursa Securities is open for trading in securities

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## DEFINITIONS

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<b>NA</b>	: Net assets
<b>Official List</b>	: The official list of the ACE Market of Bursa Securities
<b>PAT</b>	: Profit after tax
<b>PBT</b>	: Profit before tax
<b>Proposed Bonus Issue of Warrants</b>	: Proposed bonus issue of up to 108,216,531 Warrants on the basis of 1 Warrant for every 4 existing Shares held on an entitlement date to be determined and announced later
<b>Record of Depositors</b>	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991, including the Securities Industry (Central Depositories) Amendment Act, 1998
<b>RM and sen</b>	: Ringgit Malaysia and sen respectively
<b>Shareholder(s)</b>	: Registered holders of AGB Shares
<b>Substantial Shareholder(s)</b>	: A Shareholder who has an interest in one or more voting Shares in the Company and the number or the aggregate number of such Shares is not less than 5% of the total number of all the voting Shares included in the Company
<b>TA Securities Principal Adviser</b> or	: TA Securities Holdings Berhad (Registration No.: 197301001467 (14948-M))
<b>VWAP</b>	: Volume weighted average price
<b>Warrant(s)</b>	: Up to 108,216,531 warrants to be issued pursuant to the Proposed Bonus Issue of Warrants

All references to "you" in this Circular are to the Shareholders.

In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to time and date in this Circular shall be a reference to Malaysian time and date, unless otherwise stated. Any discrepancies in the tables between the actual figures, amounts stated and the totals in this Circular are, unless otherwise explained, due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company's plans and objectives will be achieved.

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**TABLE OF CONTENTS**

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	<b>PAGE</b>
<b>EXECUTIVE SUMMARY</b>	<b>iv</b>
<b>LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED BONUS ISSUE OF WARRANTS CONTAINING:</b>	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED BONUS ISSUE OF WARRANTS	2
3. UTILISATION OF PROCEEDS	7
4. RATIONALE FOR THE PROPOSED BONUS ISSUE OF WARRANTS	8
5. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS	9
6. EFFECTS OF THE PROPOSED BONUS ISSUE OF WARRANTS	13
7. ESTIMATED TIMEFRAME FOR COMPLETION	15
8. APPROVALS REQUIRED AND CONDITIONALITY	16
9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION	16
10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM	17
11. BOARD'S RECOMMENDATION	17
12. EGM	17
13. FURTHER INFORMATION	17
<b>APPENDIX I FURTHER INFORMATION</b>	<b>18</b>
NOTICE OF EGM	ENCLOSED
PROXY FORM	ENCLOSED

## EXECUTIVE SUMMARY

This Executive Summary only highlights the key information of the Proposed Bonus Issue of Warrants. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular for further details before voting at the EGM.

<b>Summary</b>
<p><b><u>Summary of Proposed Bonus Issue of Warrants</u></b></p> <p>The proposal entails the proposed bonus issue of up to 108,216,531 Warrants in AGB on the basis of 1 Warrant for every 4 existing AGB Shares held on an entitlement date to be determined and announced later.</p> <p>Please refer to <b>Section 2</b> of this Circular for further information.</p>
<p><b><u>Utilisation of proceeds</u></b></p> <p>The Proposed Bonus Issue of Warrants will not raise any immediate funds as the Warrants will be issued at no cost to the Entitled Shareholders.</p> <p>The proceeds from the exercise of the Warrants will be received on an “as and when basis” over the tenure of the Warrants. Any proceeds to be raised from the exercise of the Warrants is expected to be utilised by the Group within 12 months from the date of receipt of such proceeds. The proceeds arising from the exercise of the Warrants is intended to be used to finance the future working capital requirements of the Group including the payment of staff salaries, operating and administrative expenses such as utilities, rental costs and upkeep of office.</p> <p>Please refer to <b>Section 3</b> of this Circular for further information.</p>
<p><b><u>Rationale for the Proposed Bonus Issue of Warrants</u></b></p> <p>(i) Enables the existing Shareholders to participate in convertible securities of the Company which are tradable on the ACE Market of Bursa Securities, without incurring any cost;</p> <p>(ii) Provides existing Shareholders with an opportunity to increase their equity participation in the Company through the exercise of Warrants at a pre-determined exercise price during the tenure of the Warrants;</p> <p>(iii) Helps to strengthen AGB’s capital base and shareholders’ funds as well as potentially provide additional working capital for the Group, as and when the Warrants are exercised; and</p> <p>(iv) Allows existing Shareholders to benefit from any potential capital appreciation of the Warrants.</p> <p>Please refer to <b>Section 4</b> of this Circular for further information.</p>

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## EXECUTIVE SUMMARY

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<b>Summary</b>
<p><b><u>Approvals required</u></b></p> <p>The Proposed Bonus Issue of Warrants is subject to the following approvals being obtained:</p> <p>(i) Bursa Securities for the following:</p> <p class="list-item-l1">(a) the admission of Warrants to the Official List and listing and quotation of Warrants on the ACE Market of Bursa Securities; and</p> <p class="list-item-l1">(b) listing and quotation of the new Shares to be issued pursuant to the exercise of the Warrants on the ACE Market of Bursa Securities; and</p> <p>(ii) Shareholders at the forthcoming EGM.</p> <p>Please refer to <b>Section 8</b> of this Circular for further information.</p>
<p><b><u>Interests of Directors, Major Shareholders, chief executive and/or persons connected with them</u></b></p> <p>None of the Directors, Major Shareholders, chief executive and/or persons connected to them has any interest, direct or indirect, in the Proposed Bonus Issue of Warrants other than their respective entitlements under the Proposed Bonus Issue of Warrants as Shareholders of the Company, to which all Entitled Shareholders are similarly entitled to.</p> <p>Please refer to <b>Section 10</b> of this Circular for further information.</p>
<p><b><u>Board's Recommendation</u></b></p> <p>The Board, having considered all aspects of the Proposed Bonus Issue of Warrants, including but not limited to the basis, rationale and effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company.</p> <p>Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.</p> <p>Please refer to <b>Section 11</b> of this Circular for further information.</p>



**AGX GROUP BERHAD**  
(Registration No. 201901042663 (1351993-K))  
(Incorporated in Malaysia)

**Registered Office**

Unit 11.07, Amcorp Tower  
Amcorp Trade Centre  
18, Persiaran Barat,  
46050 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

12 January 2026

**Board of Directors**

Dato' Rozalila binti Abdul Rahman (Independent Non-Executive Director / Chairperson)  
Dato' Ponnudorai A/L Periasamy (Executive Director / Group Chief Executive Officer)  
Jayasielan A/L Gopal (Executive Director)  
Penu Mark (Non-Independent Non-Executive Director)  
Dato' George Alfonso Miranda (Independent Non-Executive Director)  
Ong Teng Yan (Independent Non-Executive Director)  
Fazidah binti Zakaria (Independent Non-Executive Director)

**To: The Shareholders**

Dear Sir / Madam,

**PROPOSED BONUS ISSUE OF WARRANTS**

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**1. INTRODUCTION**

On 11 December 2025, TA Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Bonus Issue of Warrants.

On 19 December 2025, TA Securities had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 19 December 2025 granted its approval for the following:

- (i) admission to the Official List and listing and quotation of up to 108,216,531 Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants; and
- (ii) listing and quotation of up to 108,216,531 new Shares to be issued arising from the exercise of the Warrants.

The approval of Bursa Securities is subject to the conditions as set out in **Section 8** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSED BONUS ISSUE OF WARRANTS AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE OF WARRANTS WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED BONUS ISSUE OF WARRANTS AT THE FORTHCOMING EGM.

## 2. DETAILS OF THE PROPOSED BONUS ISSUE OF WARRANTS

### 2.1 Basis and number of Warrants to be issued

As at the LPD, the Company's issued share capital is RM60,034,937 comprising 432,866,125 AGB Shares. The Company does not hold any treasury shares and does not have any outstanding convertible securities.

Based on the above, the Proposed Bonus Issue of Warrants will entail the issuance of up to 108,216,531 Warrants on the basis of 1 Warrant for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date.

The number of Warrants to be issued complies with Rule 6.51 of the Listing Requirements, where the number of new Shares arising from the exercise or conversion of all outstanding warrants does not exceed 50% of the total number of issued Shares at all times, illustrated as follows:

	No. of Shares
Total number of issued Shares as at the LPD <b>(A)</b>	432,866,125
To be issued assuming full exercise of the Warrants <b>(B)</b>	108,216,531
<b>Enlarged issued share capital after the Proposed Bonus Issue of Warrants</b>	<b>541,082,656</b>
<b>(B)/(A)</b>	<b>25.00%</b>

The basis for the Proposed Bonus Issue of Warrants was determined after taking into consideration, amongst others, the following:

- (i) compliance with Rule 6.51 of the Listing Requirements as stated above; and
- (ii) potential dilutive effects arising from the full exercise of Warrants on the consolidated EPS of the Company upon exercise of the Warrants.

Fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and dealt with by the Board in such manner as the Board in its absolute discretion deems fit and expedient or in the best interest of the Company.

The Entitlement Date will be determined and announced at a later date after all relevant approvals for the Proposed Bonus Issue of Warrants have been obtained.

The Proposed Bonus Issue of Warrants will be implemented in a single issuance and is not intended to be implemented in stages over a period of time.

## 2.2 Indicative salient terms of the Warrants

Issue size	: Up to 108,216,531 Warrants to be issued on the basis of 1 Warrant for every 4 existing Shares held.
Issue Date	: The date of issuance of the Warrants.
Form and constitution	: The Warrants shall be issued in registered form and constituted by the Deed Poll.
Board lot	: The Warrants are tradeable upon listing in board lots of 100 Warrants or such other denomination as may be prescribed by Bursa Securities from time to time.
Exercise Period	: The Warrants may be exercised at any time within 5 years commencing from and inclusive of the Issue Date and ending on the Expiry Date. Any Warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid.
Expiry Date	: The close of business at 5.00 p.m. in Malaysia on the last day preceding the fifth (5 <sup>th</sup> ) anniversary of the Issue Date and if such date is not a market day, then it shall be the market day immediately preceding the said non-market day.
Exercise Price	: The exercise price of Warrants shall be determined by the Board at a later date after obtaining the relevant approvals but prior to the announcement of the Entitlement Date.
Exercise Rights	: Each Warrant entitles the Warrant holders to subscribe for 1 new Share at the Exercise Price at any time during the Exercise Period, subject to adjustments in accordance with the provisions of the Deed Poll.
Mode of exercise	: The Warrant holders are required to lodge an exercise form with the Company's share registrar which is duly completed, signed and stamped together with payment by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia or by way of interbank transfer for the credit of an account maintained by the Company for the amount equal to the Exercise Price payable when exercising their Warrants to subscribe for new Shares. The payment of such fee must be made in RM.

Adjustments to the Exercise Price and / or the number of unexercised Warrants	: <p>The Exercise Price and/or the number of unexercised Warrants may be adjusted by the Board in consultation with the approved principal adviser and certified by the auditors approved by the Company, in all or any of the following:</p> <ul style="list-style-type: none"> <li>(i) any consolidation, subdivision or conversion of Shares; or</li> <li>(ii) an issue by the Company of new Shares to the shareholders of the Company by way of capitalisation of profits or reserves (including any share premium account and capital redemption reserve fund, if applicable); or</li> <li>(iii) capital distribution to the shareholders of the Company made by the Company whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets); or</li> <li>(iv) an offer or invitation to the shareholders of the Company made by the Company to acquire or subscribe for Shares by way of rights; or</li> <li>(v) an offer or invitation to the shareholders of the Company made by the Company by way of rights to acquire or subscribe for securities convertible into new Shares, or</li> <li>(vi) any other circumstances that are deemed necessary by the Board.</li> </ul>
Rights of the Warrant holders	: <p>The Warrant holders will not be entitled to any dividends, rights, allotments and/or any form of distributions that may be declared, made or paid by the Company, nor will they have any voting rights at any general meeting of the Company, until and unless such Warrant holders exercise their Warrants and new Shares are allotted and issued to them.</p>
Ranking of the new Shares to be issued pursuant to the exercise of the Warrants	: <p>The new Shares to be issued pursuant to the exercise of the Warrants in accordance with the provisions of the Deed Poll shall, upon allotment and issuance, rank equally in all respects with the then existing Shares. The Warrants shall, as between the Warrant Holders, rank equally in all respect.</p>
Rights of the Warrant holders in the event of winding up, liquidation, compromise or arrangement	: <p>If a resolution is passed for a members' voluntary winding up of the Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then:-</p> <ul style="list-style-type: none"> <li>(a) for the purposes of such winding up, compromise or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the registered Warrant holders (or some other persons designated by them for such purpose by special resolution) shall be a party, the terms of such winding up, compromise or arrangement shall be binding on all the registered Warrant holders; and</li> </ul>

	<p>(b) in any other cases, every Warrant holder shall be entitled to exercise his / her Warrants at any time within 6 weeks after the passing of such resolution for a members' voluntary winding up of the Company or within 6 weeks after the granting of the court order approving the winding up, compromise or arrangement (as the case may be), whereupon the Company shall allot the relevant new Shares to such Warrant holder credited as fully paid subject to the prevailing laws, and such Warrant holder shall be entitled to receive out of the assets of the Company which would be available in liquidation if he / she had on such date been the holder of the Shares to which he / she would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all Exercise Rights of the Warrants shall lapse and cease to be valid for any purpose.</p>
Modification of rights of the Warrant holders	: Save as those expressly provided in the Deed Poll, a special resolution of the Warrant holders is required to sanction any alteration or abrogation in respect of the rights of the Warrant holders. A special resolution may also sanction the compulsory exchange, surrender or cancellation of unexercised Warrants in return for shares, other warrants, debentures or other securities or for any other consideration, whether in the Company or in any other company or corporation (wherever incorporated) on any terms and/or conditions. Any such modification shall however be subject to the approval of any relevant authorities, where required.
Modification of the Deed Poll	: Any modification to the terms and conditions of the Deed Poll may be effected only by a supplemental deed poll, executed by the Company and expressed to be supplemental to the Deed Poll. Any of such modification shall however be subject to the approval of the relevant authorities and the Warrant holders by way of special resolution.
Listing status	: The Warrants will be listed and quoted on the ACE Market of Bursa Securities when the Warrants meet the conditions of the Listing Requirements of at least 100 Warrant holders holding not less than 1 board lot each (or such other denomination as may be prescribed by Bursa Securities) and upon obtaining Bursa Securities' approval for the listing and quotation of Warrants and the new Shares to be issued pursuant to the exercise of the Warrants on the ACE Market of Bursa Securities.
Transferability	: The Warrants shall be transferable in the manner provided under the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.
Governing Law	: The Warrants and the Deed Poll shall be governed by the laws of Malaysia.

## **2.3 Basis and justification of the issue price and exercise price of the Warrants**

The Warrants will be issued at no cost to the Entitled Shareholders.

The exercise price of the Warrants shall be determined by the Board at a later date after obtaining all the relevant approvals but prior to the announcement of the Entitlement Date. The exercise price of the Warrants will be determined and fixed by the Board after taking into consideration, amongst others, the following:

- (i) the historical price movement of AGB Shares;
- (ii) the prevailing market conditions; and
- (iii) the 5-day VWAP of AGB Shares immediately preceding the price-fixing date to be determined and announced later.

The Board intends to fix the exercise price of the Warrants at a premium range of 10% to 30% to the 5-day VWAP of AGB Shares immediately preceding the price-fixing date. The range of premium will allow the Board to fix the exercise price of the Warrants to incentivise the Warrant holders to exercise the Warrants in the future, when the market price of AGB Shares exceeds the exercise price and encourage the Warrant holders to increase their equity participation in the Company without immediate dilution of their equity interests, as no new AGB Shares will be issued unless and until the Warrants are exercised. In consideration of the Group's long-term financial prospects and future growth, this would enable a greater amount of proceeds to be raised for the Group's operations in the future, while also allowing the Board the necessary flexibility to accommodate for potential fluctuations based on prevailing market conditions and prices.

For illustrative purposes, the indicative exercise price of the Warrants is assumed at RM0.56 each, which represents a premium of approximately 18.42% to the 5-day VWAP of the Shares up to and including the LPD of RM0.4729.

The Board is of the view that the exercise of the Warrants may raise additional funds for the Group in the future, as well as improve the trading liquidity of AGB Shares arising from the increase in the number of AGB Shares in issue as and when the Warrants are exercised.

An announcement on the exercise price of the Warrants, the basis of determining the exercise price of the Warrants and justifications for the pricing will be made by the Board on the price-fixing date of the Warrants.

## **2.4 Listing and quotation of the Warrants and new Shares pursuant to the exercise of the Warrants**

The Warrants and the new Shares to be issued arising from the exercise of the Warrants will be listed on the ACE Market of Bursa Securities.

## **2.5 Ranking of the Warrants and the new Shares to be issued arising from the exercise of Warrants**

The holders of the Warrants are not recognised as Shareholders and are not entitled to any dividends, rights, allotments and/or other distributions until and unless such holders of the Warrants have exercised their Warrants into new Shares.

The new Shares to be issued arising from the exercise of the Warrants shall, upon issuance and allotment, rank equally in all respects with the existing issued Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders, the entitlement date of which is prior to the date of allotment of the new Shares.

### **3. UTILISATION OF PROCEEDS**

The Proposed Bonus Issue of Warrants will not raise any immediate funds as the Warrants will be issued at no cost to the Entitled Shareholders.

The exact quantum of proceeds that may be raised by the Company from the exercise of the Warrants would depend on the actual number of Warrants exercised as well as the exercise price of the Warrants, which shall be determined by the Board at a later date. The proceeds from the exercise of the Warrants will be received on an “as and when basis” over the tenure of the Warrants. Nevertheless, the Company expects to utilise the proceeds derived from the exercise of Warrants within 12 months from the date of receipt of such proceeds.

For illustration purposes, based on the indicative exercise price of RM0.56 per Warrant and assuming full exercise of the new Warrants under the Proposed Bonus Issue of Warrants, the Company expects to raise gross proceeds of approximately RM60.60 million.

Such proceeds arising from the exercise of the Warrants in the future is intended to be used to finance the future working capital requirements of the Group including the payment of staff salaries, operating and administrative expenses such as utilities, rental costs and upkeep of office. The exact breakdown of utilisation of such proceeds cannot be determined at this juncture as it would depend on the actual requirements of the Group at the relevant point in time. The estimated expenses for the Proposed Bonus Issue of Warrants are approximately RM0.23 million, which will be funded from the Group’s existing cash and bank balances.

Notwithstanding the above, it should be noted that the Warrants may not be fully exercised and the total proceeds arising from the exercise of the Warrants cannot be reliably estimated at this juncture, as it will depend on the actual number of Warrants exercised over the tenure of the Warrants.

Pending utilisation of the proceeds to be raised as and when the Warrants are exercised, the proceeds may be placed in deposits with financial institutions and/or short-term money market instruments.

The interest derived from the deposits with financial institutions and/or any gains arising from the short-term money market instruments will be used as additional funds for the working capital requirements of the Group, including the payment of staff salaries, operating and administrative expenses such as utilities, rental costs and upkeep of office. The exact breakdown of utilisation of such interests and/or gains cannot be determined at this juncture as it would depend on the actual requirements of the Group at the relevant point in time.

#### **4. RATIONALE FOR THE PROPOSED BONUS ISSUE OF WARRANTS**

After due consideration of various methods, the Board is of the view that the Proposed Bonus Issue of Warrants is an appropriate avenue for rewarding the existing Shareholders as it:

- (i) enables the existing Shareholders to participate in convertible securities of the Company which are tradable on the ACE Market of Bursa Securities, without incurring any cost;
- (ii) provides existing Shareholders with an opportunity to increase their equity participation in the Company through the exercise of Warrants at a pre-determined exercise price during the tenure of the Warrants;
- (iii) helps to strengthen AGB's capital base and shareholders' funds as well as potentially provide additional working capital for the Group, as and when the Warrants are exercised; and
- (iv) allows existing Shareholders to benefit from any potential capital appreciation of the Warrants.

#### **4.1 Details of fund-raising exercises undertaken by the Company in the past 12 months**

The Company has not undertaken any equity fund-raising exercise in the past 12 months before the date of this Circular.

## 5. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

### 5.1 Overview and outlook of the global economy

Global gross domestic product (GDP) growth is projected at 3% in 2025 and 3.1% in 2026, contributed by stronger trade activity in first half of 2025, easing global financial conditions, and targeted fiscal measures in several large economies. Nonetheless, the pace of expansion remains below the pre-pandemic average of 3.7%, highlighting a recovery that is steady yet remains exposed to risks.

For advanced economies, growth is expected to remain moderate at 1.5% in 2025 and 1.6% in 2026. The United States (US) is forecast to expand at 1.9% in 2025 before rising to 2.0% in 2026. The euro area is projected to grow 1.0% in 2025 and 1.2% in 2026, while Japan's growth is expected to decline from 0.7% in 2025 to 0.5% in 2026.

Emerging market and developing economies (EMDEs) remain the primary drivers of global growth, with output projected to record 4.1% in 2025 and 4.0% in 2026. China is expected to grow 4.8% in 2025, before moderating to 4.2% in 2026 as policy support eases. India is anticipated to maintain a robust pace, expanding 6.4% in both 2025 and 2026, underpinned by resilient domestic demand.

Global trade is forecasted to expand 2.6% in 2025 before slowing to 1.9% in 2026, as the boost from front-loading fades. While trade flows have temporarily bolstered global output, persistent uncertainty surrounding tariffs and supply chain adjustments is expected to dampen momentum going forward. Foreign direct investment is also expected to remain subdued through 2026, as geopolitical tensions, shifting supply chains, and fiscal vulnerabilities weigh on investor sentiment.

Global inflation is projected to continue its downward trajectory, averaging 4.2% in 2025 and 3.6% in 2026. Inflation remains above target in the US, while the euro area and many EMDEs are experiencing a more significant easing of inflation, driven by weaker demand and lower commodity prices.

Risks to the global outlook in 2026 remain tilted to the downside. These include renewed tariff escalations, geopolitical disruptions in energy and trade flows, persistent fiscal imbalances, and heightened volatility in global financial markets.

(Source: *Economic Outlook 2026, Ministry of Finance Malaysia*)

### 5.2 Overview and outlook of the Malaysian economy

Malaysia's economy remains strong, having grown by a steady 4.4% in the first 6 months of the year. Growth is projected to continue within the range of 4% – 4.8% in 2025 and 4% – 4.5% in 2026. These projections are consistent with the International Monetary Fund (IMF) in the World Economic Outlook Update, July 2025, which forecasts Malaysia's growth at 4.5% for 2025 and 4.0% for 2026.

The growth will mainly be underpinned by strong domestic demand, moderate inflation, favourable labour market and proactive policies undertaken by the Government. The performance will also be supported by the ASEAN-Malaysia Chairmanship 2025 and Visit Malaysia 2026 (VM2026). The economy continues to be steered by the Ekonomi MADANI framework and the Government remains committed to position Malaysia as an attractive destination for quality investments. At the same time, ongoing improvements in the wage-setting mechanism and rising business efficiency are expected to strengthen the wage structure, thus contributing to a higher labour income share.

Malaysia's economy is expected to maintain resilient growth trajectory, anchored by a diversified economic structure and sound policy management against heightened global uncertainties, stemming from unsettled trade tariffs and prolonged geopolitical tensions. While Malaysia's export-oriented markets remain vulnerable, domestic demand will continue to

provide a solid foundation, supported by a strong labour market and vibrant private consumption. The upcoming VM2026 is strategically positioned to act as a lever for the economy. With the target of attracting 47 million foreign visitors, VM2026 is set to boost the services sector including retail, transportation and hospitality, while the manufacturing sector and trade remain supportive. The combination of a robust domestic economy, enhanced trade diversification and a major tourism impetus, positions Malaysia to navigate global headwinds and sustain the nation's growth momentum.

(Source: *Economic Outlook 2026, Ministry of Finance Malaysia*)

### **5.3 Overview and outlook of the freight and logistics industry**

#### **Global**

The freight and logistics market size is estimated at USD 6.37 trillion in 2025, and is expected to reach USD 8.13 trillion by 2030, at a compound annual growth rate (CAGR) of 4.99% during the forecast period (2025-2030).

Robust e-commerce activity, infrastructure modernization, rising demand for cross-border courier, express, and parcel (CEP) services, and accelerating public-private partnerships keep the freight and logistics market on a steady growth path. Freight transport remains the backbone of global trade, yet segment diversification toward forwarding, warehousing, and last-mile fulfilment is increasing as shippers seek integrated solutions. Strong regional momentum in Asia-Pacific, regulatory pushes for Scope-3 emissions reporting, and technology investments in automation, visibility, and predictive optimization continue to reshape competitive strategies and cost structures.

Wholesale and retail trade accounted for 33.44% of the freight and logistics market size in 2024, driven by constant replenishment cycles, omnichannel fulfillment, and promotional seasonality. Inventory decentralization strategies require agile middle-mile transfers among regional distribution centers and store replenishment hubs. E-commerce surges magnify parcel density, challenging legacy hub-and-spoke topologies and stimulating investments in sortation automation and carrier diversification.

Manufacturing expands at the fastest 5.29% CAGR (2025-2030) as regionalisation bolsters intra-continental raw material and component flows. Original equipment manufacturers mandate just-in-time sequencing, precise line-side deliveries, and real-time visibility to synchronize production across multi-plant footprints. Heavy-lift, project cargo, and temperature-controlled segments benefit from high-value machinery, electronics, and pharmaceutical demand, widening total addressable revenue within the freight and logistics market. Specialized logistics models, including vendor-managed inventory and supplier parks, gain traction, driving deeper integration between manufacturers and third-party logistics providers.

Asia-Pacific contributed 41.69% of the freight and logistics market size in 2024 and posts the leading 6.34% CAGR between 2025-2030 as trade corridors diversify beyond China to Southeast Asia, India, and Oceania. Massive port expansions at Shanghai, Singapore, and Colombo, high-speed rail cargo lines on the China-Laos route, and digital single-window customs programs shrink transit times and lower compliance costs. Manufacturing shifts toward Vietnam, Indonesia, and the Philippines increase intra-Asian trucking, feeder vessel demand, and cross-border rail traffic.

Europe maintains a strong multimodal proposition, leveraging high-capacity rail freight corridors, short-sea shipping networks, and synchronized customs regimes inside the Schengen area. Sustainability leadership translates into early deployment of hydrogen trucks, electrified last-mile fleets, and modal shift incentives that reshape lane economics. Although geopolitical frictions with Russia complicate eastern overland routes, investments in Baltic and Mediterranean gateway ports foster alternative supply paths, preserving competitiveness within the freight and logistics market.

North America benefits from near-shoring to Mexico and Canada, driving cross-border tractor-trailer volumes and bilateral customs harmonization. The United States' Infrastructure Investment and Jobs Act accelerates highway rehabilitation, inland port development, and port dredging. Class I railroads expand intermodal terminals to capture e-commerce surge, while Gulf Coast port upgrades attract Asian blue-water services via the expanded Panama Canal. Collectively, these initiatives sustain mid-single-digit growth for the region's freight and logistics market.

(Source: *Freight and logistics market size & share analysis – Growth trends and forecast (2025-2030)*, by Mordor Intelligence)

## **Malaysia**

The Malaysia freight and logistics market size is estimated at USD 29.70 billion in 2025, and is expected to reach USD 38.28 billion by 2030, at a CAGR of 5.20% during the forecast period (2025-2030). Port Klang's rise to the world's 10<sup>th</sup>-busiest container port, extensive government funding for rail and highway projects, and sustained e-commerce momentum are reshaping supply-chain networks, warehouse automation priorities, and carrier partnerships across the Malaysian freight and logistics market. Foreign direct investment reached RM378.5 billion (USD 82.3 billion) in 2024, creating 207,000 jobs and expanding demand for cross-border forwarding, value-added distribution, and specialized manufacturing logistics. Consumers' preference for same-day delivery is accelerating last-mile network densification, while regulatory moves such as targeted diesel subsidies and simplified customs windows are easing cost pressures and border friction. Global carriers are deepening local ties to secure air-cargo uplift, sea-freight allocations, and temperature-controlled capacity, reinforcing Malaysia's hub role within ASEAN and the broader Asia-Pacific trade lattice.

Manufacturing held 39.45% of Malaysia freight and logistics market share in 2024, supported by Penang's RM431 billion (USD 93.7 billion) export engine and Selangor's electronics clusters. Multinationals require bonded trucking corridors, electrostatic-discharge-safe warehouses, and secure-freight escorts, driving service differentiation. Growth in electric vehicle components and renewable energy equipment further expands the Malaysian freight and logistics market size for oversized container handling and specialized rigging. Wholesale and retail trade, although smaller in absolute dollars, is on pace for a 5.57% CAGR between 2025-2030 as disposable incomes rise and digital payment adoption widens. Supermarket chains like 99 Speed Mart plan to double store counts, demanding multi-temperature cross-docks and micro-fulfilment centres proximate to consumption hotspots.

Agriculture, fishing, and forestry depend on certified halal cold chains to penetrate Middle-East demand pools, giving algorithm-driven temperature traceability platforms greater commercial pull. Construction logistics ties directly to mega-projects such as the Rapid Transit System Link and Penang Airport expansion, requiring heavy-lift cranes, night-time convoy escorts, and synchronized just-in-time material sequencing. Oil, gas, and mining remain cyclical but sustain steady demand for International Organisation for Standardization (ISO) tank containers, hull-cleaning services, and pipeline maintenance parts, anchoring a baseline for the Malaysian freight and logistics industry amid commodity swings.

(Source: *Malaysia freight and logistics market size & share analysis – Growth trends and forecast (2025-2030)*, by Mordor Intelligence)

#### 5.4 Prospects of AGX Group

The Group is primarily a third party logistic (“3PL”) service provider where its services comprise sea and air freight forwarding, aerospace logistics, warehousing and other 3PL, and road freight transportation services, to assist senders or receivers to transport their goods from the point of origin to their final destination.

For the 9-months FPE 30 September 2025, the Group recorded a revenue of RM204.58 million, representing a 19.16% increase compared to RM171.69 million in the corresponding quarter of the previous financial year.

The Group’s operating subsidiaries are in Philippines, Malaysia, Myanmar, Korea, Vietnam and Singapore. For the 9-months FPE 30 September 2025, total revenue contributions from the said countries amounted to RM79.15 million or 38.69% of the Group’s total revenue, RM53.53 million or 26.17% of the Group’s total revenue, RM26.36 million or 12.88% of the Group’s total revenue, RM17.52 million or 8.56% of the Group’s total revenue, RM16.99 million or 8.30% of the Group’s total revenue, and RM11.03 million or 5.40% of the Group’s total revenue, respectively.

As set out in **Section 5.3** of this Circular, the demand for freight transport, forwarding, warehousing, and last-mile fulfilment has been increasing as shippers seek integrated solutions. Coupled with the Group’s initiatives, such as diversifying the Group’s customer base and expanding into emerging markets to mitigate risks associated with economic slowdowns in specific regions, optimising operational efficiencies by implementing advanced logistics technologies and process improvements to enhance service delivery and cost-effectiveness as well as exploring strategic partnerships by collaborating with industry stakeholders and reinforcing its market position, these enable AGX Group to strengthen its position despite the overall stagnation in the freight and logistics industry. The Group’s presence in multiple countries and 3PL service capabilities further enhances its ability to capture opportunities across different regional markets and support its long-term growth prospects.

Looking ahead, despite near-term challenges such as geopolitical uncertainties and logistics cost fluctuations, the Group remains confident in its long-term growth potential. The management believes that its agile business model, expanding regional footprint, and commitment to operational excellence will position the Group well to capitalise on emerging opportunities in the global freight and logistics landscape.

Premised on the above, and after having considered all the relevant aspects including the overview and outlook of the freight and logistics industry as set out in **Section 5.3** of this Circular, the Board remains cautiously optimistic of the Group’s prospects. The Board will continue to monitor and review the performance and progress of the Group’s operations and financial performance and will introduce measures to enhance its performance, if required.

(Source: Management of AGB)

## 6. EFFECTS OF THE PROPOSED BONUS ISSUE OF WARRANTS

### 6.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue of Warrants on the Company's issued share capital are as follows:

	No. of Shares	Amount (RM)
Issued share capital as at the LPD	432,866,125	60,034,937
New Shares to be issued assuming full exercise of the Warrants <sup>(1)</sup>	108,216,531	60,601,257
<b>Enlarged issued share capital after full exercise of the Warrants</b>	<b>541,082,656</b>	<b>120,636,194</b>

Note:

(1) Based on an illustrative exercise price of RM0.56 per Warrant.

### 6.2 NA and gearing

The pro forma effects of the Proposed Bonus Issue of Warrants on the NA and gearing of the Group are as follows:

	Audited as at 31 December 2024 (RM)	(I) After assuming full exercise of the Warrants <sup>(1)</sup> (RM)
Share capital	60,034,937	120,636,194
Reserves	(3,155,761)	(3,155,761)
Retained profits	32,664,560	32,434,560
<b>Shareholders' equity / NA</b>	<b>89,543,736</b>	<b>149,914,993</b>
Non-controlling interests	187,960	187,960
<b>Total equity</b>	<b>89,731,696</b>	<b>150,102,953</b>
No. of Shares in issue (excluding treasury shares) ('000)	432,866	541,083
NA per Share (RM)	0.21	0.28
Total borrowings (RM)	8,976,219	8,976,219
Gearing (times)	0.10	0.06

Note:

(1) Based on the issuance of 108,216,531 new Shares arising from the exercise of Warrants at an illustrative exercise price of RM0.56 per Warrant and after deducting estimated expenses of RM0.23 million for the Proposed Bonus Issue of Warrants.

### 6.3 Substantial Shareholders' shareholdings

Assuming that all Shareholders exercise their Warrants, the Proposed Bonus Issue of Warrants will not result in any change in the shareholding percentage of Substantial Shareholders of the Company as the Warrants will be issued on a pro-rata basis to all Entitled Shareholders of the Company. Their total number of AGB Shares owned will, however, increase proportionately to their existing shareholdings in the Company.

The pro forma effects of the Proposed Bonus Issue of Warrants on the Substantial Shareholders' shareholding in the Company based on the register of Substantial Shareholders of the Company as at 6 January 2026 are as follows:

Substantial Shareholders	As at 6 January 2026				Assuming full exercise of the Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	( <sup>(1)</sup> %)	No. of Shares	( <sup>(1)</sup> %)	No. of Shares	( <sup>(2)</sup> %)	No. of Shares	( <sup>(2)</sup> %)
Penu Mark	82,500,075	19.06	-	-	103,125,094	19.06	-	-
Neo Lip Pheng, Peter	81,823,475	18.90	-	-	102,279,344	18.90	-	-
Jayasielan A/L Gopal	49,960,250	11.54	-	-	62,450,313	11.54	-	-
Dato' Ponnudorai A/L	49,960,250	11.54	-	-	62,450,313	11.54	-	-
Periasamy								

Notes:

(1) Computed based on 432,866,125 AGB Shares as at the LPD / 6 January 2026.

(2) Computed based on the enlarged issued share capital of 541,082,656 Shares assuming full exercise of the Warrants.

#### **6.4 Earnings and EPS**

Save for the estimated expenses to be incurred in relation to the Proposed Bonus Issue of Warrants of approximately RM0.23 million, the Proposed Bonus Issue of Warrants is not expected to have any immediate effect on the earnings and EPS for the FYE 2026.

The estimated expenses for the Proposed Bonus Issue of Warrants, which will be funded through internally generated funds, mainly comprise professional fees and processing fees to authorities, as well as other miscellaneous and incidental expenses.

However, assuming that the earnings of the Group remain unchanged, the EPS of the Company will be proportionately diluted as a result of the increase in the number of AGB Shares in issue as and when the Warrants are exercised into new AGB Shares. Any potential effect on the earnings and EPS in the future will depend on factors such as the number of Warrants exercised at any point in time.

#### **6.5 Convertible securities**

As at the LPD, the Company does not have any other outstanding convertible securities.

### **7. ESTIMATED TIMEFRAME FOR COMPLETION**

Subject to all approvals being obtained, the Proposed Bonus Issue of Warrants is expected to be completed by the first quarter of 2026. The tentative timeline for the implementation of the Proposed Bonus Issue of Warrants is as follows:

<b>Date</b>	<b>Events</b>
27 January 2026	<ul style="list-style-type: none"><li>• EGM for the Proposed Bonus Issue of Warrants</li></ul>
January 2026	<ul style="list-style-type: none"><li>• Announcement of Entitlement Date for Warrants</li></ul>
March 2026	<ul style="list-style-type: none"><li>• Listing and quotation of the Warrants/ Completion of the Proposed Bonus Issue of Warrants</li></ul>

## 8. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue of Warrants is subject to the following approvals being obtained:

- (i) Bursa Securities for the following:
  - (a) the admission of Warrants to the Official List;
  - (b) listing and quotation of Warrants on the ACE Market of Bursa Securities; and
  - (c) listing and quotation of the new Shares to be issued pursuant to the exercise of the Warrants on the ACE Market of Bursa Securities.

The approval of Bursa Securities for the above was obtained via its letter dated 19 December 2025 subject to the following conditions:

Conditions	Status of compliance
(a) AGB and TA Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Bonus Issue of Warrants;	To be complied
(b) AGB and TA Securities are required to inform Bursa Securities upon completion of the Proposed Bonus Issue of Warrants;	To be complied
(c) AGB and TA Securities are required to provide a written confirmation that the terms of the Warrants are in compliance with Rule 6.55(3) of the Listing Requirements;	To be complied
(d) AGB is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Warrants is completed; and	To be complied
(e) AGB is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of Warrants as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

- (ii) Shareholders at the forthcoming EGM.

The Proposed Bonus Issue of Warrants is not conditional upon any other proposals undertaken or to be undertaken by the Company.

## 9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Bonus Issue of Warrants, there are no other corporate exercises which have been announced by the Company but are pending completion as at the date of this Circular.

**10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors, Major Shareholders, chief executive and/or persons connected to them has any interest, direct or indirect, in the Proposed Bonus Issue of Warrants other than their respective entitlements under the Proposed Bonus Issue of Warrants as Shareholders of the Company, to which all Entitled Shareholders are similarly entitled to.

**11. BOARD'S RECOMMENDATION**

The Board, having considered all aspects of the Proposed Bonus Issue of Warrants, including but not limited to the basis, rationale and effects of the Proposed Bonus Issue of Warrants, is of the opinion that the Proposed Bonus Issue of Warrants is in the best interest of the Company.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Bonus Issue of Warrants to be tabled at the forthcoming EGM.

**12. EGM**

The EGM will be held at WORQ Subang, Nazrin Hassan Event Hall, Unit 2-1, Level 2, The Podium, Tower 3, UOA Business Park, No. 1, Jalan Pengaturcara U1/51A, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on the date and time indicated below. The Notice of EGM together with the Proxy Form and this Circular are available at the Company's website at [www.agxlogistics.com/egm/](http://www.agxlogistics.com/egm/).

Date and time of the EGM	: Tuesday, 27 January 2026 at 10.00 a.m.
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If you are unable to attend, participate, speak and vote at the EGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in hard copy or by "electronic form", and shall be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or lodge electronically to the Company's Share Registrar via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so.

**13. FURTHER INFORMATION**

You are advised to refer to the Appendix I set out in this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**AGX GROUP BERHAD**

**Dato' Ponnudorai A/L Periasamy**  
Executive Director / Group Chief Executive Officer

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## APPENDIX I – FURTHER INFORMATION

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### 1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, who collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

### 2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Principal Adviser for the Proposed Bonus Issue of Warrants, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

TA Securities has confirmed that there is no conflict of interest that exists or any circumstances which would or is likely to give rise to a possible conflict of interests in relation to its role as the Principal Adviser for the Proposed Bonus Issue of Warrants.

### 3. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of AGB Shares as transacted on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	High RM	Low RM
<b>2025</b>		
January	0.555	0.495
February	0.570	0.520
March	0.560	0.480
April	0.550	0.455
May	0.525	0.480
June	0.550	0.510
July	0.535	0.500
August	0.520	0.460
September	0.520	0.445
October	0.480	0.420
November	0.470	0.420
December	0.475	0.405
Last transacted market price on 10 December 2025, being the last market day immediately prior to the first announcement of the Proposed Bonus Issue of Warrants	0.415	
Last transacted market price on the LPD (RM)	0.475	

(Source: Bloomberg)

**4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****Material commitments**

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

**Contingent liabilities**

As at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

**5. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

As at the LPD, the Board has confirmed that the Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Group and the Board confirmed that there are no proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Group.

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18 Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the EGM:

- (i) Constitution of the Company;
- (ii) audited consolidated financial statements of AGB for the FYE 31 December 2024, FYE 31 December 2023 as well as the latest unaudited consolidated financial statements of the Group for the 9-month FPE 30 September 2025;
- (iii) draft Deed Poll; and
- (iv) the letter of consent referred to in **Section 2 of Appendix I** above.



**AGX GROUP BERHAD**  
(Registration No. 201901042663 (1351993-K))  
(Incorporated in Malaysia)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of AGX Group Berhad (“**AGB**” or “**the Company**”) will be held at WORQ Subang, Nazrin Hassan Event Hall, Unit 2-1, Level 2, The Podium, Tower 3, UOA Business Park, No. 1, Jalan Pengaturcara U1/51A, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 27 January 2026 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

#### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 108,216,531 WARRANTS (“WARRANT(S)”) IN AGB ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN THE COMPANY HELD BY THE SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT** subject to the approvals of all relevant regulatory authorities or parties having been obtained, where required, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to issue and allot up to 108,216,531 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”), by way of bonus issue to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined and announced later by the Board (“**Entitlement Date**”), on the basis of 1 Warrant for every 4 existing Shares held on the Entitlement Date;

**THAT** the Board be and is hereby authorised to fix the exercise price of the Warrants at a later date and that the Board be and is hereby authorised to issue and allot the new AGB Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the Deed Poll and such new AGB Shares shall, upon allotment and issuance, rank equally in all aspects with the existing Shares, save and except that the new AGB Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new AGB Shares;

**THAT** all fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in its absolute discretion deem fit and expedient and in the best interests of the Company;

**THAT** the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to shareholders dated 12 January 2026 in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power 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, subject to the approval of the relevant authorities, where required;

**THAT** approval be and is hereby given to the Board to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to adjust from time to time the exercise price and/or number of the Warrants to which the holders of the Warrants are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll and to issue and allot further new Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

**THAT** the Board be and is hereby authorised to finalise, enter into, execute and deliver for and on behalf of the Company the Deed Poll with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or as may be deemed necessary by the Board, and to take all steps as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll (including, without limitation, the affixation of the Company's common seal, where necessary);

**THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants 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 and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants;

**AND THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities of the Company as contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Warrants, additional Warrants (if any) and new Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants."

**By Order of the Board**  
**AGX GROUP BERHAD**

**WONG YOUN KIM**  
(SSM PC No. 201908000410) (MAICSA 7018778)  
Company Secretary

Selangor Darul Ehsan  
12 January 2026

**Notes**

- (1) A member of the Company may appoint proxy and/or representative of member to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (2) For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 55 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 20 January 2026. Only depositors whose names appear in the Record of Depositors as of 20 January 2026 will be eligible to participate, speak, and vote at the meeting or appoint proxies to act on his/her behalf.
- (3) Where a member of the Company is an exempt authorised nominee who 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 whom the exempt authorised nominee may appoint in respect of each omnibus account it holds.

- (4) A member of the Company may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the members specify the proportions of his/her shareholding to be represented by each proxy.
- (5) If the appointor is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- (7) The original instrument appointing a proxy must be deposited at the Company's Share Registrar's Office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. Alternatively, the instrument appointing a proxy may be electronically submitted to the Company's Share Registrar via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on electronic submission of Proxy Forms.
- (8) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by way of electronic voting ("**e-Voting**"). Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

**AGX GROUP BERHAD**

(REGISTRATION NO. 201901042663 (1351993-K))  
(INCORPORATED IN MALAYSIA)

**PROXY FORM**

CDS Account No.	No. of Shares held

I/We, (Full name in block letters)

NRIC No. / Passport No. / Registration No.

of (Address)

being a Member / Members of AGX Group Berhad, hereby appoint(s):-

Full Name (in block letters)	Proportion of Shareholdings	
	No. of Shares	%
NRIC/Passport No.		
Address		
Contact No		
Email Address		

and / or failing him/her\*

Full Name (in block letters)	Proportion of Shareholdings	
	No. of Shares	%
NRIC/Passport No.		
Address		
Contact No		
Email Address		

or failing him/her\*, the Chairperson of the Meeting as my/our\* proxy(ies) to vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting of the Company to be held at WORQ Subang, Nazrin Hassan Event Hall, Unit 2-1, Level 2, The Podium, Tower 3, UOA Business Park, No. 1, Jalan Pengaturcara U1/51A, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 27 January 2026 at 10.00 a.m.

Please indicate with an "X" in the appropriate spaces how you wish your vote to be casted. If no specific direction as to voting is given, the Proxy may vote or abstain from voting at his/her discretion.

No.	Agenda	Resolution	For	Against
1.	Proposed Bonus Issue of Warrants	Ordinary Resolution		

\*Delete whichever is not applicable

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature / Common Seal of member(s)



*Fold this flap for sealing*

**Notes:**

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*2<sup>nd</sup> fold*

AFFIX  
STAMP

THE SHARE REGISTRAR OF  
**AGX GROUP BERHAD**  
(Registration No. 201901042663 (1351993-K))

**BOARDROOM SHARE REGISTRARS SDN BHD**

11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

*1<sup>st</sup> fold*