THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the accompanying proxy form to the purchaser, transferee or the agent through whom you affected the sale or transfer for onward transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular to shareholders prior to its issuance as it is an exempt document pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this 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 this Circular.

TXCD BERHAD

(Formerly known as Ageson Berhad)
[Registration No. 200201027337 (595000-H)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS
IN RELATION TO

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("PROPOSED SHAREHOLDERS' MANDATE")

The above proposal will be tabled as Special Business at the Twenty-Second (22nd) Annual General Meeting ("**AGM**") of TXCD Berhad (F.K.A. Ageson Berhad) ("**TXCD**" or "**the Company**") which will be held at FOX Ballroom, FOX Hotel Glenmarie Shah Alam, Level 8, Pusat Komersil Vestland, No. 6, Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 1 December 2025 at 10.00 a.m. or at any adjournment thereof. The Notice of AGM together with the Form of Proxy, are enclosed together with the Annual Report of the Company for the financial year ended 30 June 2025.

If you are unable to participate in the AGM, you should complete, sign and return the proxy form in accordance with the instructions therein and deposit it at 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 stipulated for holding the AGM. The completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so and, in such event, the proxy form shall be deemed to have been revoked.

Last date and time for lodging the proxy form	:	Saturday, 29 November 2025 at 10.00 a.m.
Date and time of 22nd AGM	:	Monday, 1 December 2025 at 10.00 a.m.

This Circular is dated 30 October 2025.

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

"Act"	:	The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
"ARMC"	:	The Audit and Risk Management Committee of TXCD
"Board"	:	The Board of Directors of TXCD
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"CDS"	:	Central Depository System
"Circular"	:	Circular to Shareholders in relation to the Proposed Shareholders' Mandate
"Director"	:	Shall have the meaning given in Section 2(1) of the the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of TXCD or any other company which is a subsidiary of TXCD or a holding of TXCD
"EGM"	:	Extraordinary General Meeting
"EPS"	:	Earnings per Share
"FYE"	:	Financial Year Ended
"LPD"	:	7 October 2025, being the latest practicable date prior to the printing of this Circular and the cut-off date for the information disclosed in this Circular unless otherwise indicated
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
"Major Shareholder(s)"	:	Means a person who has an interest or interests in one or more voting shares in a company and the number or aggregate number of those shares, is: (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company, and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company For the purpose of this definition, "interest in shares" has the meaning given in Section 6A of the Act

"NA"	:	Net assets attributable to ordinary equity holders of TXCD
"Person Connected"	:	Pursuant to Paragraph 1.01 of the Listing Requirements, a person connected in relation to a Director or Major Shareholder is a person who falls under any one of the following categories: (a) a family member of the Director or Major Shareholder which shall include the spouse, parent, child (including adopted child and stepchild), brother, sister, and the spouse of the child (including adopted child and stepchild), brother or sister; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary; (c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder; (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (g) a body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act; (h) a body corporate in which the Director, Major Shareholder or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (i) a body corporate which is a related corporation.
"Proposed Shareholders' Mandate"	:	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
"Related Party(ies)"	:	Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s) of TXCD
"RRPT(s)"	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries

"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"Shareholders"	:	Shareholders of TXCD
"Substantial Shareholder(s)"	:	A person who has interest or interests in one or more voting Shares in the Company and the nominal amount of that Share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting Shares in the Company
"TXCD" or "the Company"	:	TXCD Berhad (Formerly known as Ageson Berhad) [Registration No. 200201027337 (595000-H)]
"TXCD Group" or "the Group"	:	TXCD and its subsidiaries
"TXCD Share(s)" or "Share(s)	:	Ordinary Shares in TXCD
"TXCD ICPS(s)" or "ICPS(s)"		Irredeemable Convertible Preference Shares of TXCD

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, 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 a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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TXCD BERHAD

(Formerly known as Ageson Berhad)
[Registration No. 200201027337 (595000-H)]
(Incorporated in Malaysia)

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

30 October 2025

Board of Directors:

Rozhan Bin Haji Rahmat	*(Independent Non-Executive Chairman)*
Chew Swe Siew @ Chew Swee Siew	*(Managing Director)*
N Pulainthiran A/L K Nadarajah	*(Executive Director)*
Dato' Choi Wei Yee	*(Independent Non-Executive Director)*
Chong Jiun Shyang	*(Independent Non-Executive Director)*
Tiew Chai Beng	*(Independent Non-Executive Director)*

To: The Shareholders of TXCD Berhad (Formerly known as Ageson Berhad)

Dear Sirs/Madam,

PROPOSED SHAREHOLDERS' MANDATE

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1. INTRODUCTION

At the Extraordinary General Meeting of the Company held on 8 May 2025, the Company sought and obtained from its shareholders the general mandate for TXCD Group to enter into RRPT(s) of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for TXCD Group's day-to-day operations. The aforesaid mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming Twenty-Second (22nd) AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 24 October 2025, the Company has announced its intention to seek its shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements.

The purpose of this Circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM or at any adjournment thereof. The notice of the AGM together with the Form of Proxy is enclosed in the Annual Report 2025.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a general mandate from its shareholders in respect of RRPTs subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favorable to the Related Party than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a total issued share capital of RM60.0 million and above:

   (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or

   (ii) the percentage ratio of such RRPT is 1% or more,

   whichever is the higher.

(c) the Company to issue circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him shall abstain from voting on the resolution approving the RRPT; and

(e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

The RRPTs that are contemplated under the Proposed Shareholders' Mandate are in compliance with Paragraph 10.09(2) of the Listing Requirement and the relevant provisions under Sections 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

Notwithstanding the above, the Company is mindful of the Paragraph 10.09(2) of the Listing Requirements and in this respect, the Company will observe and monitor the actual value of a RRPT to be entered by the Company. The Company shall make an immediate announcement if the actual value of a RRPT entered into by the Company exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and shall include the information as may be prescribed by Bursa Securities in the announcement.

2.1 Principal Activities of TXCD Group

The Company is principally an investment holding company. The details of the principal activities of the subsidiary companies of TXCD Group are set out in the table below:-

Name	Effective equity interest (%)	Principal Activities
<u>Subsidiary companies of TXCD</u>		
Ageson Kensetsu Sdn Bhd	100%	General trading, construction and property development.
Ageson Data Sdn Bhd	100%	Investment holding.
Ageson K2 Sdn Bhd	100%	Construction of buildings, investment holding and wholesale of a variety of goods.
Ageson V2 Sdn Bhd	100%	Investment holding and wholesale of a variety of goods.
Ageson Retails Sdn Bhd	100%	Traders, importers, exporters, wholesalers, Information Technology software, hardware and accessories.

Due to the diversity of TXCD Group, it is anticipated that TXCD Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek its shareholders' approval for the Proposed Shareholders' Mandate in order for the TXCD Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 of this Circular, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The Proposed Shareholders' Mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to convene meetings in order to procure specific prior approval of the Shareholders. The RRPTs will also be subject to the review method or procedures set out in Section 2.5 in this Circular.

As at the FYE 30 June 2025, there was no amount due and owing to TXCD Group by the Related Parties which exceeded the credit terms. For information purposes, the credit term is less than one year.

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2.2 Categories of RRPTs

The types of RRPTs to be covered under the Proposed Shareholders' Mandate are anticipated to include supply material, labour, tools and machinery to construct and complete of structural, architectural and M&E works and to plan, organize, supervise, monitor and control all aspect of the subcontract works with the Related Party.

2.3 Validity Period of the Proposed Shareholders' Mandate

In accordance with Paragraph 3.1.4 of Practice Note 12 of the Listing Requirements, the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred for the Proposed Shareholders' Mandate, if approved by the Shareholders, shall take effect from the passing of the ordinary resolution in respect of the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM and shall continue to be in force until:

(a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;

(b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the Shareholders in general meeting,

whichever is earlier.

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2.4 Classes of Related Parties and Nature of RRPTs

The Proposed Shareholders' Mandate will apply to the transaction with the following Related Parties:

Related Parties and their principal activities	Nature of relationship between TXCD Group and the Related Party	Nature of transaction with TXCD Group	Estimated aggregate value as disclosed in the Circular to Shareholders dated 22 April 2025 (RM'000)	Actual value transacted (from date of EGM on 8 May 2025 up to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM (RM'000)
R & C Cergas Teguh Sdn. Bhd. ("R & C") (A construction company) **Ageson Kensetsu Sdn. Bhd. ("Ageson Kensetsu")** (A general trading, construction and development company)	Mr Chew Swe Siew @ Chew Swee Siew is the Managing Director and also the Major Shareholder of the Company. Mr Chew is the sole Director of Ageson Kensetsu and also the sole Director and Major Shareholder of R & C Cergas Teguh Sdn. Bhd.	R & C awards a subcontract for completion of structural, architectural and M&E works to Ageson Kensetsu. The subcontract includes supply material, labour, tools and machinery to construct and complete structural, architectural and M&E works and to plan, organize, supervise, monitor and control all aspect of the subcontract works.	300,000	14,603	450,000

2.5 Review Methods or Procedures for the RRPTs

TXCD Group have established various methods and procedures to ensure the RRPTs are undertaken on arms' length and on normal commercial terms, which are consistent with TXCD Group's usual business practices and policies, on transaction prices and terms which are not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.

The review and disclosure procedures are as follows:

(i) the Related Parties, interested Directors and persons connected will be advised that they are subject to the shareholder's mandate and will also be advised of the review and disclosure procedures;

(ii) The transaction prices, terms and conditions which are market driven are to be determined at arms' length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;

(iii) The management of the TXCD Group are cognisant that, all RRPTs are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from at least two (2) other contemporaneous transactions with unrelated third parties for similar products or services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there has not been any similar or substantially similar transactions between TXCD Group and unrelated third parties, the terms of the transactions for the products or services will be in accordance with the Group's usual business practices and policy of the Group and are not detrimental to TXCD Group;

(iv) There are no specific threshold for approval of RRPTs within TXCD Group. However, all RRPTs are subject to the approval of the appropriate levels of authority as determined by the Board and/or the management of TXCD from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary;

(v) Records will be maintained by the respective companies to capture all RRPTs which are entered pursuant to the shareholders' mandate;

(vi) The Board and ARMC shall review the internal audit reports to ascertain that the guidelines and procedures to monitor RRPTs have been complied with; and

(vii) The Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and ARMC has an interest in the transaction to be reviewed by the Board and ARMC, he/she will abstain from any decision making by the Board or ARMC in respect of the said transaction.

2.6 Statement by Audit and Risk Management Committee

The ARMC has the overall responsibility of determining whether the methods or procedures for reviewing all RRPTs are appropriate. The ARMC will review and ascertain at least once a year whether the methods and procedures established to monitor RRPTs have been complied with the Listing Requirements. If it is determined that the method and procedures stated in Section 2.5 in this Circular are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The ARMC will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The ARMC have seen and reviewed the procedures set out in Section 2.5 of this Circular and is of the view that the Group has in place adequate procedures and processes to monitor, track, and identify RRPT(s) in a timely and orderly manner.

The ARMC is of the opinion that review procedures set out in Section 2.5 in this Circular are sufficient to ensure that the RRPTs are not more favorable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company.

2.7 Disclosure of RRPTs in Annual Report

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered during the financial year based on the following information:

(a) the type of the RRPTs made; and

(b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with TXCD Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate had been obtained.

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3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable TXCD Group to carry out RRPTs necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPTs carried out within TXCD Group create mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the RRPTs are intended to meet the business needs of the Group on the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Group and the Related Parties have close cooperation, and a good understanding of each other's business needs thus providing a platform where all parties can benefit from conducting the RRPTs.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any material effect on the share capital of the Company as well as the consolidated NA, gearing, EPS and the shareholdings of the Substantial Shareholders of the Company.

5. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the other Directors and/or Major Shareholders and person connected to them as defined in the Listing Requirements, has any interest, direct or indirect in the Proposed Shareholders' Mandate.

The shareholdings of the Interested Director and Major Shareholders as at LPD are as follows:

	Direct		Indirect	
	No. of TXCD Shares	**%**	**No. of TXCD Shares**	**%**
<u>Interested Director and Major Shareholder</u>				
Chew Swe Siew @ Chew Swee Siew	68,652,519	22.03	512,005	0.16

Accordingly, Mr Chew Swe Siew @ Chew Swee Siew being the Interested Director and also Major Shareholder of the Company ("**Interested Party**") has and will continue to abstain from all deliberations and voting on matters relating to the Proposed Shareholders' Mandate at Board meetings and will abstain from voting in respect of their direct and/or indirect shareholdings in TXCD at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

The Interested Party has also undertaken that he shall ensure that persons connected to him will abstain from voting in respect of his direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

6. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is conditional upon the approval of the Shareholders of the Company being obtained at the forthcoming 22nd AGM to be convened.

7. DIRECTORS' RECOMMENDATION

The Board, save for Mr Chew Swe Siew @ Chew Swee Siew, the interested party, having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly, the Board, save for the Interested Party, recommends that the shareholders of the Company to consider vote in favor of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming 22nd AGM.

8. AGM

The resolution to vote on the Proposed Shareholders' Mandate is set out in the Notice of AGM contained in Annual Report 2025 of the Company. The 22nd AGM will be held at FOX Ballroom, FOX Hotel Glenmarie Shah Alam, Level 8, Pusat Komersil Vestland, No. 6, Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 1 December 2025 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed Shareholders' Mandate.

If you are unable to participate and vote in person at the forthcoming 22nd AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report 2025 in accordance with the instructions printed therein and to be deposited at the Company's Share Registrar Office not later than forty-eight (48) hours before the time set for the 22nd AGM or at any adjournment thereof.

The completion and return of Form of Proxy will not preclude you from attending and voting in person at the 22nd AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

You are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board
TXCD BERHAD (F.K.A. AGESON BERHAD)

ROZHAN BIN HAJI RAHMAT
Independent Non-Executive Chairman

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of TXCD who individually and collectively accept full responsibility for the 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 other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

The Board has confirmed that as at the LPD, TXCD and its subsidiaries have not entered into any material contracts (including contracts not reduced into writing), not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular.

3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

As at LPD, the Board is not aware of any material commitments and contingent liabilities incurred or known to be incurred which may have a material impact on the financial position of the Group.

4. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Group has not engaged in any material litigation, either as the plaintiff or defendant, claims or arbitration which have a material effect on the financial position or business of the Group and the Board is not aware of any proceedings, pending or threatened against the Group, or of any other facts which is likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of TXCD at the Registered Office of TXCD at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

(i) The existing Constitution of the Company;
(ii) The audited financial statements of TXCD Group for the past two (2) financial year ended 31 December 2022 and 30 June 2024; and
(iii) The latest unaudited results for the financial year ended 30 June 2025.