



AEMULUS HOLDINGS BERHAD
[Company No.: 201401037863 (1114009-H)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting (or “AGM”) of the Company will be held at the Walhalla Hall, Aemulus Base, No. 25, Jalan Sultan Azlan Shah, Zon Perindustrian Bayan Lepas, Phase 1, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Tuesday, 25 February 2025 at 10:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS :

- To receive the Audited Financial Statements of the Company for the financial year ended 30 September 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of RM210,000 for the financial year ending 30 September 2025.
- To approve the payment of benefits payable to the Directors of the Company up to an amount of RM70,000 from 25 February 2025 until the conclusion of the next AGM of the Company.
- To re-elect Dato’ Seri Lee Kah Choon as a Director who retires in accordance with Article 95 of the Company’s Constitution and who being eligible offers himself for re-election.
- To re-elect Ms. Ju Siew Lee as a Director who retires in accordance with Article 102 of the Company’s Constitution and who being eligible offers herself for re-election.
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

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

7. ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the “Act”), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and/or the approvals of the relevant regulatory authorities, where required, the Directors be and are hereby empowered to issue and allot shares in the Company, at such time and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Article 57 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.”

- To transact any other business of which due notices shall have been given in accordance with the Act.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)

SSM PC No. 202008001804

TAN SHE CHIA (MAICSA 7055087)

SSM PC No. 202008001923

Company Secretaries

Penang

Date: 21 January 2025

Notes :

- All Members who intend to attend the Tenth AGM in person ARE REQUIRED TO PRE-REGISTER with Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Share Registrar”, “Tricor”, or “TIH”) via TIH Online website at <https://tih.online> no later than Sunday, 23 February 2025 at 10.00 a.m. Please refer to the Pre-Register procedures in the Administrative Guide of Tenth AGM for further information.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Company’s Registered Office at Suite 16.06, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang.
 - By electronic means via TIH Online
The proxy form can be electronically lodged with the Company’s Share Registrar via TIH Online at <https://tih.online>
- There shall be no restriction as to the qualification of the proxy, a proxy may but need not be a member of the Company.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportions of his shareholding to be represented by each proxy.
- A member who has appointed a proxy/attorney/corporate representative to attend and vote at the Tenth AGM must request his/her proxy/attorney/corporate representative to submit their Pre-Register at the TIH Online website at <https://tih.online>. Please follow the procedures in the Administrative Guide of this AGM.

Please refer to the Explanatory Notes

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, under its Common Seal or under the hand of its attorney.
- Any authority pursuant to such appointment is made by a power of attorney must be deposited at the Company’s Registered Office at Suite 16.06, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang not less than 48 hours before the time of holding the AGM or adjourned AGM.
- For a corporate member who has appointed an authorised representative, please deposit the original/duly signed certificate of appointment of authorised representative at the Company’s Registered Office at Suite 16.06, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang.
- The last date and time for lodging the proxy form is **Sunday, 23 February 2025 at 10.00 a.m.**
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 69(2) Company’s Constitution and Rule 7.16(2) of the ACE Market Listing Requirements, a Record of Depositors (“ROD”) as at 18 February 2025 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- All resolutions as set out in this notice of the Tenth AGM are to be voted by poll.

Explanatory Notes on Ordinary Business

i) Item 1 of the Agenda

To receive the Audited Financial Statements of the Company for the financial year ended 30 September 2024 together with the Reports of the Directors and Auditors thereon

This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require shareholders’ approval for the audited financial statements. Therefore, this item will not be put forward for voting.

ii) Ordinary Resolution 1 – Payment of Directors’ fees

Ordinary Resolution 1 is to facilitate payment of Directors’ fees on current financial year basis, calculated based on the number of existing non-executive directors and the role and responsibilities undertaken by the non-executive directors for financial year 2025, and assuming that all Directors will hold office until the end of the financial year. In the event the Directors’ fees proposed are insufficient (e.g. due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

iii) Ordinary Resolution 2 – Payment of Directors’ benefits

Ordinary Resolution 2 is to approve the payment of Directors’ benefits comprising allowances pursuant to the requirements of Section 230 of the Act for the period from 25 February 2025 until the conclusion of the next AGM of the Company.

iv) Ordinary Resolutions 3 and 4 – Re-election of Directors

Dato’ Seri Lee Kah Choon and Ms. Ju Siew Lee (collectively referred to as “Retiring Directors”) are standing for re-election as Directors of the Company pursuant to Article 95 and Article 102 of the Company’s Constitution respectively at the Tenth AGM of the Company and being eligible have offered themselves for re-election in accordance with the Company’s Constitution.

The Board has through the Nomination Committee (“NC”) carried out the necessary assessment of the Retiring Directors and concluded that the Retiring Directors met the criteria as prescribed under Fit and Proper Policy of the Company on character, experience, integrity, competence and time commitment to effectively discharge their role as Directors.

The Board has also through the NC carried out assessment on the independence of the Independent Non-Executive Directors (“INEDs”) and is satisfied with the independence and performance of the INEDs.

The Board has endorsed the NC’s recommendation to seek shareholders’ approval for the re-election of the Retiring Directors. The profiles of the Retiring Directors are provided in the Directors’ profile on pages 20 and 24 of the Annual Report 2024.

Explanatory Notes on Special Business

Ordinary Resolution 6 – Authority to issue shares

The proposed Ordinary Resolution 6, if passed, primarily to approve new mandate to give authority to the Board of Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in a general meeting, will expire at the conclusion of the next AGM.

This mandate if granted will provide flexibility to the Company for the allotment of shares for the purpose of fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Pursuant to Section 85 of the Act read together with Article 57 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company.

The proposed Ordinary Resolution 6, if passed, would allow the Directors to issue new shares to any person under the said mandate without having to offer the new shares in the Company to be issued equally to all existing shareholders of the Company prior to issuance.

PERSONAL DATA POLICY

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

Proxy Form

CDS Account No.	
No. of ordinary shares held	

I/We
 (FULL NAME IN BLOCK LETTERS)

(NRIC No./Passport No./Registration No.....)

of
 (FULL ADDRESS)

being a *member/members of **AEMULUS HOLDINGS BERHAD** (the "**Company**"), hereby appoint

Name of Proxy	NRIC No./Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Address			
E-mail	Contact No.		

*and

Name of Proxy	NRIC No./Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Address			
E-mail	Contact No.		

or failing him/her, *the Chairman of the meeting, to attend and vote for *me/ us and on *my/ our behalf at the Tenth Annual General Meeting ("**AGM**") of the Company to be held at the Walhalla Hall, Aemulus Base, No. 25, Jalan Sultan Azlan Shah, Zon Perindustrian Bayan Lepas, Phase 1, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Tuesday, 25 February 2025 at 10:00 a.m., and at any adjournment thereof to vote as indicated below:

Resolutions		For	Against
Ordinary Resolution 1	Approval of payment of Directors' fees for the financial year ending 30 September 2025		
Ordinary Resolution 2	Approval of payment of Directors' benefits from 25 February 2025 until the conclusion of the next AGM of the Company		
Ordinary Resolution 3	Re-election of Dato' Seri Lee Kah Choon as Director		
Ordinary Resolution 4	Re-election of Ms. Ju Siew Lee as Director		
Ordinary Resolution 5	Re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration		
Ordinary Resolution 6	Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to issue shares		

(Please indicate with an "X" in the spaces provided above on how you wish your vote to be cast. If you do not do so, the proxy may vote or abstain from voting at his/her discretion).

In case of a vote taken by a show of hands, the *First named Proxy / Second named Proxy shall vote on *my/ our behalf.

As witness my hand this day of 2025.

.....
 Signature of Member(s)/ Common Seal

* Strike out whichever is not desired

Contact No. : _____

Notes :

1. All Members who intend to attend the Tenth AGM in person ARE REQUIRED TO PRE-REGISTER with Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("**Share Registrar**", "**Tricor**", or "**TIIH**") via TIIH Online website at <https://tiih.online> no later than Sunday, 23 February 2025 at 10.00 a.m. Please refer to the Pre-Register procedures in the Administrative Guide of Tenth AGM for further information.
2. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
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3. There shall be no restriction as to the qualification of the proxy, a proxy may but need not be a member of the Company.
4. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
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6. A member who has appointed a proxy/attorney/corporate representative to attend and vote at the Tenth AGM must request his/her proxy/attorney/corporate representative to submit their Pre-Register at the TIIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide of this AGM.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, under its Common Seal or under the hand of its attorney.
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9. For a corporate member who has appointed an authorised representative, please deposit the original/duly signed certificate of appointment of authorised representative at the Company's Registered Office at Suite 16.06, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang.
10. The last date and time for lodging the proxy form is **Sunday, 23 February 2025 at 10.00 a.m.**
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12. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 69(2) Company's Constitution and Rule 7.16(2) of the ACE Market Listing Requirements, a Record of Depositors ("**ROD**") as at 18 February 2025 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
13. All resolutions as set out in this notice of the Tenth AGM are to be voted by poll.
14. Any alteration of this form must be initiated.

