

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting ("**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 Thursday, 26 February 2026 at 10:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 September 2025 together with the Reports of the Directors and Auditors thereon. **Please refer to the Explanatory Notes**
2. To approve the payment of Directors' fees of up to RM328,000 for the period from 1 October 2025 until the conclusion of the next AGM of the Company. **Ordinary Resolution 1**
3. To approve the payment of benefits payable to the Directors of the Company of up to RM80,000 for the period from 26 February 2026 until the conclusion of the next AGM of the Company. **Ordinary Resolution 2**
4. To re-elect Mr. Ng Sang Beng as a Director who retires in accordance with Article 95 of the Company's Constitution and who being eligible offers himself for re-election. **Ordinary Resolution 3**
5. To re-elect Ms. Ch'ng Suat Ping as a Director who retires in accordance with Article 95 of the Company's Constitution and who being eligible offers herself for re-election. **Ordinary Resolution 4**
6. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

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."

**Ordinary
Resolution 6**

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8. 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: 28 January 2026

Notes:

1. 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:
 - (i) 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang.
 - (ii) By electronic form
The proxy form can be electronically lodged with the Company's Share Registrar via The Portal at <https://srmy.vistra.com>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via The Portal.
2. There shall be no restriction as to the qualification of the proxy, a proxy may but need not be a member of the Company.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
4. 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.
5. 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.
6. 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang not less than 48 hours before the time of holding the AGM or adjourned AGM.
7. 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.
8. The last date and time for lodging the proxy form is **Tuesday, 24 February 2026 at 10.00 a.m.**

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9. 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.
10. 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) of the Company's Constitution and Rule 7.16(2) of the ACE Market Listing Requirements, a Record of Depositors ("**ROD**") as at 13 February 2026 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.
11. All resolutions as set out in this notice of the Eleventh 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 2025 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 for the period from 1 October 2025 until the conclusion of the next AGM of the Company, calculated based on the current number of existing non-executive directors, their respective roles and responsibilities, and on the assumption that all Directors will remain in office throughout the said period. In the event the proposed Directors' fees 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 26 February 2026 until the conclusion of the next AGM of the Company.

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

Mr. Ng Sang Beng and Ms. Ch'ng Suat Ping (collectively referred to as "**Retiring Directors**") are standing for re-election as Director of the Company pursuant to Article 95 of the Company's Constitution respectively at the Eleventh 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 015 and 016 of the Annual Report 2025.

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Explanatory Notes on Special Business

Ordinary Resolution 6 – Authority to issue shares

The proposed Ordinary Resolution 6, if passed, primarily to renew the 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.

As at date of this Notice, the Company has not issued any new shares pursuant to the general authority granted to the Directors at the Tenth AGM held on 25 February 2025 and which will lapse at the conclusion of the Eleventh AGM to be held on 26 February 2026.

A renewal of this authority is being sought at the Eleventh AGM under proposed Ordinary Resolution 6.

The renewal 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Rule 8.29(2) of the Listing Requirements)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this Eleventh AGM.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with the Rule 6.04(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed Ordinary Resolution 6 as stated in the Notice of Annual General Meeting of the Company for the details.

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 Eleventh 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 Thursday, 26 February 2026 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 period from 1 October 2025 until the conclusion of the next AGM of the Company		
Ordinary Resolution 2	Approval of payment of Directors' benefits from 26 February 2026 until the conclusion of the next AGM of the Company		
Ordinary Resolution 3	Re-election of Mr. Ng Sang Beng as Director		
Ordinary Resolution 4	Re-election of Ms. Ch'ng Suat Ping 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 2026.

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

Contact No. :

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- All resolutions as set out in this notice of the Eleventh AGM are to be voted by poll.
- Any alteration of this form must be initiated.



Please fold across the line and close

STAMP
HERE

To
The Company Secretaries
AEMULUS HOLDINGS BERHAD
Registration No. 201401037863 (1114009-H)
Suite 16.06, MWE Plaza, No. 8, Lebuhr Farquhar,
10200 George Town,
Pulau Pinang, Malaysia.

Please fold across the line and close