



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting (or “AGM”) of the Company will be held at Jadeite Room, Level 4, Amari SPICE Penang, 2, Persiaran Mahsuri, Bayan Baru, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Tuesday, 20 February 2024 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 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of RM252,000 for the financial year ending 30 September 2024.
- To approve the payment of benefits payable to the Directors of the Company up to an amount of RM70,000 from 20 February 2024 until the conclusion of the next AGM of the Company.
- To re-elect Puan Tursina Binti Yaacob as a Director who retires in accordance with Article 102 of the Company’s Constitution and who being eligible offers herself for re-election.
Mr. Ong Chong Chee and Mr. Friiscor Ho Chii Ssu who retire by rotation in accordance with Article 95 of the Company’s Constitution, have expressed their intention not to seek re-election. Hence, they will retire at the conclusion of the Ninth AGM.
- 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.
- To transact any other business of which due notices shall have been given in accordance with the Companies Act 2016.

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 : 22 January 2024

Notes :

- All Members who intend to attend the Ninth 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, 18 February 2024 at 10:00 a.m. Please refer to the Pre-Register procedures in the Administrative Guide of Ninth 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 TIIH Online
The proxy form can be electronically lodged with the Company’s Share Registrar via TIIH Online at <https://tiih.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 Ninth 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.
- 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.
- Last date and time for lodging proxy form is **Sunday, 18 February 2024 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 14 February 2024 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 Ninth AGM are to be voted by poll.

Explanatory Notes on Ordinary Business

Ordinary Resolutions 1 and 2 – Payment of Directors’ fees and benefits

Section 230(1) of the Companies Act 2016 (“**the Act**”) provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors (or “**Board**”) agreed that the shareholders’ approval shall be sought at the Ninth AGM on the Directors’ remuneration in two (2) separate resolutions as below:

- 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 the financial year 2024, and assuming that all Directors (except for Mr. Ong Chong Chee and Mr. Friiscor Ho Chii Ssu who will retire at the conclusion of Ninth AGM) will hold office until the end of the financial year. The amount of fees also includes a contingency sum to cater for the appointment of additional non-executive directors as planned by the Company. 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.
- Payment of Directors’ benefits**
Ordinary Resolution 2 is to approve the payment of Directors’ benefits for the period from 20 February 2024 until the conclusion of the next AGM of the Company.

Ordinary Resolution 3 – Re-election of Director

- Article 102 of the Constitution of the Company provides that any Director so appointed to the existing Board of Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
Puan Tursina Binti Yaacob was appointed as Independent Non-Executive Director of the Company on 9 May 2023 (referred to as “**Retiring Director**”). The Nomination Committee (“**NC**”) has carried out assessment on the Retiring Director and concluded that the Retiring Director met the criteria as prescribed under the Fit and Proper Policy of the Company on character, experience, integrity, competence and time commitment to effectively discharge her role as Director.
The Board has also through the NC carried out the assessment on the independence of the Independent Non-Executive Director and was satisfied with the independence and performance of the Independent Non-Executive Director.
The Board has endorsed the NC’s recommendation to seek shareholders’ approval for the re-election of Puan Tursina Binti Yaacob as Director of the Company pursuant to Article 102 of the Company’s Constitution. The detailed profile of the Puan Tursina is provided on page 27 of the Annual Report 2023.
- Article 95 of the Constitution of the Company provides that an election of Directors shall take place each year at the annual general meeting of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. Out of the current Board size of six (6), two (2) out of six (6) Directors of the Company are to retire in accordance with Article 95 of the Constitution.
For the purpose of determining the eligibility of the Directors to stand for re-election at the Ninth AGM, the NC has carried out assessment on the retiring Directors and concluded that the retiring Directors met the criteria as prescribed under the 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 and was satisfied with the independence and performance of the retiring Directors.
The Board and NC took note that Malaysian Code on Corporate Governance recommends that the tenure of an independent director does not exceed a term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director. If the Board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders’ approval through a two-tier voting process.
Mr. Ong Chong Chee and Mr. Friiscor Ho Chii Ssu’s nine years tenure as Independent Non-Executive Director of the Company will be due on 19 July 2024. They had expressed their intention not to seek for re-election at the Ninth AGM. Hence, they will retire at the conclusion of the Ninth AGM in accordance with Article 95 of the Company’s Constitution.

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 is standing for election as Director (excluding the above Directors who are standing for re-election) at this Ninth AGM.

As at the date of this Notice, the Company has not issued any new shares pursuant to the general authority granted to the Directors at the Eighth AGM held on 7 February 2023 and will lapse at the conclusion of the Ninth AGM to be held on 20 February 2024.

The Company will not seek shareholders’ approval on the renewal of this mandate at this AGM.