

# AEMULUS HOLDINGS BERHAD

Company No.: 201401037863 (1114009-H)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting (“AGM”) of the Company will be held at the Waihalla 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:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

**Please refer to the Explanatory Notes**

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**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**

- 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:

- 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang.
  - By electronic form  
The proxy form can be electronically lodged with the Company's Share Registrar via The Portal at <https://smy.vistra.com>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via The Portal.
- 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.
- 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, Lebuhr 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang.

- The last date and time for lodging the proxy form is **Tuesday, 24 February 2026 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) 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.
- 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.

#### 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.

# ADMINISTRATIVE GUIDE FOR THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”)

Day and Date : Thursday, 26 February 2026

Time : 10:00 a.m.

Venue : The Walhalla Hall, Aemulus Base, No. 25, Jalan Sultan Azlan Shah, Zon Perindustrian Bayan Lepas, Phase 1, 11900 Bayan Lepas, Pulau Pinang, Malaysia

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## REGISTRATION

1. The registration counter will open at 9.00 a.m. on Thursday, 26 February 2026 and will remain open until the conclusion of the 11<sup>th</sup> AGM or such time as may be determined by the Chairman of the meeting.
2. Please produce your ORIGINAL MyKad or Passport (for foreign shareholder) during registration for verification. Only original MyKad or Passport is valid for registration.
3. Please note that you are not allowed to register on behalf of another shareholder/proxy, even with the original MyKad or Passport of that other shareholder/proxy. Please make sure you collect your MyKad or Passport after the registration.
4. After verification and registration, you will be given an identification wristband. If you are attending the Meeting as a shareholder as well as proxy, you will be registered once and will only be given one identification wristband to enter the meeting hall. There is no replacement in the event that you lose/misplace the identification wristband.
5. After registration and signing on the Attendance List, please vacate the registration area.
6. The registration counter will only handle verification of shareholdings and registration. For other clarification or queries, you may proceed to the Help Desk.

## HELP DESK

The Help Desk will handle all clarification and queries on matters relating to the 11<sup>th</sup> AGM. The Help Desk will also handle revocation of proxy's appointment.

## CORPORATE MEMBERS

Corporate members who wish to appoint corporate representatives instead of proxy, must deposit their original or duly certified of appointment of corporate representative at the Company's Registered Office at Suite 16.06, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang on or before the 11<sup>th</sup> AGM.

## APPOINTMENT OF PROXY OR ATTORNEY

1. Only members whose names appear on the Record of Depositors as at **13 February 2026** shall be eligible to attend, speak and vote at the 11<sup>th</sup> AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
2. Members can appoint the Chairman of the Meeting as their proxy and indicate the voting instruction in the proxy form.
3. If you wish to participate in the 11<sup>th</sup> AGM yourself, please do not submit any proxy form for the 11<sup>th</sup> AGM. You will not be allowed to participate in the 11<sup>th</sup> AGM together with a proxy appointed by you.

# ADMINISTRATIVE GUIDE FOR THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”)

4. Accordingly, proxy form and/or documents relating to the appointment of proxy/attorney for the 11<sup>th</sup> AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner and must be received by the Company not less than 48 hours before the time set for the 11<sup>th</sup> AGM or not later than **Tuesday, 24 February 2026 at 10.00 a.m.**:

(i) In hard copy form

In the case of an appointment made in hard copy form (by hand/post), the proxy form shall be deposited with the 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 procedures to submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal (“The Portal”) are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User at The Portal	<ol style="list-style-type: none"> <li>1. Visit the website at <a href="https://srmy.vistra.com">https://srmy.vistra.com</a>.</li> <li>2. Click “Register” and select “Individual Holder” and complete the New User Registration Form.</li> <li>3. For guidance, you may refer to the tutorial guide available on the homepage.</li> <li>4. Once registration is completed, you will receive an email notification to verify your registered email address.</li> <li>5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved.</li> <li>6. Once you receive the confirmation, activate your account by creating your password.</li> </ol> <p><i>If you are an existing user with The Portal or our TIH Online portal previously, you are not required to register again.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> <li>1. After the release of the Notice of Meeting by the Company, login with your email address and password.</li> <li>2. Select the corporate event: <b>“AEMULUS HOLDINGS BERHAD 11<sup>TH</sup> AGM”</b>.</li> <li>3. Navigate to the 3 dots at the end of the corporate event and choose <b>“SUBMISSION OF PROXY FORM”</b>.</li> <li>4. Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf.</li> <li>6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN.</li> <li>8. Print the proxy form for your record.</li> </ol>

# ADMINISTRATIVE GUIDE FOR THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”)

Procedure	Action
<b>ii. Steps for Corporation or Institutional Shareholders</b>	
Register as a User at The Portal	<ol style="list-style-type: none"> <li>1. Visit the website at <a href="https://srmy.vistra.com">https://srmy.vistra.com</a>.</li> <li>2. Click “Register” and select “Representative or Corporate Holder” and complete the New User Registration Form.</li> <li>3. Complete the registration form with your personal details.</li> <li>4. Once registration is completed, you will receive an email notification to verify your registered email address.</li> <li>5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved.</li> <li>6. Once you receive the confirmation, activate your account by creating your password.</li> </ol> <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> <li>1. Login to <a href="https://srmy.vistra.com">https://srmy.vistra.com</a> with your email address and password.</li> <li>2. Select the corporate event: “<b>AEMULUS HOLDINGS BERHAD 11<sup>TH</sup> AGM</b>”.</li> <li>3. Navigate to the icon “&gt;” at the end of the corporate event.</li> <li>4. Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>5. Select the corporate holder’s name.</li> <li>6. Proceed to download the submission file.</li> <li>7. Prepare the file for the appointment of proxy(ies) by inserting the required data.</li> <li>8. Proceed to upload the duly completed proxy appointment file.</li> <li>9. Select “<b>Confirm</b>” to complete your submission.</li> <li>10. Print the confirmation report of your submission for your record.</li> </ol>

## VOTING AT MEETING

1. The voting at the 11<sup>th</sup> AGM will be conducted by poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct poll voting electronically (e-voting) via The Portal and Independent Scrutineers will be appointed to verify the results of the poll.
2. During the 11<sup>th</sup> AGM, the Chairman will invite the Poll Administrator to brief you on the poll procedure.
3. Upon completion of the voting session for the 11<sup>th</sup> AGM, the Independent Scrutineers will verify the poll results for the announcement by the Chairman, followed by the Chairman’s declaration whether the resolutions are carried.

## RESULTS OF THE VOTING

The resolutions proposed at the 11<sup>th</sup> AGM and the results of the voting will be announced at the 11<sup>th</sup> AGM and subsequently via an announcement made by the Company through Bursa Securities at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 11<sup>th</sup> AGM are allowed.

# ADMINISTRATIVE GUIDE FOR THE ELEVENTH ANNUAL GENERAL MEETING (“AGM”)

## ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar during office hours, on Mondays to Fridays, from 8.30 a.m. to 5.30 p.m. (except public holidays) at:

<b>Tricor Investor &amp; Issuing House Services Sdn Bhd</b>		
Telephone Number	General Line	603-2783 9299
Email	<a href="mailto:is.enquiry@vistra.com">is.enquiry@vistra.com</a>	

The Company may at its discretion make any changes to the above arrangements in the event of unforeseen circumstances.