



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting (“AGM”) of the Company will be held at The Walthalla Hall, Aemulus Base, No. 25, Jalan Sultan Azlan Shah, Zon Perindustrian Bayan Lepas, Phase 1, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Tuesday, 7 February 2023 at 10:00 am 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 2022 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of additional Directors’ fees of RM21,291 for the financial year ended 30 September 2022.
3. To approve the payment of Directors’ fees of RM310,000 for the financial year ending 30 September 2023.
4. To approve the payment of benefits payable to the Directors of the Company up to an amount of RM70,000 from 7 February 2023 until the conclusion of the next AGM of the Company.
5. To re-elect Mr. Ng Sang Beng as a Director who retires in accordance with Article 95 of the Company’s Constitution.
6. To re-elect Ms. Ch’ng Suat Ping as a Director who retires in accordance with Article 102 of the Company’s Constitution.
7. 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 resolutions:-

8. 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.”

9. 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 : 6 January 2023

Notes :

1. All Members who intend to attend the Eighth 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://tjih.online> no later than Sunday, 5 February 2023 at 10.00 a.m. Kindly refer to the Administrative Details for the Eighth AGM.
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:
 - (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 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang, Malaysia.
 - (ii) By electronic means via TIH Online
The proxy form can be electronically lodged with the Company’s Share Registrar via TIH Online at <https://tjih.online>.
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.
5. 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.
6. A member who has appointed a proxy/attorney/corporate representative to attend and vote at the Eighth AGM must request his/her proxy/attorney/corporate representative to submit their Pre-Register at TIH Online website at <https://tjih.online>. Please follow procedures in the Administrative Details of this AGM.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

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.
8. Any authority pursuant to such appointment is made by a power of attorney must be deposited at the Company’s Registered Office at 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang, Malaysia not less than 48 hours before the time of holding the AGM or adjourned AGM.
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 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang, Malaysia.
10. Last date and time for lodging proxy form is **Sunday, 5 February 2023 at 10:00 am**.
11. 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.
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 the Article 69(2) Company’s Constitution and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“**ROD**”) as at 26 January 2023 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 Eighth AGM are to be voted by poll.

Explanatory Notes on Ordinary Business

Ordinary Resolution 1 – Payment of additional Director’s fees

Section 230(1) of the Companies Act 2016 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.

The additional Director’s fees is for the payment of Director’s fees to Ms. Ch’ng Suat Ping for the financial year ended 30 September 2022 in conjunction with her appointment as Independent Non-Executive Director with effect from 28 April 2022.

The proposed Ordinary Resolution 1 is to seek shareholders’ approval for the payment of additional Director’s fees of RM21,291 for the financial year ended 30 September 2022.

Ordinary Resolution 2 – Payment of Directors’ fees

Ordinary Resolution 2 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 2023, and assuming that all Directors 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.

Ordinary Resolution 3 – Payment of Directors’ benefits

Ordinary Resolution 3 is to approve the payment of Directors’ benefits comprised of allowances pursuant to the requirements of Section 230 of the Companies Act 2016 for the period from 7 February 2023 until the conclusion of the next AGM of the Company.

Ordinary Resolutions 4 and 5 – 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 and Article 102 of the Company’s Constitution respectively at the Eighth AGM of the Company and being eligible have offered themselves for re-election in accordance with the Company’s Constitution.

The Nomination Committee (“**NC**”) has assessed the performance and contribution of each of the Retiring Directors. Based on the results of the Board annual evaluation conducted for the financial year ended 30 September 2022, the performance of each of the Retiring Directors was found to be satisfactory.

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 details and profiles of the Retiring Directors are provided in the Directors’ profile on pages 27 and 30 of the Annual Report 2022.

Explanatory Notes on Special Business

Ordinary Resolution 7 – Authority to issue shares

The proposed Ordinary Resolution 7, if passed, will 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 general meeting, will expire at the conclusion of the next Annual General Meeting.

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 Seventh Annual General Meeting held on 8 February 2022 and which will lapse at the conclusion of the Eighth Annual General Meeting to be held on 7 February 2023.

A renewal of this authority is being sought at the Eighth Annual General Meeting under proposed Ordinary Resolution 7.

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 purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Pursuant to Section 85 of the Companies Act 2016 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 7, 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 Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Annual General Meeting (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 Details

for the Eighth Annual General Meeting (“8th AGM”)

Day and Date : Tuesday, 7 February 2023

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

MEASURES TO MINIMISE RISKS OF CORONAVIRUS DISEASE 2019 (“COVID-19”) INFECTION

In view of the COVID-19 situation, the following steps will be taken for shareholders, proxies and others who will be attending the 8th AGM in order to minimize the risks of spreading the COVID-19 virus:

1. Any person who had recent travel history to overseas during the last 14 days prior to the 8th AGM or has been in contact with a suspected or confirmed COVID-19 patient during the last 14 days prior to the 8th AGM, are strongly advised not to attend the 8th AGM.
2. Any person with a body temperature of above 37.5 degrees Celsius and/or who exhibits flu-like symptoms will not be allowed to attend the 8th AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the 8th AGM.
3. All persons must practice proper hygiene including the use of hand sanitizer and must wear a face mask before entering into the meeting venue.
4. To enhance social distancing measures, the seats allocated for shareholders/proxies at the 8th AGM venue will be maintained at a certain distance from one another.
5. In view of the COVID-19 outbreak, physical attendance at the 8th AGM may present a risk to the shareholders. As such, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to attend and vote at the 8th AGM on their behalf or submit their proxy forms with predetermined voting instruction for the Chairman of the meeting to represent them.
6. Shareholders are advised to check the Company’s website at www.aemulus.com and Bursa’s website at www.bursamalaysia.com from time to time for any changes to the administration of the 8th AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

INDIVIDUAL MEMBERS

1. All Members who intend to attend the 8th 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://tjih.online> no later than **Sunday, 5 February 2023 at 10.00 a.m.** Kindly refer to the Pre-Register procedures below.
2. Alternatively, members who are unable to attend the 8th AGM and who wish to exercise their votes are encouraged to appoint proxy or Chairman of the meeting to attend and vote on your behalf at the 8th AGM by indicating the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

CORPORATE MEMBERS

1. Corporate members who wish to appoint corporate representatives instead of a proxy to attend and vote at the 8th AGM must deposit their original or duly certified certificate of appointment of corporate representative to the Company’s Registered Office no later than **Sunday, 5 February 2023 at 10.00 a.m.**

Administrative Details

for the Eighth Annual General Meeting (“8th AGM”) (Cont’d)

2. Attorneys appointed by power of attorney are required to deposit their power of attorney to the Company’s Registered Office no later than **Sunday, 5 February 2023 at 10.00 a.m.** to attend and vote at the 8th AGM.
3. **A member who has appointed a proxy/attorney/corporate representative to attend and vote at the 8th AGM must request his/her proxy/attorney/corporate representative to submit their Pre-Register at TIIH Online website at <https://tiih.online>.**
4. If a corporate member (through its corporate representative(s) or appointed proxy(ies)) is unable to attend the 8th AGM, you may appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

PRE-REGISTRATION BEFORE 8TH AGM

In order to assist the Company in managing the turnout for the 8th AGM, the Company reserves the right to limit the number of participants to the 8th AGM. Members/proxies/corporate representatives/attorneys who wish to attend in person must pre-register with the Company’s Share Registrar by following the requirements and procedures as summarised as below:-

Procedure	Action
BEFORE 8th AGM DAY	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b) Submit your PRE-REGISTER to attend 8 th AGM	<ul style="list-style-type: none"> • Pre-Registration is open from 10.00 a.m. Friday, 6 January 2023 up to 10.00 a.m. Sunday, 5 February 2023. • Login with your user ID and password and select the corporate event: “(REGISTRATION) AEMULUS 8TH AGM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares. • Submit to register your physical attendance. • System will send an e-mail to notify that your registration to attend the AGM physically is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors as at 26 January 2023, the system will send you an e-mail after 5 February 2023 to approve or reject your registration for pre-register to attend the 8th AGM.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the 8th AGM of the Company, to minimise any risk to shareholders and others attending the 8th AGM.

REGISTRATION ON THE DAY OF 8TH AGM

1. Registration will commence at 8.30 a.m. and shall remain open until the conclusion of the 8th AGM or such other time as may be determined by Chairman of the meeting. Please read the signage to ascertain the registration area and proceed for registration.
2. Please present your original National Registration Identity Card (NRIC) or Passport (for foreign member) to the registration staff for verification. Please ensure your NRIC or Passport is returned to you after registration.
3. Upon verification and registration:
 - (a) please sign on the attendance list and an identification wristband will be provided at the registration counter;
 - (b) if you are attending the 8th AGM as a member as well as a proxy, you will be registered once and will only be given one identification wristband; and
 - (c) no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband.
 - (d) a polling form will be given to you thereafter. There will be no replacement should you lose or misplace the polling form.
 - (e) you may proceed to the meeting venue thereafter.

Administrative Details

for the Eighth Annual General Meeting (“8th AGM”) (Cont’d)

- Registration must be done in person. Please also note that you will not be allowed to register on behalf of another person even with the original NRIC or Passport of that other person.
- The registration counters will only handle verification of identity, registration and revocation of proxy/ proxies. If you have other queries, please proceed to the Help Desk.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the 8th AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **26 January 2023** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the 8th AGM.

PROXY

- A member of the Company entitled to attend and vote at the 8th AGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. If you are unable to attend the 8th AGM and wish to appoint proxy or Chairman of the Meeting to attend and vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions printed therein.
- You may submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Sunday, 5 February 2023 at 10.00 a.m.** Please do read and follow the procedures to submit Proxy Form electronically below.
- Otherwise, please ensure that the **Original Proxy Form** is deposited with the Registered Office of the Company, 48 Jalan Chow Thye, 10050 George Town, Pulau Pinang, not less than forty-eight (48) hours before the time appointed for holding the 8th AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid. No proof of despatch of Proxy Form will be entertained.
- The Proxy Form is not required if the member decided to attending the meeting.
- If you have submitted your Proxy Form prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the Registration Counter to revoke the appointment of your proxy/proxies.

ELECTRONIC LODGMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor’s TIIH Online website are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Please do refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. Select the corporate event: “AEMULUS 8TH AGM - SUBMISSION OF PROXY FORM”. Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the Proxy Form for your record.

Administrative Details

for the Eighth Annual General Meeting (“8th AGM”) (Cont’d)

ii. Steps for Corporate or Institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and reset your own password.
	Note: The representative of a corporate 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 our Share Registrar if you need clarifications on the user registration.
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate event: AEMULUS 8TH AGM - SUBMISSION OF PROXY FORM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 8th AGM proceedings is allowed without prior written permission of the Company.

ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd		
Telephone Number	General Line	603-2783 9299
Contact Person	Mr Jake Too	603-2783 9285 Chee.onn.too@my.tricorglobal.com
	En Aiman Nuri	603-2783 9262 Muhamad.Aiman@my.tricorglobal.com
	Mr. David Look	603-2783 9281 David.Look@my.tricorglobal.com
Fax Number	603-2783 9222	
Email	is.enquiry@my.tricorglobal.com	