



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 “TIH”) via TIH Online website at <https://tjih.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 TIH Online
The proxy form can be electronically lodged with the Company’s Share Registrar via TIH Online at <https://tjih.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 TIH Online website at <https://tjih.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.

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 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.

13. 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.

ADMINISTRATIVE GUIDE

For the Ninth Annual General Meeting (“9th AGM”)



Day and Date : Tuesday, 20 February 2024
Time : 10.00 a.m.
Venue : Jadeite Room, Level 4, Amari SPICE Penang, 2, Persiaran Mahsuri, Bayan Lepas,
11900 Bayan Lepas, Pulau Pinang, Malaysia

INDIVIDUAL MEMBERS

1. All Members who intend to attend the 9th 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.** Kindly refer to the Pre-Register procedures below.
2. Alternatively, members who are unable to attend the 9th 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 9th 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 9th AGM must deposit their original or duly certified certificate of appointment of corporate representative to the Company’s Registered Office no later than **Sunday, 18 February 2024 at 10.00 a.m.**
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, 18 February 2024 at 10.00 a.m.** to attend and vote at the 9th AGM.
3. **A member who has appointed a proxy/attorney/corporate representative to attend and vote at the 9th 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 9th 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 9TH AGM

In order to assist the Company in managing the turnout for the 9th AGM, the Company reserves the right to limit the number of participants to the 9th 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 9TH 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 9 th AGM	<ul style="list-style-type: none">• Pre-Registration is open from Monday, 22 January 2024 up to 10.00 a.m. Sunday, 18 February 2024.• Login with your user ID and password and select the corporate event: “(REGISTRATION) AEMULUS 9TH 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 14 February 2024, the system will send you an e-mail after 18 February 2024 to approve or reject your registration for pre-register to attend the 9th AGM.

ADMINISTRATIVE GUIDE (CONT'D)

For the Ninth Annual General Meeting ("9th 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 9th AGM of the Company, to minimise any risk to shareholders and others attending the 9th AGM.

REGISTRATION ON THE DAY OF 9TH AGM

1. Registration will commence at 8.30 a.m. and shall remain open until the conclusion of the 9th 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 9th 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.
4. 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.
5. 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 9th AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **14 February 2024** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the 9th AGM.

PROXY

1. A member of the Company entitled to attend and vote at the 9th 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 9th 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.
2. You may submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Sunday, 18 February 2024 at 10.00 a.m.** Please do read and follow the procedures to submit Proxy Form electronically below.
3. Otherwise, please ensure that the **Original Proxy Form** is deposited with the Registered Office of the Company, Suite 16.06, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang, not less than forty-eight (48) hours before the time appointed for holding the 9th 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.
4. The Proxy Form is not required if the member decided to attending the meeting.
5. 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.

ADMINISTRATIVE GUIDE (CONT'D)

For the Ninth Annual General Meeting (“9th AGM”)

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 9TH 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.
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. <p>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.</p>
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 9TH 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 9th 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
	En Aiman Nuri	603-2783 9262
	Mr. David Look	603-2783 9281
Fax Number	603-2783 9222	
Email	is.enquiry@my.tricorglobal.com	