



Aemulus Holdings Berhad
(Company No. 1114009-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of the Company will be held at Matahari 1, LG Level – North Wing, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, Malaysia on Thursday, 8 February 2018 at 10:00 am for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company for the financial year ended 30 September 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' benefits (excluding Directors' fees) of up to RM11,000 from 1 February 2017 until 30 September 2017 and additional Directors' fee of RM29,167 for the financial year ended 30 September 2017. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and Directors' benefits of RM234,000 for the financial year ending 30 September 2018. **Ordinary Resolution 2**
- To re-elect the following Directors who are retiring in accordance with Company's Constitution (Article 87 of the Company's Articles of Association as adopted before the commencement of the Companies Act 2016):-
 - Mr. Ng Sang Beng **Ordinary Resolution 3**
 - Mr. Yeoh Chee Keong **Ordinary Resolution 4**
 - Mr. Wong Shee Kian **Ordinary Resolution 5**
- To re-appoint Messrs Grant Thornton as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modifications the following resolution:-

ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES

"That pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year 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 Malaysia Securities Berhad 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."

Ordinary Resolution 7

- 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)
TAN SHE CHIA (MAICSA 7055087)
Company Secretaries

Penang

Date : 10 January 2018

Notes:

- There shall be no restriction as to the qualification of the proxy, a proxy may but need not be a member of the Company.
- The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
- 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.
- 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 the Company's Constitution (Article 63(2) of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016) and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 30 January 2018 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 Third Annual General Meeting are to be voted by poll.

Explanatory Notes on Ordinary Business

Resolution 1 – Payment of Directors' benefits and additional Directors' fees

Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017 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 Directors' fees is for the payment of Directors' fees to Mr. Kan Ky-Vern for the financial year ended 30 September 2017 in conjunction with his resignation as Chief Financial Officer and re-designation from the position of Executive Director to Non-Independent Non-Executive Director with effect from 1 March 2017.

The proposed Ordinary Resolution 1 is to seek shareholders' approval for the payment of Directors' benefits for the period from 1 February 2017 to 30 September 2017 of up to RM11,000 and additional Directors' fees of RM29,167 for the financial year ended 30 September 2017.

Resolution 2 – Payment of Directors' fees and Directors' benefits

Resolution 2 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of non-executive directors and the role and responsibilities undertaken by the non-executive directors for financial year 2018 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed are insufficient (e.g. due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Explanatory Notes on Special Business

Resolution 7 – Authority to issue shares

The proposed Ordinary Resolution 7, 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 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 Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the Second Annual General Meeting held on 23 February 2017 and which will lapse at the conclusion of the Third Annual General Meeting to be held on 8 February 2018. A renewal of this authority is being sought at the Third Annual General Meeting under proposed Ordinary Resolution 7.

This authority if granted will provide flexibility to the Company for any possible 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).