



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Company will be held at Ballroom 1 - LG level, Main Wing, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, Malaysia on Monday, 21 March 2016 at 10:00 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS :

- To receive the Audited Financial Statements of the Company for the financial period ended 30 September 2015 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fee of RM40,000 for the financial period ended 30 September 2015. Ordinary Resolution 1
- To approve the payment of Directors' fees of RM160,000 for the financial year ending 30 September 2016. Ordinary Resolution 2
- To re-elect the following Directors who are retiring in accordance with Article 87 of the Company's Articles of Association:
 - Mr Ng Sang Beng Ordinary Resolution 3
 - Mr Yeoh Chee Keong Ordinary Resolution 4
 - Mr Kan Ky-Vern Ordinary Resolution 5
 - Mr Wong Shee Kian Ordinary Resolution 6
 - Ms Chok Kwee Bee Ordinary Resolution 7
 - Mr Ong Chong Chee Ordinary Resolution 8
 - Mr Friiscor Ho Chii Sui Ordinary Resolution 9
- To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 10

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 Section 132D of the Companies Act, 1965, 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 issued share capital 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 11
- To transact any other business of which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

**CHEE WAI HONG (BC/C/1470)
TAN SHE CHIA (MAICSA 7055087)**
Company Secretaries

Penang

Date : 26 February 2016

Notes :

- Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company, 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 Article 63(2) of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 15 March 2016 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.

Explanatory Notes on Ordinary Business

Resolution 2 – Payment of Directors' fees

Resolution 2 is to facilitate payment of Directors' fees on current financial year basis, calculated based on the number of independent non-executive directors and the role and responsibilities undertaken by the independent non-executive directors for financial year 2016 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees 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 11 – Authority to issue shares

The Ordinary Resolution proposed under item 6 above, if passed, primarily to approve new 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 issued capital 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.

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).