

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting (“AGM”) of the Company will be held at Ballroom 3, LG Level – Main Wing, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, Malaysia on Friday, 22 February 2019 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 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of RM160,000 for the financial year ending 30 September 2019. **Ordinary Resolution 1**
- To approve the payment of benefits payable to the Directors of the Company up to an amount of RM70,000 from 1 October 2018 until the conclusion of the next AGM of the Company. **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):-
(i) Mr Ong Chong Chee **Ordinary Resolution 3**
(ii) Mr Friiscor Ho Chii Ssu **Ordinary Resolution 4**
- 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 5**

AS SPECIAL BUSINESS:

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

6. 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 (“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.” **Ordinary Resolution 6**

7. ORDINARY RESOLUTION

PROPOSED AWARD TO NG CHIN WAH PURSUANT TO AEMULUS HOLDINGS BERHAD RESTRICTED SHARE PLAN (“RSP”)

“THAT the Directors be and are hereby authorised at any time and from time to time throughout the duration of the existing RSP to award and to grant to Ng Chin Wah, being the Executive Director/Chief Financial Officer of the Company, of up to One Hundred and Twenty Thousand (120,000) ordinary shares in the Company (“Shares”) (“Plan Shares”) which will be vested in him at a future date and to allot and issue and/or procure the transfer of such number of Plan Shares to him in accordance with the By-Laws of the RSP, provided always that:

- he must not participate in the deliberation or discussion of his own allocation under the RSP; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the RSP shall be allotted to him, if he either singly or collectively through persons connected with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws governing and constituting the RSP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time”. **Ordinary Resolution 7**

8. SPECIAL RESOLUTION

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

“THAT approval be and is hereby given for the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 24 January 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.” **Special Resolution**

- 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 (MA/CSA 7055087)

Company Secretaries

Penang

Date: 24 January 2019

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 14 February 2019 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 Fourth AGM are to be voted by poll.

Explanatory Notes on Ordinary Business

Resolution 1 – Payment of Directors’ fees

Resolution 1 is to facilitate payment of Directors’ fees 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 2019 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 AGM for additional fees to meet the shortfall.

Resolution 2 – Payment of Directors’ benefits

Resolution 2 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 1 October 2018 until the conclusion of the next AGM of the Company.

Explanatory Notes on Special Business

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 general meeting, will expire at the conclusion of the next AGM.

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 Third AGM held on 8 February 2018 and which will lapse at the conclusion of the Fourth AGM to be held on 22 February 2019. A renewal of this authority is being sought at the Fourth AGM under proposed Ordinary Resolution 6.

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).

Resolutions 7 – Proposed award to Ng Chin Wah pursuant to RSP

The proposed Ordinary Resolutions 7, if passed, will allow the Directors to grant and to award Ng Chin Wah, an Executive Director/Chief Financial Officer of the Company, of up to 120,000 Shares to be issued to and/or vested in him pursuant to the RSP at any time and from time to time throughout the duration of the existing RSP, in accordance with the provision of the By-Laws governing and constituting the RSP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities.

Special Resolution – Proposed adoption of the new Constitution of the Company

The Special Resolution proposed under Agenda 8, if passed, will bring the Company’s Constitution in line with the enforcement of the Companies Act 2016 and ACE Market Listing Requirements issued by Bursa Securities and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 24 January 2019.