



## AEMULUS HOLDINGS BERHAD

(Registration No. 201401037863 (1114009-H))

(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Aemulus Holdings Berhad (“**Aemulus**” or the “**Company**”) will be held at The Walhalla Hall, Aemulus Base, No. 25, Jalan Sultan Azlan Shah, Zon Perindustrian Bayan Lepas, Phase 1, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Tuesday, 19 November 2024 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION BY AEMULUS CORPORATION SDN. BHD. (“ACSB”), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF THE REMAINING 60% EQUITY INTEREST IN TANGMING SHENGSHI TECHNOLOGY (JIASHAN) CO. LTD. (“TMSS”) FROM TANGREN MICROTOLLIGENCE TECHNOLOGY (JIASHAN) CO., LTD. FOR A TOTAL CASH CONSIDERATION OF RENMINBI (“RMB”) 25,000,000 (“PROPOSED ACQUISITION”)**

“**THAT** subject to the approvals of all relevant authorities being obtained (where required), approval be and is hereby given for ACSB to acquire the remaining 60% equity interest in TMSS from Tangren Microtelligence Technology (Jiashan) Co., Ltd. (唐人制造 (嘉善) 有限公司) (“**Tangren Microtelligence**”) for a total purchase consideration of RMB25,000,000 (“**Purchase Consideration**”) to be fully satisfied in cash pursuant to and in accordance with the terms and conditions of the conditional equity transfer agreement dated 1 October 2024 entered into between ACSB and Tangren Microtelligence, or on such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities for the Proposed Acquisition.

**AND THAT** authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to give full effect to the Proposed Acquisition with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisition.”

#### ORDINARY RESOLUTION 2

**PROPOSED INCREASE BY UP TO 60% OF THE ENLARGED REGISTERED CAPITAL OF TMSS FOR SUBSCRIPTION BY INVESTORS TO BE IDENTIFIED LATER SUBSEQUENT TO THE PROPOSED ACQUISITION (“PROPOSED INCREASE IN REGISTERED CAPITAL OF TMSS”)**

“**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained (where required), approval be and is hereby given to the Board and/or ACSB to authorise TMSS to increase by up to 60% of its enlarged registered capital for subscription by third party investor(s) to be identified (hereinafter referred to as “**Investor(s)**”) and for cash consideration to be determined later subsequent to the completion of the Proposed Acquisition. Subject to the market conditions and negotiations between the Company and/or its subsidiary and the Investor(s), the Proposed Increase in Registered Capital of TMSS may be implemented in a single tranche or multiple tranches within 12 months from the full payment of the Purchase Consideration for the Proposed Acquisition.

**THAT** the Board be and is hereby authorised to do all things and acts to provide the authorisation(s) to TMSS to increase its registered capital from time to time pursuant to the Proposed Increase in Registered Capital of TMSS.

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Increase In Registered Capital of TMSS for such purposes as set out in the Circular to Shareholders dated 4 November 2024 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Increase In Registered Capital of TMSS in the manner as the Board may deem fit, necessary and/or expedient, in the best interest of the Company, subject to the compliance with the ACE Market Listing Requirement of Bursa Malaysia Securities Berhad and the approval of the relevant authorities (where required).

**AND THAT** authority be and is hereby given to the Board to give full effect to the Proposed Increase in Registered Capital of TMSS with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Increase in Registered Capital of TMSS.”

#### BY ORDER OF THE BOARD

**CHEE WAI HONG (SSM PC No. 202008001804) (BC/C/1470)**

**TAN SHE CHIA (SSM PC No. 202008001923) (MAICSA 7055087)**

Company Secretaries

Penang

4 November 2024

Notes:

- All Members who intend to attend the Extraordinary General Meeting (“**EGM**”) 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, 17 November 2024 at 10.00 a.m.** Please refer to the Pre-Register procedures in the Administrative Guide of EGM 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 EGM or adjourned EGM 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang.
  - By electronic means via TIIH Online  
The proxy form can be electronically lodged with the Company’s Share Registrar via TIIH Online at <https://tiih.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 EGM must request his/her proxy/attorney/corporate representative to submit their Pre-Register at the TIIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide of this EGM.
- 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang not less than 48 hours before the time of holding the EGM or adjourned EGM.
- 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, Lebuhr Farquhar, 10200 George Town, Pulau Pinang.
- Last date and time for lodging proxy form is **Sunday, 17 November 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.
- 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 **12 November 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.
- All resolutions as set out in this notice of EGM are to be voted by poll.

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

**ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)**

Day and Date : Tuesday, 19 November 2024  
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

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**INDIVIDUAL MEMBERS**

1. All Members who intend to attend the EGM 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, 17 November 2024 at 10.00 a.m.** Kindly refer to the Pre-Register procedures below.
2. Alternatively, members who are unable to attend the EGM 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 EGM 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 EGM must deposit their original or duly certified certificate of appointment of corporate representative to the Company’s Registered Office at Suite 16.06, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang no later than **Sunday, 17 November 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, 17 November 2024 at 10.00 a.m.** to attend and vote at the EGM.
3. **A member who has appointed a proxy/attorney/corporate representative to attend and vote at the EGM 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 EGM, 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 EGM**

In order to assist the Company in managing the turnout for the EGM, the Company reserves the right to limit the number of participants to the EGM. 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
<b>BEFORE EGM DAY</b>	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"><li>• Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.</li></ul>

Procedure	Action
<b>BEFORE EGM DAY</b>	
	<ul style="list-style-type: none"> <li>If you are already a user with TIH Online, you are not required to register again. You will receive an <b>e-mail to notify</b> you that the remote participation is available for registration at TIH Online.</li> </ul>
(b) Submit your PRE-REGISTER to attend EGM	<ul style="list-style-type: none"> <li><b>Pre-Registration is open from Monday, 4 November 2024 up to 10.00 a.m. Sunday, 17 November 2024.</b></li> <li>Login with your user ID and password and select the corporate event: “<b>(REGISTRATION) AEMULUS 2024 EGM</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert the CDS account number and indicate the number of shares.</li> <li>Submit to register your physical attendance.</li> <li>System will send an <b>e-mail to notify</b> that your registration to attend the EGM physically is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at <b>12 November 2024</b>, the system will send you an <b>e-mail after 17 November 2024 to approve or reject</b> your registration for pre-register to attend the EGM.</li> </ul>

#### REGISTRATION ON THE DAY OF EGM

- Registration will commence at 8.30 a.m. and shall remain open until the conclusion of the EGM 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.
- 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.
- Upon verification and registration:
  - please sign on the attendance list and an identification wristband will be provided at the registration counter;
  - if you are attending the EGM as a member as well as a proxy, you will be registered once and will only be given one identification wristband; and
  - 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.
  - a polling form will be given to you thereafter. There will be no replacement should you lose or misplace the polling form.
  - you may proceed to the meeting venue thereafter.
- 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 EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **12 November 2024** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the EGM.

## PROXY

1. A member of the Company entitled to attend and vote at the EGM 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 EGM 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, 17 November 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 situated at 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 EGM 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 decides to attend 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.

## ELECTRONIC LODGMENT OF PROXY FORM

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

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"><li>▪ Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services" select "<b>Create Account by Individual Holder</b>". Please do refer to the tutorial guide posted on the homepage for assistance.</li><li>▪ Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>▪ If you are already a user with TIIH Online, you are not required to register again.</li></ul>

Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>▪ After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.</li> <li>▪ Select the corporate event: <b>“AEMULUS 2024 EGM - SUBMISSION OF PROXY FORM”</b>.</li> <li>▪ Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>▪ Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>▪ Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.</li> <li>▪ Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>▪ Review and confirm your proxy(s) appointment.</li> <li>▪ Print the Proxy Form for your record.</li> </ul>
<b>ii. Steps for Corporate or Institutional shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>▪ Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>▪ Complete the registration form and upload the required documents.</li> <li>▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>▪ Proceed to activate your account with the temporary password given in the email and reset your own password.</li> </ul>
	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"> <li>▪ Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Select the corporate event: <b>AEMULUS 2024 EGM - SUBMISSION OF PROXY FORM”</b>.</li> <li>▪ Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxies by inserting the required data.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select “Submit” to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>

#### **NO RECORDING OR PHOTOGRAPHY**

No recording or photography of the EGM 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:

<b>Tricor Investor &amp; Issuing House Services Sdn Bhd</b>		
Telephone Number	General Line	603-2783 9299
Contact Person	Mr Jake Too	603-2783 9285
	En Aiman Nuri	603-2783 9262
Fax Number	603-2783 9222	
Email	<a href="mailto:is.enquiry@my.tricorglobal.com">is.enquiry@my.tricorglobal.com</a>	