



**AUMAS RESOURCES BERHAD**  
(FORMERLY KNOWN AS BAHVEST RESOURCES BERHAD)  
REGISTRATION NO. 200401011001(649504-D)

**NOTICE OF THE TWENTIETH (20<sup>TH</sup>) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth (20<sup>th</sup>) Annual General Meeting of AuMAS Resources Berhad (formerly known as Bahvest Resources Berhad) ("AuMAS" or "the Company") will be held at Nexus, Connexion Conference & Events Centre, Reflexion Function Room (Nexus, Level 3A), The Oak Room (Nexus, Level 3), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 28 February 2025 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 September 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' Fees and Benefits to the Non-Executive Directors up to an amount of RM500,000 for the period from the conclusion of the 20<sup>th</sup> AGM until the next Annual General Meeting of the Company. (Ordinary Resolution 1)
- To re-elect Dr. Chong Mee Fah @ Frederick Chong who is retiring in accordance with Clause 107(1)(b) of the Company's Constitution and being eligible, offered himself, for re-election. (Ordinary Resolution 2)
- To re-elect the following Directors who retire in accordance with Clause 107(1)(a) of the Company's Constitution and being eligible, have offered themselves, for re-election. (Ordinary Resolution 3)
  - Ms Low Min Lai (Ordinary Resolution 4)
  - Ms Tew Xue Shan (Ordinary Resolution 5)
  - Ms Fong Vern Kiat (Ordinary Resolution 6)
  - Puan Hazlina Binti Ahmad (Ordinary Resolution 7)
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT 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 7)

**AS SPECIAL BUSINESS:**

To consider and if thought fit, pass the following as resolutions:

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 8)

"THAT pursuant to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant government and/or regulatory authorities, where such approvals is required, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Securities allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act, read together with Clauses 56 & 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory preemptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act; AND THAT the Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")** (Special Resolution 1)

"THAT proposed amendments to the Constitution of the Company as set out in the Appendix A, which is circulated together with the Notice of 20<sup>th</sup> AGM dated 24 January 2025, be approved and adopted;

AND THAT the Directors be and are hereby authorised to do or procure all such acts, deeds, and things as are necessary and expedient to give full effect to the Proposed Amendments, with full powers to assent to any conditions, modifications, and amendments as may be required by the relevant authorities."
- To transact any other business of which due notices shall have been given in accordance with the Act.

**BY ORDER OF THE BOARD**

**TAN TONG LANG (SSM PC No. 202208000250 / MAICSA 7045482)**

**THIEN LEE MEE (SSM PC No. 201908002254 / LS0010621)**

**HIEW VUN PUI (SSM PC No. 202108000135/ MIA 29010)**

Company Secretaries

Date: 24 January 2025

**NOTES**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 February 2025 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 20<sup>th</sup> AGM of the Company.
- Any member of the Company entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him. A proxy need not be a member of the Company and where a member appoints more than one (1) proxy, the member must specify the proportion of his shareholdings to be represented by each proxy respectively, failing which the appointment shall be invalid.
- If you wish to appoint as your proxy any person other than "the Chairman of the Meeting", please insert the full name of the proxy (in block letters) in the space provided and delete the words "the Chairman of the Meeting".
- Where a member of the Company is an exempt authorised nominee who holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- A corporation may complete the proxy form under its common seal or under the hand of an officer or attorney duly authorized.
- 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 this AGM or adjourned general meeting 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 Share Registrar's office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.
  - By electronic form  
The Proxy Form may also be electronically lodged via fax at +603 2201 7774 or emailed to [admin@aldpro.com.my](mailto:admin@aldpro.com.my).
- Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS:-**

**1. Item 1 of the Agenda**

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

**2. Ordinary Resolution 1: To approve the payment of Directors' Fees and other benefits payable**

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 20<sup>th</sup> AGM until the next AGM of the Company.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

**3. Ordinary Resolutions 2 to 6 - Re-election of Directors who retire in accordance with Clauses 107(1)(a) and 107(1)(b) of the Company's Constitution**

Clause 107(1) of the Company's Constitution states that subject to the Constitution, an election of Directors shall take place each year at the annual general meeting of the Company. At each annual general meeting:-

- any Director appointed during the year under Article 100; and
- one-third of the other Directors for the time being, or if the number is not a multiple of three, then the number nearest to one-third (1/3) with a minimum of one (1) shall retire from office and an election of Directors shall take place PROVIDED ALWAYS THAT each Director shall retire from office one at least in every 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.

Dr. Chong Mee Fah @ Frederick Chong retire in accordance with Clause 107(1)(b) of the Company's Constitution which provides that one-third of the other Directors for the time being, or if the number is not a multiple of three, then the number nearest to one-third (1/3) with a minimum of one (1) shall retire from office and an election of Directors shall take place PROVIDED ALWAYS THAT each Director shall retire from office one at least in every three (3) years but shall be eligible for re-election.

During the financial year ended 30 September 2024, the Company has appointed the following new directors as follows:

- Ms Low Min Lai as Executive Director on 2 September 2024;
- Ms Tew Xue Shan as Independent Non-Executive Director on 1 April 2024;
- Ms Fong Vern Kiat as Independent Non-Executive Director on 2 May 2024; and
- Puan Hazlina Binti Ahmad as Independent Non-Executive Director on 29 November 2024.

Dr. Chong Mee Fah @ Frederick Chong, Ms Low Min Lai, Ms Tew Xue Shan, Ms Fong Vern Kiat and Puan Hazlina Binti Ahmad ("the Retiring Directors") are standing for re-election as Directors of the Company at the 20<sup>th</sup> Annual General Meeting scheduled to be held on 28 February 2025 and being eligible, have offered themselves for re-election.

The Nomination Committee ("NC") has reviewed the performance and contribution of the abovesaid Retiring Directors based on the Board Performance Evaluation conducted.

The NC and the Board have also evaluated the Board's composition to ensure the Board has an appropriate mix of skills and experience for the business requirements. Additionally, the NC and the Board have assessed the Retiring Directors' compliance with Rule 2.20A of the AMLR of Bursa Securities in terms of their criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as directors of the Company.

Based on the results of the Board's annual assessment and the fit and proper assessment conducted for the financial year ended 30 September 2024. It was noted that the Retiring Directors' performance and fit and properness were satisfactory.

The NC deliberated on the suitability of Dr. Chong Mee Fah @ Frederick Chong, Ms Low Min Lai, Ms Tew Xue Shan, Ms Fong Vern Kiat and Puan Hazlina Binti Ahmad (collectively referred to as "Retiring Directors") to be re-elected as directors. The Board (except for the respective Retiring Directors) collectively agreed that the Retiring Directors and recommend the Retiring Directors to be re-elected as the directors of the Company.

**4. Ordinary Resolution 7 - Re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as Auditors**

The Audit Committee ("AC") and the Board have considered the re-appointment of Messrs. Baker Tilly Monteiro Heng PLT ("Baker Tilly") as Auditors of the Company are satisfied with the performance, competency, audit approach and independence of Baker Tilly and collectively agreed that they have met the relevant criteria prescribed by Rule 15.21 of the AMLR of Bursa Securities. The Board endorsed AC's recommendation to seek for shareholders' approval to re-appoint Baker Tilly as external auditors of the Company and to authorize the Directors to fix their remuneration.

**5. Special Business - Ordinary Resolution 8**

**Authority to Issue and Allot Shares Pursuant to Sections 75 And 76 of the Act**

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 19<sup>th</sup> Annual General Meeting held on 22 March 2024 and which will lapse at the conclusion of the 20<sup>th</sup> Annual General Meeting.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

- Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clauses 56 and 57 of the Company's Constitution provides as follows:

**Clause 56**

"Subject to any direction to the contrary that may be given by the Company in a Meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of Meetings of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution."

**Clause 57**

"Notwithstanding Article 56 above and where there is still in effect a resolution approving the issuance of shares by the Company in accordance with the provisions of Sections 75 and 76 of the Act, the Company may apply to the relevant stock exchanges on which its shares are listed for waiver of convening a Meeting of Members to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued capital."

By voting in favour of the proposed ordinary resolution 8, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act, 2016 and Clause 57 of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.

**6. Special Business - Special Resolution 1  
Proposed Amendments to the Constitution of the Company**

The Proposed Amendments to the Constitution of the Company is primarily to provide further clarify on certain terms of the Constitution and provide more flexibility for the Company and to ensure the compliance with the Act, AMLR of Bursa Securities. The Proposed Amendments to be made to the Constitution are listed as per Appendix A, which is circulated together with the Notice of 20<sup>th</sup> AGM dated 24 January 2025.

## APPENDIX A

### Proposed Amendments to the Constitution of the Company

The existing Constitution is to be amended by way of alterations, modifications, deletions and/or additions, where necessary, to reflect the proposed amendments thereto. The affected provisions of the existing Clauses are reproduced below with the proposed amendments highlighted alongside the respective Clauses:

Clause No.	Existing Clause	Clause No.	Proposed Clause
5	Definition and Interpretation	5	Definition and Interpretation
	Listing Requirements		Listing Requirements
	the ACE Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time.		the applicable Listing Requirements of Bursa Malaysia Securities Berhad, including any amendments or updates that may be made from time to time.