



AURELIUS TECHNOLOGIES BERHAD
Registration No. 202101005015 (1405314-D)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of the Company will be held at **Townhall of Aurelius Technologies Berhad, Plot 21, Jalan Hi-Tech 4, Phase 1, Kulim Hi-Tech Park, 09090 Kulim, Kedah on Friday, 7 June 2024 at 10.00 a.m.** or at any adjournment thereof for the following purposes:

A G E N D A

AS ORDINARY BUSINESS

1. To receive Audited Financial Statements for the financial period ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note 1
2. To approve the payment of Directors' fees up to an amount of RM210,000 from 8 June 2024 until the next Annual General Meeting of the Company. Ordinary Resolution 1
3. To approve the payment of Directors' benefits up to an amount of RM140,000 from 8 June 2024 until the next Annual General Meeting of the Company. Ordinary Resolution 2
4. To re-elect the following Directors who retire in accordance with Clause 91 of the Company's Constitution:
 - (a) Dato' F'ng Meow Cheng Ordinary Resolution 3
 - (b) Encik Nor Shahmir Bin Nor Shahid Ordinary Resolution 4
5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and authorise the Directors to fix their remuneration. Ordinary Resolution 5

AS SPECIAL BUSINESS

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

6. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”)** Ordinary Resolution 6

“THAT subject to Sections 75 and 76 of the Act and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company, at any 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 (excluding treasury shares) of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of 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.”

7. **Authority to Purchase its Own Shares** Ordinary Resolution 7

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and requirements of any other relevant authorities, the Directors of the Company be and are hereby authorised to purchase its own shares through Bursa Securities, subject to the following:

- (a) The maximum number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company;
- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:
 - (i) the conclusion of the next Annual General Meeting (“AGM”), at which time the said authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiry of the period within which the next

- AGM of the Company after that date is required to be held pursuant to Section 340 of the Act; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first;

THAT the Directors be and are hereby authorised to deal with the shares purchased in their absolute discretion (which may be retained as treasury shares, distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Act, and the relevant rules, regulations and/or requirements).

THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase of the shares."

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution.

BY ORDER OF THE BOARD

TAN AI PENG
(SSM PC No. 201908003179)
Company Secretary
d
Kuala Lumpur

30 April 2024

Notes:

- (i) For the purpose of determining who shall be entitled to attend this Third Annual General Meeting ("**3rd AGM**"), the Company shall request from Bursa Malaysia Depository Sdn. Bhd., to make available to the Company, pursuant to Clause 61 of the Company's Constitution, Paragraph 7.16 of the Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements ("**MMLR**") and Subsection 34(1) of the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), a Record of Depositors ("**ROD**") as at 30 May 2024 and only Depositors whose names appear on such ROD shall be regarded as a member and entitled to attend, speak and vote at the 3rd AGM.
- (ii) A member who can participate can appoint one (1) or more proxies to participate for him but where that member appoints more than one (1) proxy, he must specify the proportion of his shareholdings represented by each proxy failing which the appointment will be deemed invalid.
- (iii) 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, either under seal or under the hand of an officer or attorney duly authorised by the corporation.
- (iv) A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (v) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Share Registrar, Tricor Investor &

AURELIUS TECHNOLOGIES BERHAD
REGISTRATION NO. 202101005015 (1405314-D)
Notice of the Third Annual General Meeting

Issuing House Services Sdn. Bhd., situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

- (vi) *Members may deposit the instrument appointing the proxy by electronic means by way of submitting the instrument with the Share Registrar via TIIH Online website at <https://tiih.online> not later than Wednesday, 5 June 2024 at 10.00 a.m. Please follow the procedure as set out in the Administrative Guide of the 3rd AGM for further information on electronic submission of proxy form.*
- (vii) *Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- (viii) *Where a member of the Company is an exempt authorised nominee which 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from complying with the provisions of Section 25A(1) of the SICDA.*
- (ix) *Pursuant to Paragraph 8.29(A) of MMLR, all resolutions set out in this Notice are to be voted by poll.*

Explanatory Notes:

1. Item 1 of the Agenda

Audited Financial Statements for the financial period ended 31 December 2023 (“AFS”)

The AFS are for discussion only as they do not require shareholders’ approval pursuant to Section 340(1)(a) of the Companies Act 2016 (“Act”). Hence, this Agenda item will not be put forward for voting.

2. Ordinary Resolution 1

Directors’ Fees Payable to Non-Executive Directors

The proposed Ordinary Resolution 1 is to facilitate the payment of Non-Executive Directors’ fees based on the current Board size. In the event the Non-Executive Directors’ fees proposed are insufficient, due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

Payment of the Non-Executive Directors’ fees will be made by the Company as and when incurred if the proposed Ordinary Resolutions 1 & 2 are passed at the 3rd AGM. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid with the Directors’ fees as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company for the relevant period.

3. Ordinary Resolution 2

Directors’ Benefits Payable to Non-Executive Directors

The Directors’ benefits comprise insurance and meeting allowance which are calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period commencing 8 June 2024 until the next AGM of the Company. In the event the proposed amount is insufficient, due to additional meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

4. Ordinary Resolution 6

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

At last year’s AGM, a mandate was given to Directors to issue and allot new shares not exceeding 10% of the total number of issued shares pursuant to Sections 75 and 76 of the Act (“General Mandate”) which will continue to be in force until the conclusion of the Company’s next AGM. However, the General Mandate was not utilized and accordingly, it will lapse at the conclusion of the Company’s next AGM. As such, the Board would like to seek a renewal of the General Mandate.

The Ordinary Resolution 6 is proposed pursuant to Sections 75 and 76 of the Act, and if passed, will give the Directors of the Company, the authority to issue and allot not exceeding 10% of the total number of issued shares of the Company for purpose of funding current/future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may

deem fit in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the Company's next AGM.

5. Ordinary Resolution 7
Authority to Purchase its Own Shares

The details of the proposal are set out in the Share Buy-Back Statement dated 30 April 2024, which is available at the Company's website at www.atechgroup.com.my as well as Bursa Securities' website.