



AURELIUS TECHNOLOGIES BERHAD

Registration No. 202101005015 (1405314-D)

(Incorporated in Malaysia under the Companies Act 2016)

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of Aurelius Technologies Berhad (“ATech” or “Company”) will be held at **Townhall of Aurelius Technologies Berhad, Plot 21, Jalan Hi-Tech 4, Kulim Hi-Tech Park, Phase 1, 09090 Kulim, Kedah on Friday, 30 May 2025 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 year ended 31 December 2024 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 31 May 2025 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 31 May 2025 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) Mr Tan Chong Hin Ordinary Resolution 3
 - (b) Mr Yee Swee Meng Ordinary Resolution 4
5. To re-appoint Messrs. 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 (“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.

THAT pursuant to Section 85 of the Act, read together with Clause 53 of the Company’s Constitution, the shareholders of the Company do hereby waive the pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company arising from the exercise of the authority granted pursuant to Sections 75 and 76 of the Act.”

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 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 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. **Proposed bonus issue of up to 867,459,600 new ordinary shares in ATech ("Bonus Share(s)"), on the basis of 2 Bonus Shares for every 1 existing ordinary share in the Company and ("ATech Share(s)" or "Share(s)") held on a date to be determined and announced later ("Entitlement Date") ("Proposed Bonus Issue of Shares")** Ordinary Resolution 8

"THAT subject to the passing of Ordinary Resolution 9 being obtained and the approvals of all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Directors to issue and allot up to 867,459,600 Bonus Shares, issued as fully paid, at nil consideration and without capitalisation for the Company's reserves on the basis of 2 Bonus Shares for every 1 existing ATech Share held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

THAT the Directors be and is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Directors may deem fit and expedient and in the best interest of the Company;

AND THAT the Directors be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Shares (including without limitation, the affixation of the Company's Common Seal in accordance with the Company's Constitution) with full powers to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as it may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

9. **Proposed bonus issue of up to 433,729,800 warrants ("Warrant(s)") on the basis of 1 Warrant for every 1 existing ATech Share on the same Entitlement Date as the Proposed Bonus Issue of Shares ("Proposed Bonus Issue of Warrants")** Ordinary Resolution 9

"THAT subject to the passing of Ordinary Resolution 8 and the approvals of all relevant authorities and/or parties (where applicable) being obtained, authority be and is hereby given to the Directors to issue and allot up to 433,729,800 Warrants in accordance with the provisions of a deed poll constituting the Warrants ("**Deed Poll**") on the basis of 1 Warrant for every 1 existing ATech Share held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date and to determine the exercise price of the Warrants (or any adjustment thereto) in accordance with the Deed Poll;

THAT the Directors be and is hereby authorised to issue and allot such appropriate number of new ATech Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the Directors be and is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Directors may deem fit and expedient and in the best interest of the Company;

THAT the new ATech Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with then existing ATech Shares, save and except that the new ATech Shares will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the relevant date of allotment and issuance of the new ATech Shares;

THAT the Directors be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in Section 4 of the circular to the shareholders of the Company dated 30 April 2025 and the Directors be authorised with full powers to vary the manner and/or purpose of the use of such proceeds in such manner as the Directors may deem fit, necessary and/or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required) and the shareholders of the Company;

AND THAT the Directors be and is hereby authorised to sign and execute all documents, including the Deed Poll, to do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full powers to assent to any condition, variation, modification and/ or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as it may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

10. 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
(MAICSA 7018419) (SSM PC No. 201908003179)
Company Secretary

Kuala Lumpur

30 April 2025

Notes:

- (i) For the purpose of determining who shall be entitled to attend this Fourth Annual General Meeting ("**4th AGM**"), the Company shall request from Bursa Malaysia Depository Sdn. Bhd., to make available to the Company, pursuant to

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REGISTRATION NO. 202101005015 (1405314-D)
Notice of the Fourth Annual General Meeting

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 23 May 2025 and only Depositors whose names appear on such ROD shall be regarded as a member and entitled to attend, speak, and vote at the 4th 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 & 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 the drop box located at 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, 28 May 2025 at 10.00 a.m. Please follow the procedure as set out in the Administrative Guide of the 4th 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 year ended 31 December 2024 ("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 4th 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 31 May 2025 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 Resolutions 3 and 4
Re-election of Directors

Explanatory Notes: (cont'd)

Mr Tan Chong Hin and Mr Yee Swee Meng are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 4th AGM.

The Board has through the NC carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the MMLR on character, experience, integrity, competence, and time to effectively discharge their roles as Directors.

5. Ordinary Resolution 5
Re-appointment of Auditors

The Board has through the Audit Committee ("AC"), considered the re-appointment of Messrs. Grant Thornton Malaysia PLT as the Auditors of the Company. The factors considered by the AC in making the recommendation to the Board to table their re-appointment at the 4th AGM are disclosed in the AC Report of the 2024 Annual Report.

6. 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.*

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.

By voting in favour of this proposed Ordinary Resolution 6, the shareholders of the Company will be waiving their statutory pre-emptive rights under Section 85 of the Act and will allow the Directors to issue shares to any person without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.

As at the date of this notice, the Company has issued and allotted 39,406,800 new ordinary shares of the Company under the Placement made pursuant to the General Mandate, which was approved by the shareholders at the Second AGM held on 28 June 2023.

7. 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 2025, which is available at the Company's website at www.atechgroup.com.my as well as Bursa Securities' website.

8. Ordinary Resolution 8 - Proposed Bonus Issue of Shares
Ordinary Resolution 9 - Proposed Bonus Issue of Warrants

The details of the proposals are set out in the circular to the shareholders of ATech dated 30 April 2025, which is available at the Company's website at www.atechgroup.com.my as well as Bursa Securities' website.