

AURELIUS TECHNOLOGIES BERHAD
(Company Registration No. 202101005015 (1405314-D))
(Incorporated in Malaysia)

Minutes of the First Annual General Meeting ("**First AGM**") of the Company held on a virtual basis and conducted entirely through live streaming and remote voting using the remote participation and voting facilities from the Broadcast Venue at Tricor Business Centre, Gemilang Room, Unit 29-02, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Tuesday, 28 June 2022 at 10.00 a.m.

Present : YBhg. Datin Normaliza binti Kairon – *Independent Non-Executive Chairperson*
Mr Loh Hock Chiang – *Executive Director, interim Group Chief Executive Officer and Group Chief Financial Officer*
Mr Tan Chong Hin – *Executive Director*
En. Nor Shahmir bin Nor Shahid – *Independent Non-Executive Director*
Mdm F'ng Meow Cheng – *Independent Non-Executive Director*
Mr Yee Swee Meng – *Independent Non-Executive Director*

In Attendance : Senior Management Team
Mr Valli Kumaran A/L Ramachandran – *Director of Finance – BCM Electronics Corporation Sdn. Bhd. ("BCM")*
Mr Wesley Chieng – *Senior Director of QA & Planning – BCM*

Ms Pauline Ng Peck Kun – *Company Secretary*
Mr Loo Wei Teng – *Audit Partner of Grant Thornton Malaysia PLT ("GT")*

The attendance of shareholders, corporate representatives and proxies is as per the Attendance List issued by Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**"), the Company's share registrar.

1. OPENING ADDRESS

The Chairperson of the Board, YBhg. Datin Normaliza binti Kairon, welcomed the shareholders and proxies who were present virtually at the Company's First AGM. The Chairperson then proceeded to introduce the members of the Board of Directors ("**Board**"), the Company Secretary and the Audit Partner of the external Auditors, GT, to the meeting.

2. QUORUM

Upon confirming with the Company Secretary that a quorum was present pursuant to Clause 66 of the Company's Constitution, the Chairperson called the meeting to order at 10.03 a.m.

3. NOTICE OF THE FIRST AGM AND POLLING PROCEDURES

There being no objection, the notice convening the meeting, having been circulated to all the shareholders of the Company within the prescribed period, was taken as read.

Chairperson informed the shareholders and proxies present that they were welcome to raise questions in real time by transmitting the questions via the query box. The Questions and Answers session would commence upon the conclusion of all agenda matters. The Board would endeavor to answer all relevant questions related to the

meeting agendas and would upload the questions and answers to the Company's website upon the completion of the First AGM in due course.

Chairperson then informed the shareholders and proxies present that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the First AGM must be voted by poll.

The Company had appointed Tricor as poll administrator to conduct the poll voting electronically, and Scrutineer Solutions Sdn. Bhd. as the Scrutineer to verify the poll results.

The voting session was opened and available from the commencement up to the closure of the First AGM.

A pre-recorded video presentation on the voting procedure was played by Tricor for the shareholders and proxies' information.

4. OVERVIEW OF THE FINANCIAL PERFORMANCE OF THE COMPANY AND ITS SUBSIDIARY ("Group")

At the invitation of the Chairperson, Mr Loh Hock Chiang ("Mr Loh"), the interim Group Chief Executive Officer and Group Chief Financial Officer, presented the status update on BCM's factory expansion (Plant 3) completion; the utilisation of the Initial Public Offering proceeds and an overview of the financial performance and financial position of the Group for FY2022.

Mr Loh informed the shareholders and proxies present that the Group continued to serve customers across ten foreign markets in three different continents (Asia Pacific, America and Europe).

He also briefed the meeting on the various human capital strengthening initiatives that the Group undertook such as collaboration with higher learning institution for internship program, corruption free workplace pledged by all managers witness by the Suruhanjaya Pencegahan Rasuah Malaysia (SPRM) Kedah, COVID-19 booster vaccination program and other social activities for the employees.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 9 FEBRUARY 2021 (DATE OF INCORPORATION) TO 31 JANUARY 2022 ("AFS") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Chairperson informed that the agenda item was meant for discussion only, as in accordance with the provision of Section 251(1) of the Companies Act 2016 ("Act"), the AFS does not require shareholders' approval. Hence, this agenda item would not be put for voting. Chairperson further informed that the Board would address the questions on the AFS and the Reports of the Directors and the Auditors thereon upon the conclusion of all agendas.

Chairperson declared that the AFS together with the Reports of the Directors and Auditors thereon, were received and noted.

**6. ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS' FEES AND BENEFITS OF RM56,000.00 FOR THE
FINANCIAL PERIOD ENDED 31 JANUARY 2022**

Chairperson informed that the Ordinary Resolution 1 on the agenda was to approve the payment of the Directors' fees and benefits of RM56,000.00 for the financial period ended 31 January 2022 and the details were set out in the notice of the meeting.

**7. ORDINARY RESOLUTION 2
PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM355,700.00 FROM
1 FEBRUARY 2022 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL
MEETING**

Chairperson informed that the Ordinary Resolution 2 on the agenda was to approve the payment of the Directors' fees and benefits of up to RM355,700.00 from 1 February 2022 until the conclusion of the next annual general meeting and the details were set out in the notice of the meeting.

**8. ORDINARY RESOLUTIONS 3 TO 8
RE-ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE
91 OF THE COMPANY'S CONSTITUTION**

Chairperson informed that Ordinary Resolutions 3 to 8 were on the re-election of Directors who are retiring pursuant to Clause 91 of the Company's Constitution, and being eligible, had offered themselves for re-election as follows:

Ordinary Resolution 3 was on Chairperson's re-election;
Ordinary Resolution 4 was re-election of Mr Loh Hock Chiang;
Ordinary Resolution 5 was re-election of En. Nor Shahmir Bin Nor Shahid;
Ordinary Resolution 6 was re-election of Mdm F'ng Meow Cheng;
Ordinary Resolution 7 was re-election of Mr Yee Swee Meng; and
Ordinary Resolution 8 was re-election of Mr Tan Chong Hin.

Chairperson further informed that the Directors' profiles were on pages 7 to 12 of the Annual Report.

**9. ORDINARY RESOLUTION 9
RE-APPOINTMENT OF GT AS AUDITORS**

Chairperson informed that the Ordinary Resolution 9 on the agenda was to re-appoint GT as Auditors of the Company and to authorise the Directors to fix their remuneration, in which, GT had indicated their willingness to continue office.

**10. ORDINARY RESOLUTION 10
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75
AND 76 OF THE ACT**

Chairperson informed that the last item on the agenda was to consider the Special Business to authorise the Directors to issue and allot shares.

Chairperson further informed that this mandate if passed, would provide flexibility to the Company for any future fund-raising exercises, of which the full text of the resolution was as set out in the notice of meeting.

11. ANY OTHER BUSINESS

Chairperson informed that the Company had not received any notice to deal with any other business for which due notice is required to be given pursuant to the Act.

12. QUESTIONS AND ANSWERS (“Q&A”) SESSION

Upon conclusion of all the agendas of the First AGM, Chairperson proceeded with the Q&A session. The Q&A session marked as “Appendix A” and attached hereto, shall form part of this minutes.

With all the Q&A being addressed during the First AGM, the Chairperson closed the Q&A session.

Chairperson informed that for the questions that were not addressed, the responses to those questions will either be e-mailed to the shareholders/proxies or posted on the Company’s website.

13. VOTING SESSION

Chairperson reminded the shareholders and proxies to proceed to cast their votes if they have not done so and allowed 5 minutes for the shareholders and proxies to cast their votes.

The polling session closed at 10.56 a.m. and Chairperson informed that the validation of votes by the Scrutineer would take approximately 20 minutes, and the meeting was adjourned for validation of votes.

14. ANNOUNCEMENT OF POLL RESULTS

Upon completion of the counting of votes by the poll administrator, Tricor, and verification of the results by the Scrutineer, Chairperson called the meeting to order at 11.19 a.m. and announced the poll results.

Based on the poll results attached hereto as “Appendix B”, Chairperson declared that Ordinary Resolutions 1 to 10 were carried.

It was **RESOLVED**:

- (1) THAT the payment of the Directors’ fees and benefits of RM56,000.00 for the financial period ended 31 January 2022 be approved.
- (2) THAT the payment of the Directors’ fees and benefits of up to RM355,700.00 from 1 February 2022 until the conclusion of the next Annual General Meeting be approved.
- (3) THAT Datin Normaliza Binti Kairon who retired in accordance with Clause 91 of the Company’s Constitution, be re-elected as Director of the Company.
- (4) THAT Mr Loh Hock Chiang who retired in accordance with Clause 91 of the Company’s Constitution, be re-elected as Director of the Company.
- (5) THAT En. Nor Shahmir Bin Nor Shahid who retired in accordance with Clause 91 of the Company’s Constitution, be re-elected as Director of the Company.

- (6) THAT Mdm F'ng Meow Cheng who retired in accordance with Clause 91 of the Company's Constitution, be re-elected as Director of the Company.
- (7) THAT Mr Yee Swee Meng who retired in accordance with Clause 91 of the Company's Constitution, be re-elected as Director of the Company.
- (8) THAT Mr Tan Chong Hin who retired in accordance with Clause 91 of the Company's Constitution, be re-elected as Director of the Company.
- (9) THAT Grant Thornton Malaysia PLT be hereby re-appointed as Auditors of the Company for the ensuing year AND THAT the Directors be authorised to fix their remuneration.
- (10) THAT subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities (where such approval is required), the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 76 of the Act, to issue and allot 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 to be issued pursuant to this resolution during the preceding twelve (12) months does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being and shall continue to be in force until 31 December 2022 and thereafter, shall be reinstated to ten percent (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the MMLR AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company AND FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued.

15. CLOSURE

There being no further business, the meeting concluded at 11.20 a.m. with a vote of thanks to the Chairperson.

CONFIRMED

Chairperson

Date:

Appendix A to the Minutes of the First Annual General Meeting held on 28 June 2022

Questions raised by the shareholders/proxies and Board's answers

No.	Question	Answer
1.	Does Atech will go for segment e-auto in future?	<p>Mr Loh:</p> <p>The quick answer to the question is yes. We are currently exploring the opportunity to participate in this electronic vehicle industrial segment. We hope to materialise some contracts in the near future. We are ISO 16949 certified, which are certified to make or produce products for automotive industry. Some of the products that we are currently producing, are supplied to the automotive industry. We also produce IoT modules that are being used in autonomous driving and for other automotive industrial application as well. It is an exciting and growing segment that the Company is currently targeting on.</p>
2.	Please consider giving e-voucher to participating shareholders as token of appreciation for effort and cost of attending and supporting the company Thank you.	<p>Chairperson:</p> <p>Unfortunately, we do not issue any e-voucher for today's meeting. We would like to assure shareholders that the focus of the Group is to deliver long term value for shareholders.</p>
3.	Q1 May I know, what is the company's future Outlook? Q2, Will the Board consider giving door gifts such e-voucher or e-wallets for those participating in this AGM as a token of appreciation?	<p>Chairperson:</p> <p>For the first part of the question, we are cautiously optimistic about the Group's future outlook and prospects in this challenging economic environment. The execution of our growth plan is as planned, with some exception of disruptions due to lockdown of certain parts of China had hampers the shipment of materials and equipment. Currently, we are working with few potential customers. When we onboard these new customers, it will help to accelerate our innovative growth. We hope the onboarding of new customers will materialized in the current financial year.</p> <p>As for the answer to second part of the question has been answered and is the same as the previous question.</p>

No.	Question	Answer
		<p>Mr Loh:</p> <p>Barring any unforeseen circumstances, we are cautiously optimistic about the Group's future performance. We are in a very challenging economic environment now. COVID is still with us after two and a half years and geopolitical tension and conflict that are happening has caused some disruptions in our manufacturing division. The Company's subsidiary had gone through similar challenges in the past and experience gained is useful in helping us deal with these new challenges. As our products are primarily for industrial applications/public safety sector, we do not foresee much disruption in our businesses at this juncture. We will remain cautious when executing our growth plan accordingly.</p>
4.	Are ATech complying ESG criteria now?	<p>Chairperson:</p> <p>The ESG criteria/sustainability is a pressing and talked about issue and there's requirement for compliance on ESG criteria. The Board and management are aware of this. It is not just about compliance, it is also about having meaningful sustainability matters within the Group.</p> <p>In addressing the ESG matters, there are 3 factors that we would consider, the first one being awareness, second is about the process and the third is about the broad perspectives/views.</p> <p>Awareness/Knowledge is crucial when it comes to compliance/support for the sustainability matters. Knowledge would support the ESG integration. Complying with ESG criteria does not come overnight, it is a process that involves everyone in the Group. It is about management, policies, strategies, people and change in culture. The Board takes note that the latest Malaysian Code on Corporate Governance and Bursa Malaysia's Corporate Governance Guide requires certain ESG requirements to be incorporated within the Group, which requires the governance and reporting frameworks for monitoring and evaluation.</p>

No.	Question	Answer
		<p>The broad perspectives would determine the direction on how a company would embed its ESG within its current core operation or company's culture. We are of the view that first, ESG integration is not just about the micro perspective but also macro, on how this would impact beyond the Company's results. Second, ESG is not just about the short-term results but the long term objective / outcome that the Group wants to deliver to our valued shareholders. Third, not only that it is about the mid to long-term value creation, but ESG also relates to the non-financial factors (environment and social).</p> <p>The Board is also aware of the Public Listed Companies Transformation (PLCT) Programme spearheaded by Bursa Malaysia which would drive the ESG transformation.</p> <p>One of the Group's ESG efforts which we would like to highlight is on the partnership with Politeknik Tuanku Sultanah Bahiyah which was presented by Mr Loh earlier.</p>
5.	when the company will be paying dividend to the shareholders?	<p>Mr Loh: As disclosed in our Prospectus, we target a payout ratio of 20% of our Net Earnings on a consolidated basis after taking into account our Group's working capital requirements, subject to any applicable laws and contractual obligations, and provided that such distribution will not be detrimental to our Group's cash requirements or any plans approved by our Board.</p>
6.	Any solution to improve the company's profit margin? Latest QR Revenue RM 106m, but Net Profit only RM 5m. Profit Margin only 4.8%	<p>Mr Loh: Net profit for the 4th quarter ended 31 January 2022 was lower than the preceding quarter mainly due to the IPO expenses incurred in that quarter.</p>
7.	When will a permanent CEO be appointed?	<p>Chairperson: The Board is currently looking into this and announcement will be made in due course on any development on this matter.</p>

No.	Question	Answer
8.	How does the company enhanced the shareholders investments for the coming years?	<p>Chairperson:</p> <p>This question relates to the strategic direction and the long-term value creation for shareholders. There could be 2 angles here, one is on the future business/operations outlook which Mr Loh had elaborated in his presentation earlier. On the sustainable value creation, I have highlighted about the sustainability matters, whereby the Board is currently looking into the ESG factors which could contribute to long-term value creation for the shareholders.</p>
9.	Please describe the advantages and disadvantages of having your operations mainly based in Kedah in terms of labour, skills, supply chain, competitiveness etc.	<p>Mr Loh:</p> <p>We have been operating in Kulim Hi-Tech Park since year 2000. We are amongst the pioneer tenants in the Park. With over 20 years operating from Kulim, we are familiar with the eco system surrounding Kulim that includes the supply/supporting industries and human capital.</p> <p>The huge inflow of foreign direct investment (“FDI”) into Penang and Kulim recently, has posed the challenges of securing enough workforce and talent pool, especially the skilled workers. Nevertheless, our inclusive culture of togetherness enhances our ability to retain the workforce and talent.</p> <p>Supply chain issue is a global issue and not a localize problem. Therefore, it is neutral to us whether we are residing in Kulim or otherwise.</p>

Appendix B to the Minutes of the First Annual General Meeting held on 28 June 2022

Poll Result

AURELIUS TECHNOLOGIES BERHAD

(202101005015)

First Annual General Meeting

Tricor Business Centre, Gemilang Room, Unit 29-02, Level 29, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
On 28-June-2022 at 10:00AM

Result On Voting By Poll

Resolution(s)	Vote For			Vote Against			Total Votes			
	No of Units	%	No of P/S	No of Units	%	No of P/S	No of Units	%	No of P/S	%
Ordinary Resolution 1	263,801,048	99.9933	44	17,601	0.0067	9	263,818,649	100.0000	53	100.0000
Ordinary Resolution 2	263,801,548	99.9935	45	17,101	0.0065	8	263,818,649	100.0000	53	100.0000
Ordinary Resolution 3	264,096,448	99.9954	52	12,201	0.0046	4	264,108,649	100.0000	56	100.0000
Ordinary Resolution 4	264,121,248	99.9442	50	147,401	0.0558	6	264,268,649	100.0000	56	100.0000
Ordinary Resolution 5	257,418,948	97.3712	39	6,949,701	2.6288	18	264,368,649	100.0000	57	100.0000
Ordinary Resolution 6	257,103,748	97.3182	36	7,084,901	2.6818	20	264,188,649	100.0000	56	100.0000
Ordinary Resolution 7	257,273,248	97.3200	35	7,084,901	2.6800	20	264,358,149	100.0000	55	100.0000
Ordinary Resolution 8	264,355,748	99.9953	51	12,401	0.0047	5	264,368,149	100.0000	56	100.0000
Ordinary Resolution 9	255,420,148	96.6153	34	8,948,001	3.3847	22	264,368,149	100.0000	56	100.0000
Ordinary Resolution 10	262,215,948	99.1857	46	2,152,701	0.8143	11	264,368,649	100.0000	57	100.0000



Resolution(s)	Pre-determined Abstain *		Abstain / Spoilt #	
	No of Units	No of P/S	No of Units	No of P/S
Ordinary Resolution 1	550,000	4	0	0
Ordinary Resolution 2	550,000	4	0	0
Ordinary Resolution 3	260,000	1	0	0
Ordinary Resolution 4	100,000	1	0	0
Ordinary Resolution 5	0	0	0	0
Ordinary Resolution 6	180,000	1	0	0
Ordinary Resolution 7	10,000	1	500	1
Ordinary Resolution 8	0	0	500	1
Ordinary Resolution 9	0	0	500	1
Ordinary Resolution 10	0	0	0	0

* These votes refer to holders who have pre-determined abstain from voting in proxy forms or holders refrained from voting due to conflict of interest.
These refer to:

- 1) Holders who have chosen not to vote (e-voting) or
- 2) Abstain / Spoilt votes as reflected in poll slips (poll slip voting)



Handwritten signature and date: 22/6/22

