



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

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Aurelius Technologies Berhad (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 **Wednesday, 11 January 2023 at 2.30 p.m.** or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

A G E N D A

**ORDINARY RESOLUTION
WAIVER OF THE STATUTORY PRE-EMPTIVE RIGHTS
OVER NEW ORDINARY SHARES IN THE COMPANY
UNDER SECTION 85 OF THE COMPANIES ACT 2016
("THE ACT") IN CONJUNCTION WITH CLAUSE 53 OF
THE CONSTITUTION**

Please refer to
Explanatory Note

"THAT further to the approval granted by the shareholders of the Company on the authority to issue and allot ordinary shares of the Company ("**ATech Shares**") pursuant to Sections 75 and 76 of the Act at the First Annual General Meeting of the Company held on 28 June 2022 ("**General Mandate**"), approval be and is hereby given for the statutory pre-emptive rights of the shareholders of the Company to be first offered new ATech Shares ranking equally to the existing issued ATech Shares arising from any issuance of ATech Shares pursuant to the General Mandate under Section 85 of the Act to be waived in conjunction with Clause 53 of the Constitution of the Company ("**Waiver of Pre-emptive Rights**").

THAT the Company be exempted from the obligation to offer new ATech Shares first to the existing shareholders of the Company in respect of the issuance and allotment of ATech Shares pursuant to the General Mandate.

AND THAT the Directors and/or the Company Secretaries be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company."

BY ORDER OF THE BOARD

TAN AI PENG (MAICSA 7018419, SSM PC No. 201908003179)
Company Secretary
Kuala Lumpur

28 December 2022

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Notes:

- (i) For the purpose of determining who shall be entitled to attend this EGM, 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and Subsection 34(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA"), a Record of Depositors ("ROD") as at 4 January 2023 and only Depositors whose names appear on such ROD shall be entitled to attend the EGM.
- (ii) A member who can participate can appoint one (1) or more proxies (who need not be members) 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 appointer 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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) Subject to the Company's Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument with the Share Registrar via TIIH Online website at <https://tiih.online> not later than 9 January 2023 at 2.30 p.m. Please follow the procedure as set out in the Administrative Guide of the EGM for further information on electronic submission of proxy form.
- (vii) Where a member of the Company is an authorised nominee as defined in 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.

Explanatory Notes:

Ordinary Resolution

Waiver of Statutory Pre-Emptive Rights Over New Shares of the Company

The Company had vide its First Annual General Meeting held on 28 June 2022 obtained approval from the shareholders of the Company on the authority for Directors to issue shares pursuant to Sections 75 and 76 of the Act up to a maximum of twenty per centum (20%) up to 31 December 2022 and thereafter, ten per centum (10%) of the Company's total number of issued shares for the time being as stipulated under Paragraph 6.03(1) of the MMLR for such purposes as the Directors consider would be in the best interest of the Company up to the conclusion of the next Annual General Meeting ("General Mandate").

Subsection 85(1) of the Act states that "Subject to the constitution, where a company issues 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".

It is also provided under Clause 53 of the Constitution of the Company that subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities proposed to be issued shall, before they are issued be offered to such persons as at the date of the offer are

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entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled.

Accordingly, in accordance with Clause 53 of the Company's Constitution, the Company wishes to seek approval from the shareholders on the Waiver of Pre-Emptive Rights for the Company to issue new shares to any person, whether a member or not, in such numbers or proportions as the Directors may determine under the General Mandate. By approving the Waiver of Pre-Emptive Rights, the pre-emptive rights of the shareholders pursuant to Subsection 85(1) of the Act and Clause 53 of the Company's Constitution would be deemed waived.

This authority will expire pursuant to the General Mandate at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held by the Company.