



AT SYSTEMATIZATION BERHAD
(Company No. 644800-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of AT Systematization Berhad ("AT" or "Company") will be held at Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 August 2015, at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO THIRTY PER CENTUM (30%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED SIS")

"THAT subject to the provisions under the Companies Act, 1965 ("the Act") and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company to:-

- (a) establish and administer the Proposed SIS which involves the granting of options to all eligible employees of the Company and its subsidiaries ("AT Group" or "the Group") including Directors of the Group (excluding AT's subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the By-laws, a draft of which is set out in Appendix I of the Circular to Shareholders dated 10 August 2015 ("By-laws");
- (b) allot and issue such number of new ordinary shares of RM0.10 each in AT ("AT Shares") to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of AT Shares to be allotted and issued shall not exceed thirty per centum (30%) of the issued and paid-up share capital of the Company (excluding any treasury shares) at any one time throughout the duration of the Proposed SIS;
- (c) allot and issue new AT Shares to the Directors and senior management of the AT Group provided that the aggregate number of AT Shares to be allotted and issued shall not exceed eighty per centum (80%) of the total number of new AT Shares to be issued under the proposed SIS;
- (d) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new AT Shares which may from time to time be allotted and issued pursuant to the Proposed SIS. Such new AT Shares will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new AT Shares will not be entitled to any dividends, rights, allotments or any other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment of such new AT Shares and will be subject to all the provisions of the Articles of Association of the Company (including those relating to transfer and transmission);
- (e) modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- (f) extend the duration of the Proposed SIS for a maximum period of an additional five (5) years (the duration of the Proposed SIS would then be for a total period of ten (10) years from the effective date of the Proposed SIS), if the Board of Directors of the Company ("Board") deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO DATO' NIK ISMAIL BIN DATO' NIK YUSOFF

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Nik Ismail Bin Dato' Nik Yusoff, being the Independent Non-Executive Chairman of the Company, options to subscribe for new AT Shares and if such options are accepted and exercised, to allot and issue such number of new AT Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Nik Ismail Bin Dato' Nik Yusoff, as long as Dato' Nik Ismail Bin Dato' Nik Yusoff either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of AT;

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO MAK SIEW WEI

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Mak Siew Wei, being the Executive Director of the Company, options to subscribe for new AT Shares and if such options are accepted and exercised, to allot and issue such number of new AT Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Mak Siew Wei, as long as Mak Siew Wei either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of AT;

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO DATO' IR. AUNIAH BINTI ALI

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Ir. Auniah Binti Ali, being the Executive Director of the Company, options to subscribe for new AT Shares and if such options are accepted and exercised, to allot and issue such number of new AT Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Ir. Auniah Binti Ali, as long as Dato' Ir. Auniah Binti Ali either singly or collectively through persons connected with her (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of AT;

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO DR. CH'NG HUCK KHOON

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dr. Ch'ng Huck Khoo, being the Independent Non-Executive Director of the Company, options to subscribe for new AT Shares and if such options are accepted and exercised, to allot and issue such number of new AT Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dr. Ch'ng Huck Khoo, as long as Dr. Ch'ng Huck Khoo either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of AT;

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO CHANG YUN LUNG

"THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chang Yun Lung, being the Independent Non-Executive Director of the Company, options to subscribe for new AT Shares and if such options are accepted and exercised, to allot and issue such number of new AT Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Chang Yun Lung, as long as Chang Yun Lung either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of AT;

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

BY ORDER OF THE BOARD

Angelina Chenh Gaik Suan (MAICSA 7035272)
Lee Mei Mei (MAICSA 7062284)
Company Secretaries
Penang
Date: 10 August 2015

Notes:

1. A member of the Company entitled to attend and vote at the meeting may appoint more than two (2) proxies to attend and vote on the same occasion. A proxy appointed may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. If a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
2. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorized in writing.
3. 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 Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
4. The proxy form must be deposited at the registered office of the Company at Suite S-21-H, 21st Floor, Menara Northam, 55 Jalan Sultan Ahmad Shah, 10050 Penang, at least forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
5. Kindly note that the date of the General Meeting Record of Depositors shall be on 5 August 2015.