



ATA IMS BERHAD  
(Company No.: 190155-M)

## NOTICE OF THE THIRTIETH (30<sup>TH</sup>) ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE THIRTIETH (30<sup>TH</sup>) ANNUAL GENERAL MEETING OF ATA IMS BERHAD WILL BE HELD AT THE CONFERENCE ROOM OF ATA SITE 20, NO. 6, JALAN DEWANI 1, KAWASAN PERINDUSTRIAN TEMENGGONG, 81100 JOHOR BAHRU ON TUESDAY, 27 AUGUST 2019 AT 2:30 PM FOR THE FOLLOWING PURPOSES:**

### AGENDA

- |   |   |
|---|---|
| <p><b>Ordinary Business</b></p> <ol style="list-style-type: none"> <li>To receive the Audited Financial Statements for the financial year ended 31 March, 2019 and the Reports of the Directors and Auditors thereon.</li> <li>To approve the Directors' fees of RM300,000-00 for the financial year ending 31 March 2020.</li> <li>To re-elect the following retiring Directors in accordance with the Company's Constitution:-             <ol style="list-style-type: none"> <li>Mr. Koh Win Ton - Article 102</li> <li>Ms. Wong Chin Chin - Article 102</li> </ol> </li> <li>To approve the payment of a final dividend of 3.29 sen per ordinary share in respect of the financial year ended 31 March 2019.</li> <li>To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.</li> </ol> | <p>Please refer to<br/><b>Explanatory<br/>Note 8 (a) (i)</b><br/><b>Ordinary Resolution 1</b><br/><b>Ordinary Resolution 2</b><br/><b>Ordinary Resolution 3</b><br/><b>Ordinary Resolution 4</b><br/><b>Ordinary Resolution 5</b></p> |
|---|---|

### Special Business

To consider and if thought fit, to pass the following Ordinary and Special Resolutions:

- |  |  |
|--|--|
| <ol style="list-style-type: none"> <li><b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b><br/>"That pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant government/regulatory authorities, the Directors be and hereby authorised to allot and to issue shares in the Company, from time to time, 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 does not exceed 10 per centum of the total issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."</li> <li><b>PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH THE RELATED PARTIES AS DISCLOSED UNDER PARAGRAPH 4.3 OF THE CIRCULAR TO SHAREHOLDERS</b><br/>"THAT approval be and is hereby given pursuant to Paragraph 10.09 and Practice Note 12 of the Bursa Malaysia Main Market Listing Requirements for the Company and its subsidiaries to enter into the category of Recurrent Related Party Transactions of a revenue or trading nature as set out in Paragraph 4.3 of the Circular to Shareholders dated 29 July 2019 with those Related Parties as set out in paragraph 4.2 which are necessary for their day-to-day operations, in the ordinary course of business made on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders; AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this Resolution and is subject to annual renewal. In this respect, the authority shall continue to be in force until:             <ol style="list-style-type: none"> <li>the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse unless the Authority is renewed by a Resolution passed at that Annual General Meeting;</li> <li>the expiration of the period within which the next Annual General Meeting after that date, is required to be held pursuant to section 340 of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to section 340 of the Companies Act 2016; or</li> <li>revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier;"</li> </ol> </li> <li><b>PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION ("PROPOSED ALTERATION")</b><br/>THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution attached hereto as Annexure A with effect from the date of passing this special resolution.<br/><br/>THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."</li> </ol> | <p><b>Ordinary Resolution 6</b><br/><b>Ordinary Resolution 7</b><br/><b>Special Resolution</b></p> |
|--|--|

- To transact any other ordinary business of which due notice shall have been given.

### BY ORDER OF THE BOARD,

**YONG MAY LI (f) (LS0000295)**  
**WONG CHEE YIN (f) (MAICSA 7023530)**

Company Secretaries  
Johor Bahru

Dated: 29 July 2019

### Notes:

- For the purpose of determining members' eligibility to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 67(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 19 August 2019. Only members whose names appear therein shall be entitled to attend this meeting or appoint proxies to attend and vote on his/her behalf.
- A member entitled to attend and vote at the meeting may appoint a proxy to vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- In the case of a corporation, this proxy shall be executed under its Common Seal or under the hand of officer or attorney of the corporation duly authorised in writing on its behalf.
- Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least 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.
- Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The proxy form and the Power of Attorney or other authority (if any) under which it is signed, a notarially certified copy thereof must be lodged at the Registered Office, Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor not less than 48 hours before the time appointed for the Meeting.
- Pursuant to Paragraph 8.29(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM shall be put to vote by poll.
- Explanatory Note:
  - Ordinary Business**
    - Item 1 of Agenda**  
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
    - Ordinary Resolution No. 2 & 3**  
Mr. Koh Win Ton and Ms. Wong Chin Chin are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 30th AGM. The Board of Directors has through the Nomination Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.  
The profiles of the Directors standing for re-election are provided on pages 7 to 8 of the Board of Directors' Profile in the 2019 Annual Report.
  - Special Business**
    - Ordinary Resolution No. 6**  
- **Authority To Issue And Allot Shares Pursuant To Sections 75 And 76 Of The Companies Act 2016**  
The proposed Resolution, if passed, is a new General Mandate to empower the Directors to issue and allot shares up to an aggregate amount not exceeding ten per centum (10.0%) of the total issued share capital of the Company for the time being, for the purpose as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. With this authority, the Company will be able to raise capital from the equity market in a shorter period of time and the cost to be incurred will also be lower as the need to convene an Extraordinary General Meeting will be dispensed with.  
The General Mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project (s) working capital and /or acquisition.  
The Company has issued 57,351,000 shares under the mandate granted to the Directors at the last Annual General Meeting of the Company held on 28 August 2018 and which will lapse at the conclusion of the 30th Annual General Meeting of the Company.
    - Ordinary Resolution No. 7**  
- **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**  
The proposed Resolution, if passed, will authorise the Company and each of its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature in their ordinary course of business. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
    - Special Resolution**  
- **Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a new Constitution ("Proposed Alteration")**  
This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.  
For further information on the Proposed Alteration, please refer to the Annexure A enclosed together with this Notice of General Meeting of the Company dated 29 July 2019.

### CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 30th Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 17 September 2019.

The dividend, if approved, will be paid on 27 September 2019 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 17 September 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred into the Depositor's Securities Account before 4.30 p.m. on 17 September 2019 in respect of ordinary transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.