



AT SYSTEMATIZATION BERHAD  
(644800-X)

(Incorporated in Malaysia)

**NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the 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 Friday, 13 September 2019 at 10.30 a.m. for the following purposes :

**AGENDA**

- |  |  |
|--|--|
| (1) To receive the Audited Financial Statements for the year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon.   | (Please refer to Note A)                       |
| (2) To approve the payment of Directors' fees of up to RM260,000.00 for the financial year ending 31 March 2020 and payment of such fees to the Directors of the Company and its subsidiaries.                         | Ordinary Resolution 1                          |
| (3) To approve the payment of benefits other than Directors' fees of up to RM28,000.00 to the Non-Executive Directors of the Company from 14 September 2019 until the next Annual General Meeting of the Company.      | Ordinary Resolution 2                          |
| (4) To re-elect the following Directors retiring under Article 132 of the Constitution of the Company, and who, being eligible offer them- selves for re-election:-<br>(i) Dr. Ch'ng Huck Khoon<br>(ii) Chang Yun Lung | Ordinary Resolution 3<br>Ordinary Resolution 4 |
| (5) To re-appoint Messrs. Ong & Wong as Auditors of the Company and to authorize the Board of Directors to fix their remuneration.   | Ordinary Resolution 5                          |

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

- |  |                       |
|--|-----------------------|
| (6) Power to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016<br>"THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for 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 or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier." | Ordinary Resolution 6 |
|--|-----------------------|

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:-

- |   |                      |
|---|----------------------|
| (7) Proposed Adoption of New Constitution<br>"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new constitution as set out in Appendix III of the Circular to Shareholders dated 31 July 2019 be and is hereby adopted as the Constitution of the Company with immediate effect ("Proposed Adoption of New Constitution");<br>AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities." | Special Resolution 1 |
| (8) To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.  |                      |

By Order of the Board

LIM KIM TECK (MAICSA 7010844)  
ADELINE TANG KOON LING (LS 0009611)  
Company Secretaries

Date : 31 July 2019  
Penang

**NOTES:**

- A. *This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.*

**Notes:-**

- Only a Depositor whose name appear in the Record of Depositors as at 6 September 2019 shall be regarded as a member entitled to attend, speak and vote or to appoint a proxy or proxies to attend, speak and vote at the Fifteenth Annual General Meeting.*
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.*
- Subject to Paragraph (4) below, a member entitled to attend and vote is entitled to appoint two (2) or more proxies to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.*
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, Penang not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*

**Explanatory Note On Special Business:**

**1. Resolution 6**

The proposed resolution, if passed, will grant a renewed general mandate ("Renewed Mandate") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% (ten per centum) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The Renewed Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, capital expenditure, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval for a Renewed Mandate. This Renewed Mandate unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting of the Company.

As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the Fourteenth Annual General Meeting held on 21 September 2018 which will lapse at the conclusion of the Fifteenth Annual General Meeting.

**2. Special Resolution No. 1 – Proposed Adoption of New Constitution**

The proposed resolution is undertaken primarily to streamline the existing Memorandum and Articles of Association ("M&A") of the Company with the Companies Act 2016, which was effective from 31 January 2017. The Proposed Adoption of New Constitution is also to align the existing M&A with the ACE Market Listing Requirements issued by Bursa Malaysia Securities Berhad and to provide clarity to certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Please refer to the Circular to Shareholders dated 31 July 2019 for further information.

Kindly note that the date of the General Meeting Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the Fifteenth Annual General Meeting shall be on 6 September 2019.