



ATA IMS BERHAD
Registration Number: 198901012846 (190155-2 M)

NOTICE OF THE THIRTIETH (31ST) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST (31ST) ANNUAL GENERAL MEETING OF ATA IMS BERHAD WILL BE HELD AT THE CONFERENCE ROOM, NO. 6, JALAN DEWANI 1, KAWASAN PERINDUSTRIAN TEMENGGONG, 81100 JOHOR BAHRU ON WEDNESDAY, 23 SEPTEMBER 2020 AT 2:30 PM FOR THE FOLLOWING PURPOSES:

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 and the Reports of the Directors and Auditors thereon.
- To approve the Directors' fees of RM300,000-00 for the financial year ending 31 March 2021.
- To re-elect the following retiring Directors in accordance with the Company's Constitution:-
 - Dato' Sri Foo Chee Juan - Clause 76(3)
 - Mr. Lee Kok Jong - Clause 76(3)
- To approve the payment of a single tier final dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 March 2020.
- To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Note 8 (a) (i)
Resolution 1
Resolution 2
Resolution 3
Resolution 4
Resolution 5

Special Business

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

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Resolution 6

"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."

7. PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK ("PROPOSED SHARE BUY-BACK")

Resolution 7

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase.

("Proposed Share Buy-Back")

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting; the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable law, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities of the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities of the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depository) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.

8. PROPOSED RENEWAL OF 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

Resolution 8

"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 25 August 2020 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:

- 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;
- 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
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;"

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

BY ORDER OF THE BOARD,

YONG MAY LI (f)
(LS0000295) (SSM Practicing Certificate No. 202008000285)
WONG CHEE YIN (f)
(MAICSA 7023530) (SSM Practicing Certificate No. 202008001953)

Company Secretaries
Johor Bahru
Dated: 25 August 2020

Notes:

- For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 14 September 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in its place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at this General Meeting may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at this General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of Bursa Securities.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 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 or 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.

10. 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**
Dato' Sri Foo Chee Juan and Mr. Lee Kok Jong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 31st 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 2020 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 not issued any shares under the mandate granted to the Directors at the last Annual General Meeting of the Company held on 27 August 2019 and which will lapse at the conclusion of the 31st Annual General Meeting of the Company.
 - Ordinary Resolution No. 7**
- **Proposed Share Buy-Back**
The proposed Resolution, if passed, will enable the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company. The details of this proposed Resolution are set out in Part B of the Statement to the Shareholders of the Company dated 25 August 2020 which is dispatched together with the Company's Annual report 2020.
 - Ordinary Resolution No. 8**
- **Proposed Renewal of 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 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.

CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 31st Annual General Meeting of the Company, the Share transfer books and Register of Members will be closed on 12 October 2020. The dividend, if approved, will be paid on 28 October 2020 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 12 October 2020.

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 12 October 2020 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.



ATA IMS BERHAD

Registration No. 198901012846 (190155-M)
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE
FOR THE 31ST ANNUAL GENERAL MEETING OF ATA IMS BERHAD**

Day and date	:	Wednesday, 23rd September 2020
Time	:	Registration 1:30 p.m. – 2:30 p.m. AGM to commence at 2:30 p.m.
Venue	:	Conference Room, No. 6, Jalan Dewani 1, Kawasan Perindustrian Temenggong, 81100 Johor Bahru, Johor

**ONLINE PRE-REGISTRATION TO ATTEND THE 31ST ANNUAL GENERAL MEETING OF
ATA IMS BERHAD (“ATAIMS 31ST AGM” or “AGM”)**

According to revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers on 15 July 2020 issued by Securities Commission Malaysia, shareholders are required to register ahead of the ATAIMS 31ST AGM to allow the Company to make the necessary arrangements in relation to the meeting infrastructure, logistics and meeting venue to accommodate the meeting participants.

Please follow the steps below to pre-register your physical attendance at the AGM.

1. Visit Tricor Investor & Issuing House Services Sdn Bhd at <https://tjih.online>
2. Login in to TIH Online website with your user name (i.e. email address) and password under “e-Services”. If you have not registered as a user of TIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
3. Select the Corporate Event “**(REGISTRATION) ATAIMS 31ST AGM**”.
4. Read and agree to the Terms & Conditions and confirm the Declaration.
5. Select “Register for Physical Attendance at Meeting Venue”.
6. Review your registration and proceed to register.
7. System will send an email to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
8. After verification of your registration against the General Meeting Record of Depositors, the system will send you an e-mail after 21 September 2020 to approve or reject your registration to attend physically at the Meeting Venue.

Please note that only a depositor whose name appears on the Record of Depositor as at 14 September 2020 shall be entitled to attend the AGM.

If you have any enquiries on the above, please contact the following person-in-charge during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General/Fax No/Email : +603 - 2783 9299 / +603 - 2783 9222 / is.enquiry@my.tricorglobal.com
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