



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of AT Systematization Berhad (“**ATS**” or the “**Company**”) (“**EGM**”) will be conducted on a fully virtual basis from the Broadcast Venue at Level 18, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 12 April 2021 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS” OR “SCHEME”) INVOLVING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF ATS (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF ATS AND ITS SUBSIDIARIES (“PROPOSED ESOS”)

“**THAT** subject to the approval of all relevant authorities and parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the new ordinary shares in the Company (“**ATS Shares**” or “**Shares**”) to be issued pursuant to the exercise of the Options granted under the Scheme having been obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 30% of the total number of issued shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible directors and eligible employees of the Company and its subsidiaries, excluding the subsidiaries which are dormant (“**ATS Group**” or the “**Group**”) and the Board be and is hereby authorised to:-

- (i) implement and administer the Scheme in accordance with the By-laws governing the Scheme (“**By-laws**”), a draft of which is set out in Appendix II of the Circular to Shareholders dated 26 March 2021 (“**Circular**”), and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- (ii) make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the Options granted under the Scheme;
- (iii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the Options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 30% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares to be allotted and issued upon the exercise of any Options granted under the Scheme will be subject to the provisions of the Constitution of the Company and will, upon allotment, issuance, rank pari passu in all respects with the then existing issued Shares, save and except that the new Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;
- (iv) modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of 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 Scheme;
- (v) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and

THAT the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;

AND THAT the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION TO DATO’ NIK ISMAIL BIN DATO’ NIK YUSOFF

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of Options to subscribe for new Shares under the Scheme to Dato’ Nik Ismail Bin Dato’ Nik Yusoff, the Independent Non-Executive Chairman of the Company (“**Proposed Allocation to Dato’ Nik Ismail**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any);

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Dato’ Nik Ismail with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Dato’ Nik Ismail as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION TO CHOONG LEE AUN

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of Options to subscribe for new Shares under the Scheme to Choong Lee Aun, the Managing Director of the Company (“**Proposed Allocation to Choong Lee Aun**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any);

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Choong Lee Aun with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Choong Lee Aun as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION TO MAK SIEW WEI

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of Options to subscribe for new Shares under the Scheme to Mak Siew Wei, the Executive Director of the Company (“**Proposed Allocation to Mak Siew Wei**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any);

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Mak Siew Wei with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Mak Siew Weis well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION TO DR. CH’NG HUCK KHOON

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of Options to subscribe for new Shares under the Scheme to Dr. Ch’ng Huck Khoon, the Independent Non-Executive Director of the Company (“**Proposed Allocation to Dr. Ch’ng Huck Khoon**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any);

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Dr. Ch’ng Huck Khoon with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Dr. Ch’ng Huck Khoon as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION TO TAN LAY CHEE

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of Options to subscribe for new Shares under the Scheme to Tan Lay Chee, the Independent Non-Executive Director of the Company (“**Proposed Allocation to Tan Lay Chee**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any);

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Tan Lay Chee with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Tan Lay Chee as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

By Order of the Board
AT SYSTEMATIZATION BERHAD

LIM KIM TECK
(MAICSA 7010844)
SSM PC No. 202008002059

ADELINE TANG KOON LING
(LS 0009611)
SSM PC No. 202008002271

Company Secretaries

Penang
26 March 2021

Notes:-

- (1) Only a member whose name appear in the Record of Depositors as at 1 April 2021 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 Extraordinary General Meeting.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) The instrument appointing a proxy and the power of attorney or other authority (if any), which is signed or a notarially certified copy thereof, must be deposited with the Poll Administrator’s office at ShareWorks Sdn Bhd, No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or by electronic means through ir@shareworks.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (7) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, the resolutions set out above will be put to vote by way of poll.
- (8) The EGM will be conducted fully virtual at the Broadcast Venue. The members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.