



AT SYSTEMATIZATION BERHAD

Registration No. 200401006297 (644800-X)
(Incorporated in Malaysia)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company 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 Wednesday, 29 September 2021 at 1.00 p.m. for the following purposes :-

AGENDA

- To receive the Audited Financial Statements for the year ended 31 March 2021 together with the Directors' and Auditors' Reports thereon. (Please refer to Note 1)
- To approve the payment of Directors' fees of up to RM260,000.00 for the financial year ending 31 March 2022 to the Directors of the Company and its subsidiaries. Ordinary Resolution 1
- 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 30 September 2021 until the next Annual General Meeting of the Company. Ordinary Resolution 2
- To re-elect Dato' Nik Ismail Bin Dato' Nik Yusoff retiring under Clause 131 of the Company's Constitution and who, being eligible, offers himself for re-election. Ordinary Resolution 3
- To re-elect Choong Lee Aun retiring under Clause 131 of the Company's Constitution and who, being eligible, offers himself for re-election. Ordinary Resolution 4
- 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 resolutions as Ordinary Resolutions:-

- Continuation in Office as an Independent Non-Executive Director Ordinary Resolution 6
"THAT authority be and is hereby given to Dr. Ch'ng Huck Khoon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company".
- Power to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 Ordinary Resolution 7
"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."
- 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
(SSM PRACTISING CERTIFICATE NO. 202008002059)
(MAICSA 7010844)

ADELIN TANG KOON LING
(SSM PRACTISING CERTIFICATE NO. 202008002271)
(LS 0009611)
Company Secretaries

Date : 30 August 2021
Penang

NOTES:

1. Audited Financial Statements for the financial year ended 31 March 2021

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

2. Ordinary Resolution No. 1 – Proposed payment of Directors' fees

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors fees on current year basis. In the event the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next Annual General Meeting for additional fees to meet the shortfall.

3. Ordinary Resolution No. 2 – Proposed payment of Directors' benefits (excluding Directors' fees)

The Directors' benefits (excluding Directors' fees) comprises the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 30 September 2021 until the next Annual General Meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

4. Ordinary Resolution No. 6 – Continuation in Office as an Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance, the Board is making a recommendation and will seek shareholders' approval to retain Dr. Ch'ng Huck Khoon, who has served as Independent Non-Executive Director of the Company for a cumulative terms of more than nine (9) years, as an Independent Non-Executive Director of the Company.

Dr. Ch'ng Huck Khoon has served as an Independent Non-Executive Director of the Company for 10 years. The Board has carried out an assessment of Dr. Ch'ng Huck Khoon and determined that he has met the independence guidelines as set out in Chapter 1 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the criteria of independence recognised by the Board. The Board has determined that Dr. Ch'ng Huck Khoon is able to bring objective and independent judgement to the Board and recommended him to continue to act as an Independent Non-Executive Director of the Company.

5. Ordinary Resolution No. 7 - Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

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 considered 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, 656,578,600 new shares in the Company have been issued pursuant to the general mandate to issue and allot shares granted to the Directors at the Sixteenth Annual General Meeting held on 28 September 2020 which will lapse at the conclusion of the Seventeenth Annual General Meeting.

6. Appointment of Proxy

- 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 (3) 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 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.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out above will be put to vote by way of poll.
- The Seventeenth Annual General Meeting will be conducted on a fully virtual basis from the Broadcast Venue. Members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

7. Members entitled to attend the Seventeenth Annual General Meeting

Only a Depositor whose name appears in the Record of Depositors as at 22 September 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 Seventeenth Annual General Meeting.