



AT SYSTEMATIZATION BERHAD

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

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be conducted on a virtual basis from the Broadcast Venue at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and online remote voting using the remote participation and voting platform on Tuesday, 26 September 2023 at 2.00 p.m. for the following purposes :

AGENDA

- To receive the Audited Financial Statements for the year ended 31 March 2023 together with the Directors' and (Please refer to Note 4) Auditors' Reports thereon.
- To approve the payment of Directors' fees of up to RM260,000.00 for the financial year ending 31 March 2024 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 27 September 2023 until the next Annual General Meeting of the Company. Ordinary Resolution 2
- To re-elect the following Directors retiring under the respective provisions of the Constitution of the Company, and who, being eligible offer themselves for re-election:-
 - Dato' Nik Ismail Bin Dato' Nik Yusoff Clause 131 Ordinary Resolution 3
 - Mr. Tan Lay Chee Clause 131 Ordinary Resolution 4
 - Madam Ong Poh Lin Abdullah Clause 136 Ordinary Resolution 5
- To re-appoint Messrs. UHY as Auditors of the Company and to authorize the Board of Directors to fix their remuneration. Ordinary Resolution 6

AS SPECIAL BUSINESS

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

- 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.

AND THAT pursuant to Section 85 of the Act read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."

- 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

ADELINE TANG KOON LING

(LS 0009611)

(SSM PRACTISING CERTIFICATE NO. 202008002271)

WONG YUET CHYN

(MAICSA 7047163)

(SSM PRACTISING CERTIFICATE NO. 202008002451)

Company Secretaries

Date : 31 July 2023

Penang

NOTES:

- The Nineteenth Annual General Meeting ("AGM") will be conducted on a 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.
 - The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Act and Clause 79 of the Constitution of the Company which require the Chairman of the Meeting to be present at the main venue of the Meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.

2. 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 Share Registrar's office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W. P. Kuala Lumpur or fax to 03-6413 3271 or email to infos@wscs.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.

3. Members entitled to attend the Nineteenth AGM

For the purpose of determining a member who shall be entitled to attend the Nineteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 81(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 18 September 2023. Only a Depositor whose name appears in the Record of Depositors as at 18 September 2023 shall be regarded as a member entitled to attend and vote or to appoint a proxy or proxies to attend and vote at the Nineteenth Annual General Meeting.

4. Audited Financial Statements for the financial year ended 31 March 2023

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.

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

Pursuant to Section 230(1) of the Companies Act, the Company shall at every AGM approve the fees of the Directors of the Company and its subsidiaries. The Directors' fees payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The Directors' fees are in accordance with the remuneration framework of the Group. 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 AGM for additional fees to meet the shortfall.

6. 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 and Board Committee meetings for the period from 27 September 2023 until the next AGM. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

7. Ordinary Resolutions No. 3 and 4 - Re-election of Director who retires in accordance with Clause 131 of the Constitution of the Company

Clause 131 of the Constitution of the Company provides that an election of directors shall take place each year. 1/3 of the directors for the time being shall retire from office at each AGM but shall be eligible for re-election at the said meeting. If the total number of the directors is not 3 or a multiple of 3, the number nearest to 1/3 will retire. The Directors to retire in every year shall be those who have been longest in office since their last election.

Dato' Nik Ismail Bin Dato' Nik Yusoff and Mr. Tan Lay Chee who will be retiring and offering themselves for re-election at the Nineteenth AGM were evaluated by the Nominating Committee and the Board. Based on the evaluation outcome, the Nominating Committee and the Board were of the view that their performances were satisfactory and recommended their re-election for shareholders' approval.

8. Ordinary Resolution No. 5 - Re-election of Director who retires in accordance with Clause 136 of the Constitution of the Company

Clause 136 of the Constitution of the Company provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Madam Ong Poh Lin Abdullah was newly appointed to the Board on 31 May 2023 and will be retiring and offering herself for re-election at the Nineteenth AGM.

9. 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.

By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company, the shareholders having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 read together with Clause 14 of the Constitution of the Company, which will result in a dilution to their shareholding percentage in the Company.

As at the date of this notice, 600,062,000 new shares have been issued pursuant to the general mandate to issue and allot shares granted to the Directors at the Eighteenth AGM held on 23 September 2022 which will lapse at the conclusion of the Nineteenth AGM.

Personal Data Privacy

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents); (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s) personal data for the Purpose(s); and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.