

NOTICE OF ANNUAL GENERAL MEETING

ADVANCED SYSTEMS AUTOMATION LIMITED

(Company Registration No. 198600740M)

(Incorporated in the Republic of Singapore with limited liability)

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of Advanced Systems Automation Limited (the “**Company**”) will be held at SBF Center, 160 Robinson Road #06-01, Singapore 068914, Seminar Room 2 on **Friday, 23 August 2024 at 3.00 p.m.** for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Auditors’ Report thereon.
(Resolution 1)
2. To re-elect Mr Chong Man Sui, who is retiring pursuant to Regulation 89 of the Constitution of the Company and who, being eligible, offer himself for re-election as a Director of the Company.
[See Explanatory Note (i)]
(Resolution 2)
3. To re-elect Dato’ Sri Mohd Sopiyan B Mohd Rashdi who is retiring pursuant to Regulation 89 of the Constitution of the Company and who, being eligible, offer himself for re-election as a Director of the Company.
[See Explanatory Note (ii)]
(Resolution 3)
4. To approve the payment of Directors’ fees of S\$127,000 for the financial year ended 31 December 2023 (2022: S\$127,000).
(Resolution 4)
5. To re-appoint Messrs Forvis Mazars LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
(Resolution 5)
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. AUTHORITY TO ALLOT AND ISSUE SHARES

That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force.

PROVIDED ALWAYS THAT:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument), does not exceed 100 per cent of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 50 per cent of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the date of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier; or (ii) in the case of Shares to be issued in pursuance of the Instruments, or made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.
[See Explanatory Note (iii)]

(Resolution 6)

8. PROPOSED RENEWAL OF IPT GENERAL MANDATE WITH ASTI GROUP

- (a) That approval be and is hereby given for the purpose of Chapter 9 of the Catalist Rules, for the Company and its subsidiaries and associated companies, or any of them, to enter into the Mandated Transactions (as defined in Appendix 3 to the Annual Report 2023) with ASTI Holdings Limited, its subsidiaries and associated companies ("**ASTI Group**"), provided that such transactions are entered into in accordance with the Review Procedures for ASTI Corporate Support Services as set out in the aforesaid Appendix 3, and that such approval (the "**IPT General Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company;
- (b) That the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT General Mandate and/or this Resolution; and
- (c) The Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures and/or modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules, which may be prescribed by the SGX-ST from time to time.
[See Explanatory Note (iv)]

(Resolution 7)

By Order of the Board

Theng Searn Por
Company Secretary
Singapore, 8 August 2024

EXPLANATORY NOTES

(i) Mr Chong Man Sui will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director of the Company, the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He will be considered independent by the Board of Directors of the Company (“Board”) for the purpose of Rule 704(7) of the Catalist Rules.

(ii) Dato’ Sri Mohd Sopiyan B Mohd Rashdi has served as an Independent and Non-Executive Director of the Company for more than nine (9) years from the date of his first appointment. Pursuant to Rule 406(3)(d)(iv) of the Catalist Rules, a director will not be independent if he has been a director of the issuer for an aggregate period of more than nine (9) years. Such director may continue to be considered independent until the conclusion of the next annual general meeting of the issuer. Accordingly, Dato’ Sri Mohd Sopiyan B Mohd Rashdi will not be considered independent upon the conclusion of the Company’s upcoming Annual General Meeting to be held on 23 August 2024.

Dato’ Sri Mohd Sopiyan B Mohd Rashdi will, upon re-election as a Director of the Company, (i) be re-designated as a Non-Independent and Non-Executive Director of the Company; and (ii) step down as the Chairman of the Board and the Chairman of the Audit Committee. Dato’ Sri Mohd Sopiyan B Mohd Rashdi will remain as a member of the Audit, Nominating and Remuneration Committees. He will be considered non-independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.

The Board is in the midst of identifying potential candidate(s) to refresh the Board and reconstitute its Board committees to ensure compliance with the Catalist Rules and the Singapore Code of Corporate Governance 2018, and appropriate announcement(s) will be made by the Company in due course.

(iii) The Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors of the Company, and will be effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, as follows:

- (a) in any *pro-rata* issue of Shares, up to a number not exceeding, in total, 100 per cent of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings); and
- (b) in any issue of Shares other than on a *pro-rata* basis, up to a number not exceeding 50 per cent of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings).

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the date this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(iv) The Ordinary Resolution 7 in item 8 above, if passed, will renew the IPT General Mandate first approved by the shareholders of the Company on 19 February 2021 to facilitate the Company, its subsidiaries and associated companies to enter into the Mandated Transactions with ASTI Group, the details of which are set out in Appendix 3 to the Annual Report 2023. The IPT General Mandate will continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company at a general meeting.

Notes:

1. **The Thirty-Eighth Annual General Meeting of the Company (“AGM”) will be held in a wholly physical format. There will be no option for members to participate in the AGM by electronic means.** Printed copies of this Notice of AGM, the accompanying instrument appointing a proxy or proxies (“Proxy Form”) and the Notification and Request Form will be sent by post to members. **No printed copies of the Company’s Annual Report 2023 will be sent to members.** Members who wish to receive a printed copy of the Annual Report 2023 to be sent to an address in Singapore by ordinary post, will need to complete and submit the Request Form to the Company no later than 15 August 2024. Soft copies of this Notice of AGM, the Proxy Form, the Notification and Request Form and the Annual Report 2023 have also been made available for download from the Company’s corporate website at the URL <http://www.asa.com.sg> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. A member entitled to attend, speak and vote at the AGM is entitled to appoint no more than two (2) proxies to attend, speak and vote in his/her stead.
3. A member can appoint the Chairman of the AGM as his/her proxy but this is not mandatory. A proxy need not be a member of the Company.
4. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the Proxy Form. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
5. If the member is a corporation, the Proxy Form must be under its common seal or the hand of its attorney or a duly authorised officer.
6. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM. Relevant intermediary is either:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or its wholly-owned subsidiary, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act 1953 of Singapore (“CPF Act”), in respect of shares purchased under the subsidiary legislation made under that CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

7. The Proxy Form must be submitted to the Company in the following manner:

- (a) if sent by post, be mailed to **ADVANCED SYSTEMS AUTOMATION LIMITED, 3014 Ubi Road 1, #02-282 Kampong Ubi Industrial Estate, Singapore 408702**; or
- (b) if submitted electronically, be sent via email to the Company at agm@asa.sg.

in either case by 3.00 p.m. on 20 August 2024 (not less than seventy-two (72) hours before the time appointed for holding the AGM).

8. Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form, to the AGM.

9. A Depositor shall not be regarded as a member entitled to attend the AGM and to speak and vote thereat unless his/her name appears on the Depository Register seventy-two (72) hours before the time appointed for holding the AGM.

10. Members may raise questions at the AGM or submit questions related to the ordinary resolutions to be tabled for approval at the AGM, in advance of the AGM. Members who would like to submit questions in advance of the AGM may do so in the following manner:

- (a) if sent by post, be mailed to ADVANCED SYSTEMS AUTOMATION LIMITED, 3014 Ubi Road 1, #02-282 Kampong Ubi Industrial Estate, Singapore 408702; or
- (b) if submitted electronically, be sent via email to the Company at agm@asa.sg.

in either case by 5.00 p.m. on 15 August 2024 (the “**Questions Submission Cut-Off Date**”).

Members submitting questions are requested to state (i) their full name; (ii) their identification/registration number; (iii) contact telephone number; (iv) email address; and (v) the manner in which they hold shares (if you hold shares directly, please provide your CDP account number, otherwise, please state if you hold your shares through the CPFIS or the SRS, or a relevant intermediary shareholder), failing which, the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. The responses to substantial and relevant questions raised by members on or before the Questions Submission Cut-Off Date will be published on the SGXNet and the Company’s corporate website at the URL <http://www.asa.com.sg> by 3.00 p.m. on 18 August 2024, being at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the ordinary resolutions to be tabled for approval at the AGM) received after the Questions Submission Cut-Off Date which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

11. Relevant intermediaries who wish to attend the AGM, or to appoint proxy(ies) to vote at the AGM should not use the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible for the proxy(ies) appointment.

CPF/SRS investors who wish to vote at the AGM may attend the AGM in person physically, or may appoint the Chairman of the AGM or such other person as their proxy to vote. The CPF/SRS investors who wish to appoint the Chairman of the AGM or such other person as their proxy should not use the Proxy Form. Instead, they should approach their respective CPF agent banks and/or SRS operators to submit their votes at least seven (7) working days before the AGM (by 14 August 2024), in order to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form for voting on their behalf. CPF/SRS investors are requested to contact their respective CPF agent banks and/or SRS operators for any queries they may have with regard to the appointment of proxies for the AGM.

Personal data privacy:

“**Personal data**” in this Notice of AGM has the same meaning as “personal data” in the Personal Data Protection Act 2012 of Singapore, which includes his/her name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.