



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of **Atlan Holdings Bhd.** will be held at the Meeting Room, Wisma Atlan, 8 Persiaran Kampung Jawa, 11900 Bayan Lepas, Penang on Tuesday, 22 July 2014 at 11.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 28 February 2014 together with the Directors' and Auditors' Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of RM198,000 for the financial year ended 28 February 2014. **Resolution 2**
3. To re-elect the following Directors who retire in accordance with Article 78 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - a) Dato' Shagul Hamid bin K.R. Williams @ Abdullah; **Resolution 3**
 - b) Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B); and **Resolution 4**
 - c) Mr. Ong Bok Siang **Resolution 5**
4. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 as an ordinary resolution:-
 "That En. Mohd Sharif Bin Hj Yusof, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." **Resolution 6**
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

As Special Business:

6. To consider and if thought fit, to pass the following Ordinary Resolutions:-
 - i) **Ordinary Resolution**
Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 ("Proposed Authority to issue Shares")
 "THAT subject to Section 132D of the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company, at any time to such persons and 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;
 AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 8**
 - ii) **Ordinary Resolution**
Mandate for Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP 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
 "THAT approval be and is hereby given to Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP, 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." **Resolution 9**
 - iii) **Ordinary Resolution**
Mandate for Dato' Shagul Hamid Bin K.R. Williams @ Abdullah, 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
 "THAT subject to the passing of the Resolution 3, approval be and is hereby given to Dato' Shagul Hamid Bin K.R. Williams @ Abdullah, 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 in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." **Resolution 10**
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

By Order of the Board,

CHUA SIEW CHUAN (MAICSA 0777689)
THUM SOOK FUN (MIA 24701)
 Company Secretaries

Date : 30 June 2014

EXPLANATORY NOTES TO SPECIAL BUSINESS

Resolution 8 - Proposed Authority to issue Shares

The proposed Resolution 8 is primarily to seek for the renewal of a general mandate to give flexibility to the Board of Directors to issue and allot shares up to 10% of the issued share capital (excluding treasury shares) of the Company for the time being, at any time in their absolute discretion without convening a general meeting (hereinafter referred to as the "General Mandate").

The Company has been granted a general mandate by its shareholders at the last Annual General Meeting ("AGM") held on 31 July 2013 (hereinafter referred to as the "Previous Mandate") and it will lapse at the conclusion of the 25th AGM.

As at the date of this Notice, the Previous Mandate granted by the shareholders had not been utilized and hence, no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organize a general meeting. This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

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 purpose of funding future investment project(s), acquisitions, working capital and/or settlement of banking facilities.

Resolution 9 - Mandate for Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DKII, SSAP to continue to act as Independent Non-Executive Director

Both the Nomination Committee and the Board have assessed the independence of Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DKII, SSAP, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-

- a) He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he will be able to function as check and balance, provides a broader view and brings an element of objectivity to the Board.
- b) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committees.
- c) He continues to demonstrate conduct and behaviour that are essential indicators as independence.
- d) He has vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion.

Resolution 10 - Mandate for Dato' Shagul Hamid Bin K.R. Williams @ Abdullah to continue to act as Independent Non-Executive Director

Both the Nomination Committee and the Board have assessed the independence of Dato' Shagul Hamid Bin K.R. Williams @ Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:-

- a) He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he will be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- b) He remains objective and independent in expressing his view and in participating in deliberation and decision making of the Board and Board Committees.
- c) He continues to demonstrate conduct and behaviour that are essential indicators as independence.
- d) He has vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion.

Notes:-

1. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his or her stead. Where a member appoints two or more proxies, the appointments shall be invalid unless he or she specifies the proportions of his or her shareholdings to be represented by each proxy.
2. A proxy may but need not to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or 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 authorised.
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 must be deposited at the Company's registered office at Level 4, Wisma Atlan, 8, Persiaran Kampung Jawa, 11900 Bayan Lepas, Penang, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
6. For the purpose of determining who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 56(b) of the Articles of Association of the Company and Paragraph 7.16 (2) of the Listing Requirements, a Record of Depositors as at 16 July 2014 ("General Meeting Record of Depositors") and a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at the meeting or appoint proxy to attend, speak and vote in his/her stead.