



安達環球集團有限公司



ATTA GLOBAL GROUP BERHAD

(Incorporated in Malaysia)

(79082-V)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of ATTA Global Group Berhad (“**ATTA**” or the “**Company**”) will be held at Atta Global Group Berhad, Main Meeting Room, No. 2521, Tingkat Perusahaan 6, Prai Industrial Estate, 13600 Prai, Pulau Pinang on Friday, 20 October 2017 at 2.30 p.m., or immediately following the conclusion or adjournment of the Warrant C Holders’ Meeting, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED AMENDMENTS TO THE TRUST DEED DATED 28 MARCH 2012 CONSTITUTING THE TEN (10)-YEAR, ZERO COUPON IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS AT 100% OF THE NOMINAL VALUE OF RM0.10 EACH IN ATTA (“TRUST DEED”) (“PROPOSED TRUST DEED AMENDMENTS”)

“THAT, subject to the approval being obtained from the ICULS holders at the ICULS holders’ Meeting, approval be and is hereby given for the Company to amend, modify and/or vary the existing Trust Deed in the manner as set out in Section 2.1 of the circular of the Company dated 26 September 2017 (“**Circular**”) and to be effected by way of a supplemental to the Trust Deed to be executed by the Company and the trustee;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Trust Deed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Trust Deed Amendments.”

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE DEED POLL DATED 28 MARCH 2012 CONSTITUTING THE WARRANTS 2012/2022 IN ATTA (“DEED POLL B”) (“PROPOSED DEED POLL B AMENDMENTS”)

“THAT, subject to the approval being obtained from the Warrant B holders at the Warrant B holders’ Meeting, approval be and is hereby given for the Company to amend, modify and/or vary the existing Deed Poll B in the manner as set out in Section 2.2 of the Circular and to be effected by way of a supplemental to the Deed Poll B;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Deed Poll B Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Deed Poll B Amendments.”

ORDINARY RESOLUTION 3

PROPOSED AMENDMENTS TO THE DEED POLL DATED 9 OCTOBER 2014 CONSTITUTING THE WARRANTS 2014/2024 IN ATTA (“DEED POLL C”) (“PROPOSED DEED POLL C AMENDMENTS”)

“THAT, subject to the approval being obtained from the Warrant C holders at the Warrant C holders’ Meeting, approval be and is hereby given for the Company to amend, modify and/or vary the existing Deed Poll C in the manner as set out in Section 2.3 of the Circular and to be effected by way of a supplemental to the Deed Poll C;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Deed Poll C Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Deed Poll C Amendments.”

ORDINARY RESOLUTION 4

PROPOSED AMENDMENTS TO THE BY-LAWS GOVERNING THE EXISTING EMPLOYEES’ SHARE OPTION SCHEME OF ATTA (“BY-LAWS”) (“PROPOSED BY-LAWS AMENDMENTS”)

“THAT, approval be and is hereby given for the Company to amend, modify and/or vary the existing By-Laws in the manner as set out in Section 2.4 of the Circular;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed By-Laws Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed By-Laws Amendments.”

By order of the Board

Chan Yoke Yin (MAICSA 7043743)

Chan Eoi Leng (MAICSA 7030866)

Company Secretaries

Ipoh, Perak

26 September 2017

Notes:

1. Only members whose names appear on the Record of Depositors of ordinary shareholders as at 11 October 2017 shall be entitled to attend the EGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
2. A member entitled to attend and vote at the EGM is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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. If under the hand of attorney/authorised officer, the Power of Attorney/Letter of Authorisation must be attached.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company, No. 55A Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan not less than 48 hours before the time appointed for holding the EGM. Faxed or emailed copies are not acceptable.