



ATLAN
HOLDINGS BHD

ATLAN HOLDINGS BHD

(Company No: 173250-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Atlan Holdings Bhd ("**Atlan**" or the "**Company**") will be held at the Meeting Room, Wisma Atlan, 8 Persiaran Kampung Jawa, 11900 Bayan Lepas, Penang, Malaysia on Tuesday, 22 July 2014 at 12:00 p.m. or immediately following the conclusion of Atlan's Annual General Meeting which will be held at the same place on the same day at 11:30 a.m. or at any adjournment thereof, whichever is earlier, for the purpose of considering, and if thought fit, passing the following resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED PLACEMENT OF UP TO 38,047,500 NEW ORDINARY SHARES OF RM1.00 EACH IN ATLAN ("PLACEMENT SHARES") REPRESENTING UP TO 15% OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL OF ATLAN ("PROPOSED PLACEMENT")

"THAT, subject to the approvals of all relevant authorities and/or parties being obtained, the Board of Directors of the Company ("**Board**") be and hereby authorised to allot and issue up to 38,047,500 new ordinary shares of RM1.00 each in the Company representing up to 15% of the issued and paid-up share capital of the Company at an issue price to be determined by the Board, upon such terms and conditions and to such person(s) and at such time(s) as the Board may deem fit, necessary and/or expedient;

THAT the proceeds of the Proposed Placement be utilised for the purposes as set out in Section 4 of the circular to shareholders of Atlan in relation to the Proposed Placement dated 30 June 2014, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the issue price of the Placement Shares, shall be at a discount of not more than 10% to the 5-day volume weighted average market price of the ordinary shares of RM1.00 each in Atlan ("**Atlan Shares**") immediately prior to the price-fixing date but in any event shall not be lower than the par value of the Atlan Shares or such other prices as may be allowed under the law and/or by the relevant authorities;

THAT the Placement Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing issued and fully paid-up Atlan Shares, save and except that the holders of the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, where the entitlement date precedes the date of allotment and issuance of the Placement Shares;

THAT the Board be and hereby authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendment as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Placement."

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

THUM SOOK FUN (MIA 24701)

Company Secretaries

Date: 30 June 2014

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint more than 1 proxy to attend and vote in his or her stead. Where a member appoints 2 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 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 EGM 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 duly 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 1 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, Malaysia, 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 16 July 2014 ("**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 or her stead.