



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting ("27th AGM") of **Atlan Holdings Bhd.** will be held at the Meeting Room, Wisma Atlan, 8 Persiaran Kampung Jawa, 11900 Bayan Lepas, Penang on Wednesday, 20 July 2016 at 11.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business:-

- To receive the Audited Financial Statements for the financial year ended 29 February 2016 together with the Directors' and Auditors' Report thereon. (Please refer to Note 1)
- To approve the payment of Directors' fees of RM253,000 for the financial year ended 29 February 2016. Resolution 1
- To re-elect the following Directors who retire by rotation in accordance with Article 78 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Dato' Sri Adam Sani Bin Abdullah; Resolution 2
 - Dato' Sri Robin Tan Yeong Ching; and Resolution 3
 - Mr. Tan Thiam Chai Resolution 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 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 6

As Special Business:-

- To consider and if thought fit, to pass the following as resolutions, with or without any modifications:-
 - 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 7
 - 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 8
 - 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 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 9
 - Special Resolution**
Proposed Amendments to the Articles of Association of the Company
"THAT the amendments to the Articles of Association of the Company as set out in the Appendix 1 annexed to the Annual Report 2016 be and are hereby approved and adopted. AND THAT the Board of Directors be and is hereby authorised to give effect to the said amendments." Resolution 10
- 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 : 28 June 2016

EXPLANATORY NOTES TO SPECIAL BUSINESS

Resolution 7 - Proposed Authority to issue Shares

The proposed Resolution 7 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 28 July 2015 (hereinafter referred to as the "Previous Mandate") and it will lapse at the conclusion of the Twenty-Seventh 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.

Resolutions 8 & 9 - Mandate for Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP and Dato' Shagul Hamid Bin K.R. Williams @ Abdullah to continue to act as Independent Non-Executive Directors

Pursuant to the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, it recommends that shareholders' approval must be sought in the event that the Company intends to retain the Independent Non-Executive Directors who have served in that capacity for more than 9 years.

The Nominating Committee has at the annual assessment assessed the independence of Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP and Dato' Shagul Hamid Bin K.R. Williams @ Abdullah who had served more than 9 years. Both Directors have remained objective and independent in expressing their views and in participating in deliberation and decision making of the Board and Board Committees. Their length of services on the Board does not in any way interfere with their exercise of independent judgement and ability to act in the best interests of the Company. In addition, Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP and Dato' Shagul Hamid Bin K.R. Williams @ Abdullah had individually confirmed and declared in writing that they are Independent Directors and they have satisfied all the criteria of an Independent Director set out in paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board has therefore recommended that the approval of the shareholders be sought to re-appoint Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP and Dato' Shagul Hamid Bin K.R. Williams @ Abdullah as Independent Non-Executive Directors.

The full details of the Board's justifications to retain Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP and Dato' Shagul Hamid Bin K.R. Williams @ Abdullah as Independent Directors is set out in the Statement on Corporate Governance in the Company's Annual Report.

The Resolutions 8 & 9, if passed, will enable the Company to retain Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Al-Mustain Billah, DK II, SSAP and Dato' Shagul Hamid Bin K.R. Williams @ Abdullah as Independent Non-Executive Directors.

Resolution 10 - Proposed Amendments to the Articles of Association of the Company

The proposed resolution is to align the Company's Articles of Association with the amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notes:-

- The first agenda of this meeting is meant for discussion only, as the provisions of Section 169 (1) and Section 169 (3) of the Companies Act, 1965 does not require a formal approval for the audited financial statements from the shareholders. Hence, this Agenda is not put forward for voting.
- 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.
- 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.
- 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.
- 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 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.
- 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 13 July 2016 ("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.