

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("28th AGM") of **Atlan Holdings Bhd.** will be held at the Lily Room - 1st Floor, The Zon All Suites Residences On The Park, 161-D, Jalan Ampang, 50450 Kuala Lumpur on Wednesday, 26 July 2017 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 2017 together with the Directors' and Auditors' Report thereon. **(Please refer to Note 2)**
 2. To re-elect the following Directors who retire by rotation in accordance with Article 78 of the Company's Constitution and being eligible, offer themselves for re-election:-
 - a) Jeneral Tan Sri Dato' Sri Abdullah Bin Ahmad @ Dollah Bin Ahmad (B); and
 - b) Mr. Ong Bok Siang.**Resolution 1**
Resolution 2
- Dato' Shagul Hamid Bin K.R. Williams @ Abdullah who retires by rotation pursuant to Article 78 of the Company's Constitution, has expressed his intention not to seek re-election and hence, he will retain office until the conclusion of the 28th AGM.
3. To re-elect Tuan Mohd Jaffar Bin Awang (Ismail) who retires in accordance with Article 85 of the Company's Constitution and being eligible, has offered himself for re-election. **Resolution 3**
 4. To re-appoint En. Mohd Sharif Bin Hj Yusof who retires at the conclusion of the 28th AGM of the Company, as a Director of the Company. **Resolution 4**
 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 5**

As Special Business:-

6. To consider and if thought fit, to pass the following resolutions, with or without any modifications, as Ordinary Resolutions:-
 - i) **Ordinary Resolution**
Payment of Directors' Fees
"THAT the Directors' fees of RM253,000/- for the financial year ended 28 February 2017 be and is hereby approved." **Resolution 6**
 - ii) **Ordinary Resolution**
Payment of Benefits payable to the Directors
"THAT the benefit payable to the Directors of the Company up to an amount of RM200,000/- for the period from 31 January 2017 until the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required to be held, whichever is earlier, be and is hereby approved." **Resolution 7**
 - iii) **Ordinary Resolution**
Authority to issue and allot shares
"THAT subject always to the Companies Act, 2016 ("Act"), the Company's Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting." **Resolution 8**
 - iv) **Ordinary Resolution**
Mandate for Yang Amat Mulia Tengku Abdul Rahman Ibi 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 Ibi 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**
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

By Order of the Board,

CHUA SIEW CHUAN (MAICSA 0776689)

THUM SOOK FUN (MIA 24701)

Company Secretaries

Date: 30 June 2017

Notes: -

1) Information for Shareholders/Proxies

- 1.1 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.
- 1.2 A proxy may but need not to be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- 1.3 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.
- 1.4 Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 1.5 Where a member of the Company is an Exempt Authorised Nominee ("EAN") which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("Omnibus Account"), there shall be no limit to the number of proxies which the EAN may appoint in respect of each Omnibus Account it holds. An EAN refers to an additional nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- 1.6 The instrument appointing a proxy must be deposited at the Company's registered office at 17th Floor, Menara Atlan, 161B, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 1.7 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 Constitution of the Company and Paragraph 7.16 (2) of the Listing Requirements, a Record of Depositors as at 20 July 2017 ("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.
- 1.8 Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote by way of a poll.

2) Audited Financial Statements for the financial year ended 28 February 2017

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 ("Act") does not require a formal approval for the Audited Financial Statements from the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

3) Re-election of Directors and retirement of Director

Article 78 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each annual general meeting ("AGM"). All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Article 85 of the Company's Constitution states that any Director who is appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotations at that meeting.

In determining the eligibility of the Directors to stand for re-election at the forthcoming AGM, the Nomination Committee ("NC") has considered the following: -

- (i) Evaluation on the effectiveness of the Individual Directors, the Board as a whole and all Board Committees; and
- (ii) For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), the Board has conducted a separate assessment of independence of the INEDs, the evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Statement of the Annual Report 2017 of the Company.

Dato' Shagul Hamid Bin K.R. Williams @ Abdullah ("Dato' Shagul") who was appointed as Director on 30 December 2004 will retire in accordance with Article 78 of the Company's constitution. He will not seek for re-election and hence, he will retain office until the conclusion of the forthcoming 28th AGM.

Save for Dato' Shagul who will retire at the conclusion of the 28th AGM, the Board approved the NC's recommendation for the re-election of the retiring Directors pursuant to Article 78 and 85 of the Company's Constitution at the forthcoming AGM of the Company. At the relevant Board meeting, all the retiring Directors had abstained from deliberation as well as decision on their own eligibility to stand for re-election.

4) Re-appointment of Director

En. Mohd Sharif Bin Hj Yusof was re-appointed as a Director of the Company at the Twenty-Seventh AGM held on 20 July 2016 pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of this AGM. Resolution 4, if passed, will enable him to continue his office as a Director of the Company following the conclusion of this AGM. The Act (which repealed the Companies Act, 1965) no longer requires the continuation in office by a director over 70 years of age to be subject to shareholders' approval at each AGM. Accordingly, if Resolution is passed, En. Mohd Sharif Bin Hj Yusof's continuation in office will thereafter be subject to retirement by rotation pursuant to the Company's Constitution.

5) Re-appointment of Auditors

The Board had at its meeting held on 8 June 2017 approved the recommendation by the Audit and Risk Management Committee ("ARMC") on the re-appointment of Messrs. Ernst & Young as Auditors of the Company. The Board and ARMC collectively agreed that Messrs. Ernst & Young, has met the relevant criteria prescribed by Paragraph 15.21 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The ARMC have assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Ernst & Young as External Auditors of the Company for the financial year ending 28 February 2018. The Board has in turn reviewed the recommendation of the ARMC and recommended the same be tabled to the shareholders for approval at the forthcoming AGM of the Company under Resolution 5. The evaluation criteria adopted as well as the process of assessment by the ARMC and Board, respectively, have been duly elaborated in the Corporate Governance Statement of the Annual Report 2017 of the Company.

6) Payment of Directors' fees and benefits made payable to the Directors

Section 230(1) of the Act which came into effect on 31 January 2017, provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek for shareholders' approval at the 28th AGM for the payment of Directors' fees and benefit payable to the Directors: -

- i) Resolution 6 on the proposed Directors' fees of RM253,000/- in respect of the financial year ended 28 February 2017;
- ii) Resolution 7 on the benefits payable to the Non-Executive Directors pursuant to Section 230(1)(b) of the Act for the applicable period from 31 January 2017 to the next AGM ("Relevant Period"). The benefits comprise of benefits in kind and the meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors.

7) Authority to issue and allot 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 AGM held on 20 July 2016 (hereinafter referred to as the "Previous Mandate") and it will lapse at the conclusion of the 28th AGM.

As at the date of this Notice, the Previous Mandate granted by the shareholders had not been utilised 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 organise 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.

8) Mandate for Yang Amat Mulia Tengku Abdul Rahman Ibi Sultan Haji Ahmad Shah Al-Mustain Billah, DKII., SSAP 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 Nomination Committee has at the annual assessment assessed the independence of Yang Amat Mulia Tengku Abdul Rahman Ibi Sultan Haji Ahmad Shah Al-Mustain Billah, DKII., SSAP who has served more than 9 years. This Director has remained objective and independent in expressing his views and in participating in deliberation and decision making of the Board and Board Committees. His length of services on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company. In addition, Yang Amat Mulia Tengku Abdul Rahman Ibi Sultan Haji Ahmad Shah Al-Mustain Billah, DKII., SSAP had individually confirmed and declared in writing that he is Independent Director and he has 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 Ibi Sultan Haji Ahmad Shah Al-Mustain Billah, DKII., SSAP as Independent Non-Executive Director.

The full details of the Board's justifications to retain Yang Amat Mulia Tengku Abdul Rahman Ibi Sultan Haji Ahmad Shah Al-Mustain Billah, DKII., SSAP as Independent Director is set out in the Statement on Corporate Governance in the Company's Annual Report.

The Resolution 9, if passed, will enable the Company to retain Yang Amat Mulia Tengku Abdul Rahman Ibi Sultan Haji Ahmad Shah Al-Mustain Billah, DKII., SSAP as Independent Non-Executive Director.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.