

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Second Annual General Meeting ("32nd AGM") of Atlan Holdings Bhd. ("Company") will be conducted on a fully virtual basis vide the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> on Thursday, 26 August 2021 at 11.30 am, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolutions set out in this notice: -

Day and Date : Thursday, 26 August 2021
Time : 11.30 am
Online Meeting Platform/ Venue : Securities Services ePortal at <https://sshsb.net.my/> (Domain Registration No. with MYNIC Berhad: D4A00436) at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia
Modes of Communication : Typed text in the Online Meeting Platform

AGENDA

As Ordinary Business:-

1. To receive the Audited Financial Statements for the financial year ended 28 February 2021 together with the Directors' and Auditors' Report thereon. *(Please refer to Explanatory Note 2)*
2. To re-elect the following Directors who retire in accordance with Regulation 100 of the Company's Constitution and being eligible, have offered themselves for re-election: -
 - a) Dato' Woo Hon Kong; **Resolution 1**
 - b) Mr. Lee Sze Siang; and **Resolution 2**
 - c) Raja Dato' Shaharudin Shah bin Raja Jalil Shah **Resolution 3**
3. To approve the payment of Directors' fees amounting to RM253,000 for the financial year ended 28 February 2021. **Resolution 4**
4. To approve the payment of Directors' benefits up to an amount of RM200,000 for the period commencing from 27 August 2021 until the date of the next Annual General Meeting of the Company to be held in year 2022. **Resolution 5**
5. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**
6. 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.

As Special Business: -

7. **Ordinary Resolution**
Authority to issue shares pursuant to Companies Act 2016
 "THAT subject always to the Companies Act 2016 (the "Act"), the Company's Constitution, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and any relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in 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 to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; **AND THAT** 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 Securities; **AND FURTHER 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**
8. **Ordinary Resolution**
Mandate for En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years and nine (9) years respectively, to continue to act as an Independent Non-Executive Directors of the Company
 - (i) "THAT approval be and is hereby given to En. Mohd Sharif bin Hj Yusof who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company." **Resolution 8**
 - (ii) "THAT approval be and is hereby given to Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) 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." **Resolution 9**

By Order of the Board,

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)
THUM SOOK FUN (SSM PC No. 20190800139) (MIA 24701)
 Company Secretaries

Date: 23 July 2021

EXPLANATORY NOTES: -

1) Information for Shareholders/Proxies

- 1.1 The 32nd AGM will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services ePortal's platform at <https://sshsb.net.my/>. Please follow the procedures provided in the Administrative Details for the 32nd AGM in order to register, participate and vote remotely via the RPV facilities.
- 1.2 According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 1 June 2021 ("Revised Guidance Note and FAQs"), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the meeting online platform is registered with MYNIC Berhad or hosted in Malaysia. Shareholders **WILL NOT BE ALLOWED** to attend the 32nd AGM in person at the Meeting Venue on the day of the Meeting.
- 1.3 For the purpose of determining who shall be entitled to participate and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Regulation 77(b) of the Company's Constitution and Paragraph 7.16(2) of the Bursa Securities Main Market Listing Requirements ("MMLR"), a Record of Depositors as at **20 August 2021** ("General Meeting Record of Depositors") and a Depositor whose name appears on such Record of Depositors shall be entitled to participate and vote in the 32nd AGM.
- 1.4 Every Member including authorised nominee as defined under the Securities Industry (Central Depositories) Act 1997 (SICDA), and an Exempt Authorised Nominee who holds ordinary shares in the Company for multiple owners in one securities account ("Omnibus Account"), is entitled to appoint another person as his proxy to exercise all or any of his rights to participate, speak and vote in his stead at the 32nd AGM, and that such proxy need not be a Member. There shall be no restriction as to the qualification of the proxy. A proxy appointed by the member shall have the same rights as the member to participate, speak and vote at the 32nd AGM. The members or their proxies may submit questions to the Company via real time submission of typed texts through a text box within Securities Services ePortal's platform during live streaming of the 32nd AGM as the primary mode of communication. In the event of any technical glitch in the primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the 32nd AGM.
- 1.5 Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 1.6 The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, 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.
- 1.7 Where a member of the Company is an Exempt Authorised Nominee ("EAN") which holds ordinary shares in the Company for 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.
- 1.8 Pursuant to Paragraph 8.29A of Bursa Securities MMLR, all resolutions set out in the Notice of the 32nd AGM will be put to vote on a poll.
- 1.9 The appointment of proxy(ies) may be made in hardcopy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the 32nd AGM or any adjournment thereof:
 - a) **In Hardcopy Form**
 The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.
 - b) **By Electronic Means**
 The Form of Proxy may also be electronically lodged via Securities Services ePortal's platform at <https://sshsb.net.my/> or by email to eservices@sshsb.com.my.
- 2) **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 28 February 2021**
 The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- 3) **Resolutions 1, 2 and 3 - Re-election of Directors who retire by rotation pursuant to Regulation 100 of the Company's Constitution**
 Regulation 100 of the Company's Constitution states that one-third (1/3) of the Directors shall retire by rotation from office and shall be eligible for re-election at each 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.
 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 Practice 5.1 of the Malaysian Code of Corporate Governance ("MCCG"), the Board had conducted an assessment of the Directors of the Company based on the relevant performance criteria which include the following: -
 - i. Board mix and composition;
 - ii. Quality of information and decision making;
 - iii. Boardroom activities;
 - iv. Board's relationship with the management.
- 4) **Resolutions 4 and 5: Payment of Directors' fees and benefits made payable to the Directors**
 Section 230(1) of the Act 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. Pursuant thereto, shareholders' approval will be sought at this AGM for the payment of benefits payable to the Non-Executive Directors for the period commencing from 27 August 2021 until the date of next AGM of the Company to be held in year 2022.
 For the financial year ended 28 February 2021 ("FY2021"), the Board proposed that the Directors' fees for FY2021 be maintained as the previous financial year for each Director. The proposed Directors' fees for FY2021 is RM253,000 (financial year ended 29 February 2020: RM253,000). The benefits payable to the Directors pursuant to Section 230(1)(b) of the Act have been reviewed by the Board of the Company, which recognised that the benefits payable is in the best interest of the Company for the period commencing from 27 August 2021 until the next AGM of the Company. The benefits comprise of benefits in kind and meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors. In the event the proposed amount is insufficient e.g. due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.
 The Board wishes to seek for shareholders' approval at the 32nd AGM for the payment of Directors' fees and benefit payable to the Directors: -
 - i) Resolution 4 on the proposed Directors' fees of RM253,000 for the financial year ended 28 February 2021;
 - ii) Resolution 5 on the benefits payable to the Non-Executive Directors pursuant to Section 230(1)(b) of the Act.
- 5) **Resolution 6 - Re-appointment of Auditors**
 The Board and Audit and Risk Management Committee have considered the re-appointment of Messrs. Ernst & Young PLT as auditors of the Company and collectively agreed that Messrs. Ernst & Young PLT has met the relevant criteria prescribed by Paragraph 15.21 of Bursa Securities MMLR.
- 6) **Resolution 7 - Authority to issue shares**
 The proposed Resolution 7 is primarily to seek for the renewal of a Previous Mandate (as defined herein) to give flexibility to the Board of Directors to issue and allot shares up to 10% of the total number of issued share (excluding treasury shares) of the Company for the time being, at any time in its absolute discretion for such purposes as the Board of Directors' considers to be in the best interest of the Company (hereinafter referred to as the "General Mandate"). The General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares. 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 Company has been granted a general mandate by its shareholders at the last AGM held on 23 September 2020 (hereinafter referred to as the "Previous Mandate").
 As at the date of this Notice, the Company had not implemented its proposal for new allotment of shares under the Previous Mandate and hence, no proceeds were raised therefrom.
 The General Mandate, upon renewal, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of shares, for purposes of funding future investment project(s), acquisitions, working capital and/or settlement of banking facilities.
- 7) **Resolutions 8 and 9 - Mandate for En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) to continue to act as Independent Non-Executive Directors**
 The proposed resolutions is to seek the shareholders' approval to retain En. Mohd Sharif bin Hj Yusof who has served on the Board as Independent Non-Executive Director for a cumulative term of more than 12 years and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) who has served on the Board as Independent Non-Executive Director for a cumulative term of more than 9 years, as INEDs of the Company.
 The NC has at the annual assessment assessed the independence of En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B). En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) 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 do not in any way interfere with their exercise of independent judgement and ability to act in the best interests of the Company. In addition, En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) had 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 MMLR. The Board has therefore recommended that the approval of the shareholders be sought to retain En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) as INEDs.
 The full details of the Board's justifications to retain En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) as Independent Directors are set out in the Corporate Governance Overview Statement in the Company's Annual Report 2021.
 The Resolutions 8 and 9, if passed, will enable the Company to retain En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Ahmad (B) as INEDs of the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 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.



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

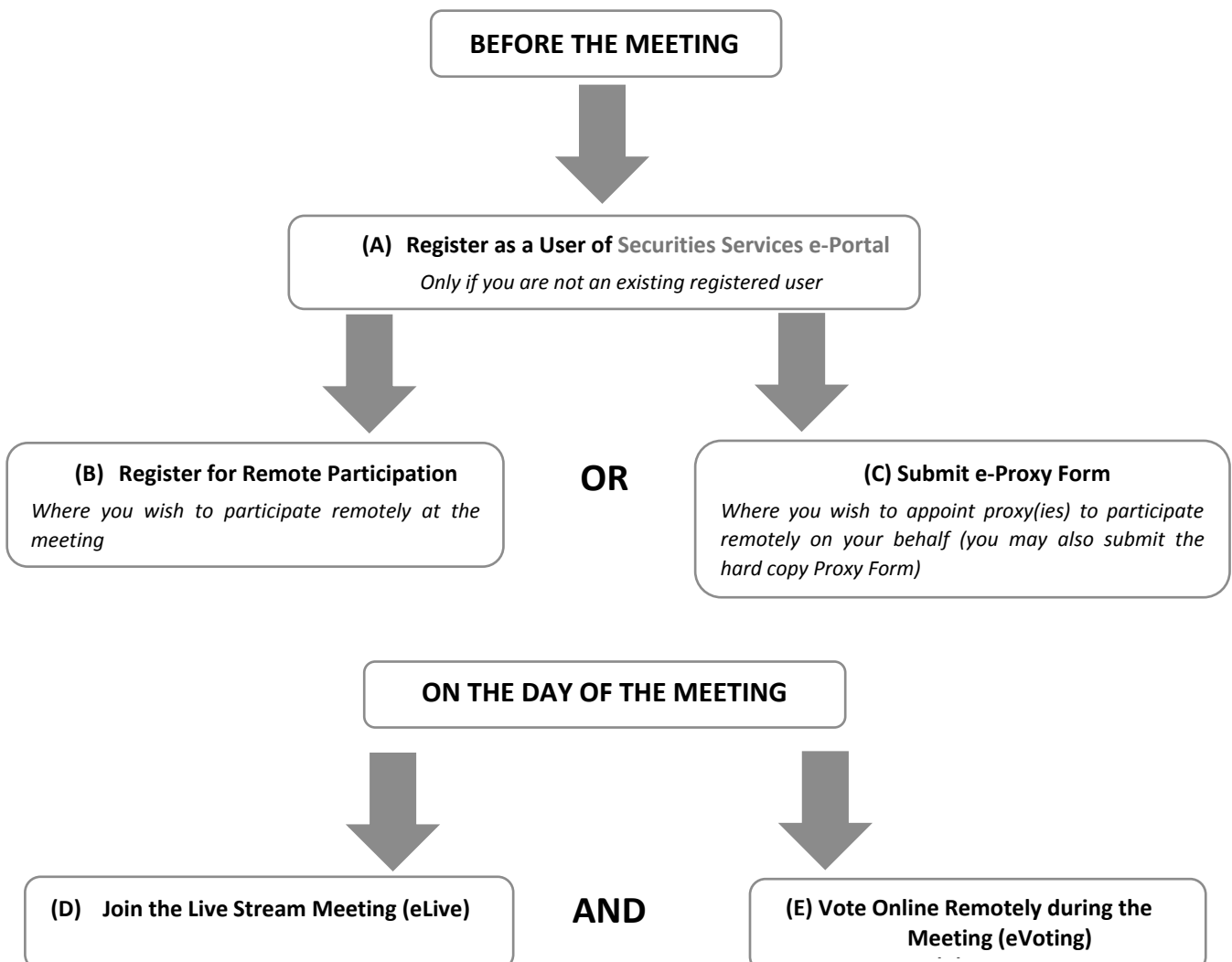
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Atlan Holdings Bhd and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Ms. Rachel Ou (DID: +603 2084 9161) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshbs.com.my.



BEFORE THE MEETING

(A) Sign up for a user account at Securities Services e-Portal

<p>Step 1 Visit https://sshsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> This is a ONE-TIME registration. If you already have a user account, you need not register again. Your email address is your User ID. Please proceed to either (B) or (C) below once you are a registered user.
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ALL SHAREHOLDERS MUST REGISTER AS A USER BY 23 AUGUST 2021

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Thursday, 26 August 2021 at 11:30 a.m.	Wednesday, 25 August 2021 at 11:30 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Atlan Holdings Bhd** under Company Name and **32nd AGM on 26 August 2021 at 11:30 a.m. – Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Thursday, 26 August 2021 at 11:30 a.m.	Wednesday, 25 August 2021 at 11:30 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Atlan Holdings Bhd** under Company Name and **32nd AGM on 26 August 2021 at 11:30 a.m. – Submission of Proxy Form** under Corporate Exercise / Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above .*
- Step 2 Enter your CDS account number or the body corporate’s CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
 - You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 23 August 2021. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Thursday, 26 August 2021 at 11:30 a.m.	Thursday, 26 August 2021 at 11:00 a.m.

- Look for **Atlan Holdings Bhd** under Company Name and **32nd AGM on 26 August 2021 at 11:30 a.m. – Live Stream Meeting** under Corporate Exercise / Event and click “>” to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/ Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Thursday, 26 August 2021 at 11:30 a.m.	Thursday, 26 August 2021 at 11:30 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **Atlan Holdings Bhd** under Company Name and **32nd AGM on 26 August 2021 at 11:30 a.m. – Remote Voting** under Corporate Exercise / Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.

Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted eVoting can be accessed via **My Records** (refer to the left navigation panel).