

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Fifth Annual General Meeting ("35<sup>th</sup> AGM") of Atlan Holdings Bhd. ("Company") will be conducted virtually for the purpose of considering and if thought fit, passing with or without modification, the resolutions set out in this notice: -

<b>Day and Date</b>	: Wednesday, 31 July 2024
<b>Time</b>	: 11:00 a.m.
<b>Broadcast Venue</b>	: Boardroom, 18 <sup>th</sup> Floor, Menara Atlan, 161B, Jalan Ampang, 50450 Kuala Lumpur
<b>Online Meeting Platform</b>	: Securities Services ePortal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>
<b>Modes of Communication</b>	: Typed text in the Online Meeting Platform

**AGENDA**

- As Ordinary Business:-**
- To receive the Audited Financial Statements for the financial year ended 29 February 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 2)*
  - To re-elect the following Directors who retire by rotation pursuant to Regulation 100 of the Company's Constitution and being eligible, have offered themselves for re-election: -
    - Raja Dato' Sri Shaharudin Shah bin Raja Jaill Shah *Resolution 1*
    - Dato' Dr Abdul Razak bin Abdul *Resolution 2*
    - Datuk Zawati binti Abd Rahman *Resolution 3*
  - To approve the payment of Directors' fees amounting to RM215,000 for the financial year ended 29 February 2024. *Resolution 4*
  - To approve the payment of Directors' benefits up to an amount of RM200,000 for the period commencing from 1 August 2024 until the date of the next Annual General Meeting of the Company to be held in year 2025. *Resolution 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*
  - To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

**As Special Business:-**

- Ordinary Resolution** *Resolution 7*  
**Authority to issue shares pursuant to Companies Act 2016 and waiver of pre-emptive rights**  
 "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;  
 THAT pursuant to Section 85 of the Act to be read together with Regulation 71 of the Company's Constitution, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate.  
**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."
- Ordinary Resolution** *Resolution 8*  
**Mandate for Dato' Woo Hon Kong who has served as 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 Dato' Woo Hon Kong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."

By Order of the Board,

**CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)**

**THUM SOOK FUN (SSM PC No. 201908000139) (MIA 24701)**

Company Secretaries

Date: 28 June 2024

**EXPLANATORY NOTES:-**

- Information for Shareholders/Proxies**
  - The 35<sup>th</sup> AGM will be conducted virtually 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 Guide for the 35<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
  - The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 ("Act") which stipulates that the Chairman of the Meeting shall be present at the main venue of the Meeting.  
Members/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 35<sup>th</sup> AGM in person at the Broadcast Venue on the day of the Meeting.
  - 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 MMLR, a Record of Depositors as at **24 July 2024** ("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 35<sup>th</sup> AGM.
  - A member of the Company entitled to participate and vote at the 35<sup>th</sup> AGM is entitled to appoint more than one (1) proxy to participate, speak and vote in his/her stead. 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 35<sup>th</sup> 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 35<sup>th</sup> 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 [gservices@sshsb.com.my](mailto:gservices@sshsb.com.my) during the 35<sup>th</sup> AGM.
  - 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.
  - 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.
  - Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
  - 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.
  - Pursuant to Paragraph 8.29A of Bursa Securities MMLR, all resolutions set out in the Notice of the 35<sup>th</sup> AGM will be put to vote on a poll.
  - 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 35<sup>th</sup> AGM or any adjournment thereof:-
    - 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 Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.
    - 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](mailto:eservices@sshsb.com.my).
- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 29 February 2024**  
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 forward for voting.
- 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:-
  - Evaluation on the effectiveness of the Individual Directors, the Board as a whole and all Board Committees; and
  - 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 6.1 of the Malaysian Code on Corporate Governance ("MCCG"), the Board has conducted an assessment of the Directors of the Company based on the relevant performance criteria which include the following:-
  - Board mix and composition;
  - Quality of information and decision making;
  - Boardroom activities;
  - Board's relationship with the management.
 The Board approved the NC's recommendation for the re-election of the retiring Directors pursuant to Regulation 100 of the Company's Constitution at the 35<sup>th</sup> AGM of the Company. At the relevant Board meeting, all the retiring Directors under Regulation 100 of the Company's Constitution have consented to their re-election and abstained from deliberation as well as decision on their own eligibility to stand for re-election.
- Resolutions 4 and 5: Payment of Directors' fees and Directors' 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 35<sup>th</sup> AGM for the payment of benefits payable to the Non-Executive Directors for the period commencing from 1 August 2024 until the date of next AGM of the Company to be held in year 2025.  
The Board wishes to seek for shareholders' approval at the 35<sup>th</sup> AGM for the payment of Directors' fees and benefit payable to the Directors:-
  - Resolution 4 on the proposed Directors' fees of RM215,000 for the financial year ended 29 February 2024 ("FY2024").  
For FY2024, the Board had at its meeting held on 25 April 2024 agreed on the proposed Directors' fees of RM215,000 for FY2024 (financial year ended 28 February 2023: RM236,250).
  - Resolution 5 on the proposed Directors' benefits payable to the Non-Executive Directors pursuant to Section 230(1)(b) of the Act.  
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 recognises that the benefits payable is in the best interest of the Company for the period commencing from 1 August 2024 until the next AGM of the Company to be held in the year 2025. The benefits comprised 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.
- Resolution 6: Re-appointment of Auditors**  
The Audit and Risk Management Committee ("ARMC") and the Board have considered the re-appointment of Messrs. Ernst & Young PLT as auditors of the Company, are satisfied with the performance, competency, audit approach and independence of Messrs. Ernst & Young PLT and viewed that they have met the relevant criteria prescribed by Paragraph 15.21 of Bursa Securities MMLR.  
The Board endorsed the ARMC's recommendation to seek shareholders' approval to re-appoint Messrs. Ernst & Young PLT as auditors of the Company, until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.
- Resolution 7: Authority to issue shares pursuant to the Act and Waiver of Pre-emptive rights**  
The proposed Resolution 7 is 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 their absolute discretion for such purposes as the Board of Directors' consider to be in the best interest of the Company (hereinafter referred to as the "General Mandate"). This General Mandate is sought to avoid any delays and costs involved with the convening of 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 Company has been granted a general mandate by its shareholders at the last AGM held on 27 July 2023 (hereinafter referred to as the "Previous Mandate").  
As at the date of this Notice, the Company did not implement 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 placing of shares, for purpose of funding future investment project(s), working capital and/or acquisition(s).  
The waiver of pre-emptive rights will allow the Board of Directors to issue new Ordinary Shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.
- Resolution 8: Mandate for Dato' Woo Hon Kong to continue to act as INED of the Company**  
The proposed resolution is to seek shareholders' approval to retain Dato' Woo Hon Kong ("Dato' Woo") who has served on the Board as INED for a cumulative term of more than 9 years, as INED of the Company.  
The Board has held its NC conducted an assessment and reviewed the independence of Dato' Woo who has served as an INED for a term of more than 9 years. The Board is satisfied with the results and recommended that the resolution be put up for shareholders' approval for Dato' Woo to retain as an INED based on the following justifications:-
  - He has satisfied all the criteria of an Independent Director set out in Paragraph 1.01 of the MMLR;
  - He has remained objective and independent in expressing his view and in participating in deliberation and decision making of the Board, and
  - His length of services on the Board does not in any way interfere with his exercise of independent judgment and ability to act in the best interest of the Company.
 The Company will seek Shareholders' approval annually for retaining Dato' Woo as INED with Company's present voting practice, which is in accordance with the general rule of voting as provided by the Act which states that every Shareholder has 1 vote for every share he holds and this resolution is to be passed by a simple majority for Ordinary Resolution.

**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.