

Unless otherwise stated, all abbreviations and defined names or expressions contained in this Abridged Prospectus (“AP”) are defined in the Definitions section of this AP.

THIS AP IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold/transferred all your ordinary shares in ATTA, you should at once hand this AP together with the NPA and the RSF to the agent through whom you effected the sale/transfer for onward transmission to the purchaser/transferee. All enquiries concerning the Rights Issue of ICPS, which is the subject of this AP, should be addressed to our Share Registrar, namely Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor.

These Documents are only despatched to our Entitled Shareholders (other than an Authorised Nominee who has subscribed for the NRS), who have a registered address in Malaysia in the records of Bursa Depository or who have provided our Share Registrar with a registered address in Malaysia in writing not later than 5.00 p.m. on 6 November 2017. If you are an Authorised Nominee who has subscribed for the NRS with Bursa Depository, an electronic copy of this AP and the Rights Issue Entitlement File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominee. The Documents are not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue of ICPS will not be made or offered or deemed to be made or offered for purchase or subscription, in any countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue of ICPS to which this AP relates is only available to persons receiving the Documents electronically or otherwise within Malaysia. No action has been or will be taken to ensure that the Rights Issue of ICPS and the Documents comply with the laws of any countries or jurisdictions other than the laws of Malaysia. It shall be the sole responsibility of our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia to consult their legal or other professional advisers as to whether the acceptance or renunciation of all or any part of the Rights ICPS to be issued under the Rights Issue of ICPS would result in the contravention of any laws of such countries or jurisdictions. Such shareholders should note the additional terms and restrictions as set out in Section 11 of this AP. Neither ATTA, PIVB nor any other advisers to the Rights Issue of ICPS shall accept any responsibility or liability in the event that any acceptance or sale/transfer of the provisional allotment of the Rights ICPS made by our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) shall become illegal, unenforceable, voidable or void in any countries or jurisdictions in which our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) are residents.

This AP has been registered by the SC. The registration of this AP should not be taken to indicate that the SC recommends the Rights Issue of ICPS or assumes responsibility for the correctness of any statement made or opinion or report expressed in this AP. The SC has not, in any way, considered the merits of the securities being offered for investment. The Documents have also been lodged with the Companies Commission of Malaysia who takes no responsibility for its contents.

Our shareholders have approved, amongst others, the Rights Issue of ICPS at the EGM held on 16 August 2017. Bursa Securities had, vide its letter dated 14 June 2017, approved amongst others, the admission of the ICPS to the Official List, the listing of and quotation for the ICPS and the new ATTA Shares to be issued arising from the conversion of the ICPS on the Main Market of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue of ICPS. Admission of the ICPS to the Official List of the Main Market of Bursa Securities and the listing of and quotation for the ICPS and the new ordinary shares to be issued arising from the conversion of the ICPS on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue of ICPS.

The official listing of and quotation for the said securities will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), who have successfully subscribed for such Rights ICPS, have been duly credited and notices of allotment/electronic notification have been despatched/sent to them.

Our Directors have seen and approved all the documentation relating to the Rights Issue of ICPS. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make the statements in the Documents false or misleading.

THERE ARE CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER. PLEASE REFER TO THE “RISK FACTORS” AS SET OUT IN SECTION 7 OF THIS AP.

PIVB, being our Adviser for the Rights Issue of ICPS, acknowledges that, based on all available information and to the best of its knowledge and belief, this AP constitutes a full and true disclosure of all material facts concerning the Rights Issue of ICPS.



(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,515,037,240 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS”) AT AN ISSUE PRICE OF RM0.08 PER ICPS ON THE BASIS OF EIGHT (8) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN ATTA GLOBAL GROUP BERHAD HELD AT 5.00 P.M. ON 6 NOVEMBER 2017 BASED ON A MINIMUM SUBSCRIPTION LEVEL OF 150,000,000 ICPS

Adviser



IMPORTANT RELEVANT DATES AND TIME

Entitlement date	:	Monday, 6 November 2017 at 5.00 p.m.
Last date and time for:		
Sale of provisional allotment of rights	:	Monday, 13 November 2017 at 5.00 p.m.
Transfer of provisional allotment of rights	:	Thursday, 16 November 2017 at 4.00 p.m.
Acceptance and payment	:	Tuesday, 21 November 2017 at 5.00 p.m.
Excess application and payment	:	Tuesday, 21 November 2017 at 5.00 p.m.

This AP is dated 6 November 2017

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON OUR PART AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THESE DOCUMENTS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS AP.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE AND MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS AP ARE DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007 ("CMSA").

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

DEFINITIONS

Except where the context otherwise requires or where otherwise defined herein, the following words and abbreviations shall apply throughout this AP and shall have the following meanings:

Act	:	Companies Act 2016, as amended from time to time including any re-enactment thereof
Adviser or PIVB	:	Public Investment Bank Berhad (20027-W)
AP	:	This abridged prospectus dated 6 November 2017
ATM	:	Automated teller machine
ATTA or Company	:	ATTA Global Group Berhad (79082-V)
ATTA Group or Group	:	ATTA and its subsidiaries, collectively
ATTA Share(s) or Share(s)	:	Ordinary share(s) in ATTA
Authorised Nominee	:	A person who is authorised to act as a nominee as defined under the Rules of Bursa Depository
AWGSB	:	ATTA Worldwide Group Sdn Bhd (819912-D), a substantial shareholder of our Company as at the LPD
Board	:	Board of Directors of our Company
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CDS	:	Central Depository System
CMSA	:	Capital Markets and Services Act, 2007
Confirmation Screen	:	The screen which appears or is displayed on the internet financial services website, which confirms that the Internet Application has been completed and states the details of your Internet Application, including the number of Rights ICPS applied for, which can be printed out for your record
Corporate Exercises	:	The Rights Issue of ICPS and M&A Amendments, collectively
Director(s)	:	All directors of the Group within the same meaning given in Section 2(1) of the Act and Section 2(1) of the CMSA
Documents	:	AP, NPA and RSF, collectively
EGM	:	Extraordinary General Meeting
Electronic Application(s)	:	Application(s) for the ICPS and/or excess ICPS through the ATMs of Participating Financial Institutions
Entitled Shareholder(s)	:	Our shareholders whose names appear on the Record of Depositors on the Entitlement Date, who shall be entitled to participate in the Rights Issue of ICPS
Entitlement Date	:	5.00 p.m. on 6 November 2017, being the date and time on which our shareholders must be registered on the Record of Depositors in order to participate in the Rights Issue of ICPS
EPS	:	Earnings per share
ESOS	:	Employees' share option scheme of our Company

DEFINITIONS (Cont'd)

ESOS Options	:	Share options granted and remained unexercised under the employees' share options scheme of the Company
Foreign Entitled Shareholder(s)	:	Entitled Shareholder(s) who does not have a registered address in Malaysia in the Record of Depositors and has not provided an address in Malaysia for the service of documents to be issued for the purpose to be issued for the purpose of the Rights Issue of ICPS
FPE	:	Financial period ended/ending
FYE	:	Financial year ended/ending
ICPS	:	Irredeemable convertible preference shares in ATTA
ICULS	:	Ten (10)-year, zero coupon irredeemable convertible unsecured loan stocks at 100% of the nominal value of RM0.10 each constituted by the trust deed between our Company and the trustee who acts for the benefit of the holders of the ICULS dated 28 March 2012 and the supplemental trust deed dated 20 October 2017
Internet Application(s)	:	Application(s) for the ICPS and/or excess ICPS through an Internet Participating Financial Institution
Internet Participating Financial Institution(s)	:	Participating financial institution(s) for the Internet Application as referred to in Section 11.2.3 of this AP
LAT	:	Loss after taxation
LBT	:	Loss before taxation
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as may be amended from time to time
LPD	:	The latest practicable date prior to the despatch of this AP, being 11 October 2017
LPS	:	Loss per share
M&A	:	Memorandum and Articles of Association of ATTA
M&A Amendments	:	Amendments to the M&A of ATTA to facilitate the Rights Issue of ICPS
Market Day(s)	:	Any day(s) between Monday and Friday (inclusive) which is not a public holiday and on which Bursa Securities is open for trading of securities
Maturity Date	:	The date immediately preceding the 5 th anniversary of the Issue Date of the ICPS, and if such date is not a Market Day, then on immediate preceding Market Day
Maximum Scenario 1	:	Assuming all the treasury shares held by our Company as at the LPD were resold on the open market of Bursa Securities, none of the Outstanding Convertible Securities as at the LPD are exercised/converted prior to the Entitlement Date and all Entitled Shareholders subscribe for their entitlements in full

DEFINITIONS (Cont'd)

Maximum Scenario 2	:	Assuming all the treasury shares held by our Company as at the LPD were resold on the open market of Bursa Securities, all of the Outstanding Convertible Securities as at the LPD are fully exercised/converted prior to the Entitlement Date and all Entitled Shareholders subscribe for their entitlements in full
Minimum Scenario	:	Assuming all the treasury shares held by our Company as at the LPD are continued to be retained as treasury shares, none of the Outstanding Convertible Securities as at the LPD are exercised/converted prior to the Entitlement Date and the Rights Issue of ICPS is undertaken on the Minimum Subscription Level basis
Minimum Subscription Level	:	The scenario that assumes that the Rights Issue of ICPS will be undertaken on a minimum subscription level basis via the issuance of 150,000,000 ICPS
NA	:	Net assets
NCN	:	Mr. Ng Chin Nam, Director and shareholder of our Company as at the LPD
NPA	:	Notice of provisional allotment in relation to the Rights Issue of ICPS
NRS	:	Nominee rights subscription service offered by Bursa Depository, at the request of our Company, to Authorised Nominee for electronic subscription of Rights ICPS through Bursa Depository's existing network facility with the Authorised Nominee
OCS	:	Mr. Ooi Chieng Sim, Director and substantial shareholder of our Company as at the LPD
Official List	:	A list specifying all securities listed on the Main Market and ACE Market of Bursa Securities
Outstanding Convertible Securities	:	The outstanding ICULS, Warrants B, Warrants C and ESOS Options, collectively
Participating Financial Institution(s)	:	Participating financial institution(s) for the Electronic Application as referred to in Section 11.2.2 of this AP
PAT	:	Profit after taxation
PBT	:	Profit before taxation
Provisional Rights ICPS	:	Rights ICPS provisionally allotted to our Entitled Shareholders pursuant to the Rights Issue of ICPS
Record of Depositors	:	A record of security holders established and maintained by Bursa Depository
Rights ICPS	:	The ICPS to be issued pursuant to the Rights Issue of ICPS
Rights ICPS Subscription File	:	An electronic file forwarded by an Authorised Nominee, who has subscribed for NRS, to Bursa Depository, containing information of such Authorised Nominee's subscription of the ICPS or excess ICPS
Rights Issue Entitlement File	:	An electronic file forwarded by Bursa Depository to an Authorised Nominee, who has subscribed for NRS, containing information of such Authorised Nominee's entitlements under the Rights Issue of ICPS as at the Entitlement Date

DEFINITIONS (Cont'd)

Rights Issue of ICPS	:	Renounceable rights issue of up to 2,515,037,240 ICPS at an issue price of RM0.08 per ICPS on the basis of eight (8) ICPS for every one (1) existing ATTA Share held on the Entitlement Date based on the Minimum Subscription Level
RM and sen	:	Ringgit Malaysia and sen, respectively
RSF	:	Rights Subscription Form in relation to the Rights Issue of ICPS
SC	:	Securities Commission Malaysia
Skylitech	:	Skylitech Resources Sdn Bhd (230298-T), a substantial shareholder of our Company as at the LPD
SICDA	:	Securities Industry (Central Depositories) Act, 1991
Undertakings	:	The written irrevocable undertaking dated 24 May 2017 from Skylitech to subscribe for partial of its rights entitlements of 37,500,000 ICPS and the written irrevocable undertakings dated 24 May 2017 provided by OCS and NCN that they will: <ul style="list-style-type: none"> (i) subscribe in full for their respective entitlements of the ICPS; and (ii) subscribe for the requisite number of excess ICPS not subscribed by the other Entitled Shareholders and/or their renouneece(s)/transferee(s) in order to achieve the Minimum Subscription Level
VWAMP	:	Volume-weighted average market price
Warrant(s) B	:	Existing warrants 2012/2022 constituted by the deed poll dated 28 March 2012 and the supplemental deed poll dated 20 October 2017
Warrant(s) C	:	Existing warrants 2014/2024 constituted by the deed poll dated 9 October 2014 and the supplemental deed poll dated 20 October 2017

All references to "our Company" in this AP are made to ATTA. References to "our Group" or "the ATTA Group" are to our Company and our subsidiaries, collectively. References to "we", "us", "our" and "ourselves" are to our Company and save where the context otherwise requires, shall include our subsidiaries. All references to "you" in this AP are to our Entitled Shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this AP to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this AP shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the tables between the amounts listed and the totals in this AP are due to rounding.

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CORPORATE DIRECTORY



BOARD OF DIRECTORS

Name	Address	Designation	Profession	Nationality
Ooi Chieng Sim	23, Lintang Jelutong Bukit Dumbar 11600 Penang	Executive Chairman	Company Director	Malaysian
Ng Chin Nam	243, Jalan Murni Taman Desa Murni Sungai Dua 13800 Butterworth Penang	Executive Director	Company Director	Malaysian
Chow Choon Hoong	Unit 2-12-4 Pantai Hillpark Phase 5 Jalan Pantai Permai 59200 Kuala Lumpur	Executive Director	Company Director	Malaysian
Sudesh a/l K. V. Sankaran	161, Changkat Minden 5 Minden Heights 11700 Gelugor Penang	Independent Non-Executive Director	Company Director	Malaysian
Dato' Dennis Chuah	501G-9-1, Diamond Villa 11200 Tanjung Bungah Penang	Independent Non-Executive Director	Company Director	Malaysian
Loh Yee Sing	11-8, Desa Golf Persiaran Bukit Jambul 2 11900 Penang	Independent Non-Executive Director	Senior Accountant	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Dato' Dennis Chuah	Chairman	Independent Non-Executive Director
Sudesh a/l K. V. Sankaran	Member	Independent Non-Executive Director
Loh Yee Sing	Member	Independent Non-Executive Director

CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARIES : Chan Yoke Yin (*MAICSA 7043743*)
 Chan Eoi Leng (*MAICSA 7030866*)
 55A, Medan Ipoh 1A
 Medan Ipoh Bistari
 31400 Ipoh
 Perak Darul Ridzuan
 Tel: 605 – 547 4833
 Fax: 605 – 547 4363
- REGISTERED OFFICE : 55A, Medan Ipoh 1A
 Medan Ipoh Bistari
 31400 Ipoh
 Perak Darul Ridzuan
 Tel: 605 – 547 4833
 Fax: 605 – 547 4363
- CORPORATE/OPERATIONAL OFFICE : 2521, Tingkat Perusahaan 6
 Prai Industrial Estate
 13600 Prai
 Pulau Pinang
 Tel: 604 – 390 7324
 Fax: 604 – 399 7324
 Website: www.attaglobalgroup.com
- AUDITORS : Grant Thornton (*AF 0042*)
 Chartered Accountants
 51-8-A Menara BHL Bank
 Jalan Sultan Ahmad Shah
 10050 Penang
 Tel: 604 – 228 7828
 Fax: 604 – 227 9828
- REPORTING ACCOUNTANTS : Siew Boon Yeong & Associates (*AF 0660*)
 Chartered Accountants
 9-C, Jalan Medan Tuanku
 Medan Tuanku
 50300 Kuala Lumpur
 Tel: 603 – 2693 8837
 Fax: 603 – 2693 8836
- DUE DILIGENCE SOLICITORS : Olivia Lim & Co
 Advocates & Solicitors
 43-3 Plaza Damansara
 Jalan Medan Setia 1
 Bukit Damansara
 50490 Kuala Lumpur
 Tel: 603 – 2011 1386
 Fax: 603 – 2093 8124
- PRINCIPAL BANKERS : Malayan Banking Berhad (*3813-K*)
 2-C, Azuria Business Centre
 Jalan Lembah Permai
 11200 Tanjung Bungah
 Pulau Pinang
 Tel: 604 – 899 3513
 Fax: 604 – 890 3074

CORPORATE DIRECTORY (Cont'd)

SHARE REGISTRAR : Symphony Share Registrars Sdn Bhd (378993-D)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Tel: 603-7849 0777
Fax: 603-7841 8151/8152

ADVISER : Public Investment Bank Berhad (20027-W)
25th Floor, Menara Public Bank
146, Jalan Ampang
50450 Kuala Lumpur
Tel: 603 – 2166 9382
Fax: 603 – 2166 9386

STOCK EXCHANGE LISTED AND LISTING SOUGHT : Main Market of Bursa Securities

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Registered Office:

55A, Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh
Perak Darul Ridzuan

6 November 2017

Board of Directors:

Ooi Chieng Sim (*Executive Chairman*)
Ng Chin Nam (*Executive Director*)
Chow Choon Hoong (*Executive Director*)
Sudesh A/L K. V. Sankaran (*Independent Non-Executive Director*)
Dato' Dennis Chuah (*Independent Non-Executive Director*)
Loh Yee Sing (*Independent Non-Executive Director*)

To: Our Entitled Shareholders

Dear Sir/Madam,

RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,515,037,240 NEW ICPS AT AN ISSUE PRICE OF RM0.08 PER ICPS ON THE BASIS OF EIGHT (8) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN ATTA GLOBAL GROUP BERHAD HELD AT 5.00 P.M. ON 6 NOVEMBER 2017 BASED ON A MINIMUM SUBSCRIPTION LEVEL OF 150,000,000 ICPS

1. INTRODUCTION

Our Board is pleased to inform you that our shareholders had approved the Corporate Exercises, which include, amongst others, the Rights Issue of ICPS, at our Company's EGM held on 16 August 2017. A certified true extract of the resolutions pertaining to the Corporate Exercises passed at the said EGM is attached in **Appendix I** of this AP.

On 15 June 2017, on behalf of our Board, PIVB announced that Bursa Securities had vide its letter dated 14 June 2017, approved amongst others:

- (i) admission of the ICPS to the Official List of the Main Market of Bursa Securities and the listing of and quotation for up to 2,515,037,240 ICPS to be issued pursuant to the Rights Issue of ICPS;
- (ii) listing of and quotation for up to 2,515,037,240 new ATTA Shares to be issued pursuant to the conversion of ICPS;
- (iii) listing of and quotation for up to 3,237,126 additional Warrants B to be issued arising from the adjustments pursuant to the Rights Issue of ICPS;

- (iv) listing of and quotation for up to 3,237,126 new ATTA Shares to be issued pursuant to the exercise of additional Warrants B;
- (v) listing of and quotation for up to 1,621,601 additional Warrants C to be issued arising from adjustments pursuant to the Rights Issue of ICPS;
- (vi) listing of and quotation for up to 1,621,601 new ATTA Shares to be issued pursuant to the exercise of additional Warrants C; and
- (vii) listing of and quotation for up to 649,586 new ATTA Shares to be issued pursuant to the exercise of additional ESOS Options arising from adjustments pursuant to the Rights Issue of ICPS,

on the Main Market of Bursa Securities.

The approval granted by Bursa Securities is subject to, amongst others, the following conditions:

Conditions imposed		Status of compliance
(a)	ATTA and PIVB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Rights Issue of ICPS;	Noted
(b)	ATTA and PIVB to inform Bursa Securities upon the completion of the Rights Issue of ICPS.	To be met
(c)	ATTA and PIVB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Rights Issue of ICPS is completed;	To be met
(d)	ATTA to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the conversion of ICPS as at the end of each quarter together with a detail computation of listing fees payable; and	To be met
(e)	to incorporate Bursa Securities' comments as per Bursa Securities' approval letter in respect of draft circular to shareholders in relation to the Rights Issue of ICPS.	Met

The official listing of and quotation for the Rights ICPS and the new ATTA Shares to be issued arising from the conversion of the Rights ICPS will commence after, amongst others, receipt of confirmation from Bursa Depository that all the CDS accounts of our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), who have successfully subscribed for such Rights ICPS, have been duly credited and notices of allotment/electronic notification have been despatched/sent to them.

On 23 October 2017, on behalf of our Board, PIVB announced that the Entitlement Date, which our shareholders must be registered on the Record of Depositors in order to participate in the Rights Issue of ICPS, has been fixed at 5.00 p.m. on 6 November 2017.

No person is authorised to give any information or to make any representation not contained herein in connection with the Rights Issue of ICPS, and if given or made, such information or representation must not be relied upon as having been authorised by us or PIVB.

IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

2. DETAILS OF THE RIGHTS ISSUE OF ICPS

2.1 Introduction

In accordance with the terms of the Rights Issue of ICPS as approved by the relevant authorities and our shareholders at the EGM on 16 August 2017 and subject to the terms of the Documents, our Company will provisionally allot up to 2,515,037,240 ICPS at an issue price of RM0.08 per ICPS on the basis of eight (8) ICPS for every one (1) existing ATTA Share held on the Entitlement Date.

The Rights Issue of ICPS will be undertaken on the Minimum Subscription Level basis pursuant to the Undertakings by Skylitech, OCS and NCN. For further details of the Undertakings, kindly refer to Section 4 of this AP.

As an Entitled Shareholder (other than an Authorised Nominee who has subscribed for the NRS), you will find enclosed with this AP:

- (i) the NPA in respect of the number of Rights ICPS provisionally allotted to you, for which you are entitled to subscribe under the terms of the Rights Issue of ICPS; and
- (ii) the RSF which is to be used for the acceptance of the Rights ICPS provisionally allotted to you and for the application of any excess Rights ICPS pursuant to the excess Rights ICPS application, should you wish to do so.

If you are an Authorised Nominee who has subscribed for the NRS with Bursa Depository, an electronic copy of this AP and the Rights Issue Entitlement File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominee.

You can fully or partially subscribe and/or renounce your entitlements for the Rights ICPS provisionally allotted to you. In addition to taking up your respective entitlements under the Rights Issue of ICPS, you may also apply for the excess Rights ICPS under the excess Rights ICPS application. It is the intention of our Board to allot the excess Rights ICPS, if any, in a fair and equitable manner as further set out in Section 11.4 of this AP.

The Rights ICPS which are renounced, not validly taken up or are not allotted for any reason whatsoever, will first be made available for the excess Rights ICPS application by our Entitled Shareholders and thereafter, to the renouncee(s)/transferee(s).

Any fractional entitlement under the Rights Issue of ICPS shall be disregarded and will be dealt with by our Board as it may deem fit and expedient in the best interest of our Company.

Any dealing in our Company's securities will be subject to, amongst others, the provision of the SICDA, the Rules of Bursa Depository and any other relevant legislation. The ICPS will be credited directly into the respective CDS accounts of our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who have successfully subscribed for such ICPS. No physical share certificates will be issued.

The ICPS to be issued pursuant to the Rights Issue of ICPS will be listed and quoted on the Main Market of Bursa Securities within 2 Market Days upon the receipt of the application for quotation of the ICPS by Bursa Securities as specified under the Listing Requirements.

Our Company shall despatch notices of allotment/send electronic notification to the successful applicants within 8 Market Days from the last date for acceptance and payment for the ICPS or such other period as may be prescribed by Bursa Securities.

2.2 Basis of determining the issue price of the ICPS and the conversion price of the ICPS

The issue price of RM0.08 per ICPS and the conversion price of RM0.80 per ICPS for one (1) new ATTA Share were arrived at after taking into consideration, amongst others, the following:

- (i) the 5-day VWAMP up to and including 24 May 2017, being the last market day prior to the announcement of the Corporate Exercises of the ATTA Shares of RM1.1361;
- (ii) the quantum of the gross proceeds to be raised for the purpose as detailed in Section 5 of this AP; and
- (iii) the range of discount given for recent rights issue exercises undertaken by public companies listed on Bursa Securities.

The theoretical ex-rights price (“TERP”) of the Shares, based on the above 5-day VWAMP up to and including 24 May 2017 of RM1.1361 per Share is RM0.99.

The issue price of the ICPS of RM0.08 represents approximately 7% of the 5-day VWAMP up to and including 24 May 2017 of the ATTA Shares of RM1.1361. The Board deemed that the issue price of the ICPS of RM0.08 will be affordable and attractive for our Entitled Shareholders after considering the market price of the ATTA Shares, in order to raise sufficient funds for the purposes as set out in Section 5 of this AP.

The conversion price of the ICPS of RM0.80 represents a discount of approximately RM0.19 or 19.19% over the TERP of RM0.99, based on the 5-day VWAMP up to and including 24 May 2017 of the ATTA Shares. The Board deemed that the discount of approximately 19.19% is reasonably attractive and is within the range of market discount rates for recent rights issue exercises. It is intended to provide our Entitled Shareholders and/or their renounee(s)/transferee(s) with an equal opportunity to increase their equity participation in ATTA during the tenure of the ICPS.

Based on the conversion price of RM0.80, the ICPS may be converted into new Shares in the following manner:

- (i) by surrendering for cancellation ten (10) ICPS to be converted into one (1) new ATTA Share; or
- (ii) by surrendering for cancellation such number of ICPS with an aggregate value below the conversion price, subject to a minimum of one (1) ICPS, and paying the difference between the aggregate value of ICPS surrendered and the conversion price in cash for one (1) new ATTA Share.

Premised on the terms of the ICPS, subject to adjustments, the ICPS can be converted into new ATTA Shares on any market day commencing on and including the Issue Date of the ICPS up to and including the Maturity Date. Any ICPS that are not converted would be mandatorily converted into new ATTA Shares on the Maturity Date.

Any fractional new ATTA Share arising from the mandatory conversion of the ICPS on the Maturity Date will be disregarded and will be dealt with by the Board as it may deem fit and expedient in the best interest of the Company.

2.3 Ranking of the new ATTA Shares to be issued arising from the conversion of the ICPS

The new ATTA Shares to be issued arising from the conversion of the ICPS shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing ATTA Shares except that such new ATTA Shares will not be entitled to any dividends, rights, allotments and/or distributions, that may be declared, made or paid for which the entitlement date is prior to the date of allotment of these new ATTA Shares.

For information purposes, the Company had on 16 October 2017, declared an interim dividend of RM0.02 per ATTA Share and special dividend of RM0.03 per ATTA Share under the single tier system in respect of the FYE 31 March 2018 (“**Interim Dividend**”). The entitlement date of the Interim Dividend is 7 December 2017. Any new ATTA Shares to be issued arising from the conversion of the ICPS will not be entitled for the Interim Dividend.

2.4 Salient terms of the ICPS

The salient terms of the ICPS are as follows:

- Issue Size : Up to 2,515,037,240 ICPS
- Issue Price : RM0.08 per ICPS
- Issue Date : The date on which the ICPS is issued pursuant to the Rights Issue of ICPS
- Tenure : 5 years commencing from and including the Issue Date of the ICPS
- Maturity Date : The date immediately preceding the 5th anniversary of the Issue Date of the ICPS, and if such date is not a market day, then on immediate preceding market day
- Board Lot : The ICPS are tradable in board lots of 100 units of ICPS, or such denomination as may be determined by Bursa Securities from time to time
- Dividend : A cumulative preference dividend rate of 40.0 sen per 100 ICPS per annum, if declared, shall be payable annually (“**ICPS Dividend Date**”) in arrears and out of post taxation profits. For the avoidance of doubt, the ICPS Dividend Date shall refer to a market day immediately before the ICPS anniversary date of the Issue Date and if such date is not a market day, then on immediate preceding market day.

No dividend shall be paid on the ordinary shares of the Company unless the dividends on the ICPS have first been paid and shall be in priority over the ordinary shares of the Company.

The right to receive dividends, including dividends in arrears, shall cease (save for dividends declared and unpaid) once the ICPS are converted into ATTA Shares (including where the ICPS are mandatorily converted in accordance with the terms of the ICPS)

- Form and Denomination : The ICPS will be issued in registered form and constituted by the Company’s M&A
- Conversion Rights : Each registered holder of the ICPS shall have the right at any time during the Conversion Period to convert such amount of ICPS held into new Shares at the Conversion Price.

No adjustment to the Conversion Price shall be made for any declared and unpaid dividends on the ICPS surrendered for conversion.

Any outstanding ICPS not converted at the end of the Conversion Period shall be mandatorily converted into new Shares at the Conversion Price on the Maturity Date by surrendering ten (10) ICPS for one (1) new Share without the payment of additional consideration by the ICPS holder, into fully paid new Shares.

Any fractional new Share arising from the mandatory conversion of the ICPS on the Maturity Date shall be disregarded and be dealt with by the Board as it may deem fit and expedient in the best interest of the Company

- Conversion Price : The conversion price for the ICPS is RM0.80 for every one (1) new Share
- Conversion Period : The ICPS shall be convertible into new Shares on any market day commencing on and including the Issue Date of the ICPS up to and including the Maturity Date
- Conversion Mode : The ICPS may be converted into new Shares in the following manner:
- (a) by surrendering for cancellation ten (10) ICPS to be converted into one (1) new ATTA Share; or
 - (b) by surrendering for cancellation such number of ICPS with an aggregate value below the Conversion Price, subject to a minimum of one (1) ICPS, and paying the difference between the aggregate value of the ICPS surrendered and the Conversion Price in cash for one (1) new ATTA Share,
- subject to the Adjustments Clause as provided herein
- Ranking of the ICPS : The ICPS shall rank *pari passu* amongst themselves. In the event of liquidation, dissolution, winding-up or other repayment of capital:
- (i) With the exception of holders of redeemable convertible preference shares (if any), the ICPS shall confer on the holders the right to receive in priority to the holders of other classes of shares in the Company, cash repayment in full of the amount (the amount of any dividend that has been declared and remaining in arrears) of that ICPS provided that there shall be no further right to participate in any surplus capital or surplus profits of the Company; and
 - (ii) In the event that the Company has insufficient assets to permit payment of the full value to the ICPS holders, the assets of the Company shall be distributed pro rata on an equal priority, to the ICPS holders in proportion to the amount that each ICPS holder would otherwise be entitled to receive
- Ranking of new Shares arising from the conversion of the ICPS : The new Shares to be issued upon the conversion of the ICPS shall rank *pari passu* in all respects with the then existing Shares except that such new Shares will not be entitled to any dividends, rights, allotments and/or distributions, that may be declared, made or paid for which the entitlement date is prior to the date of allotment and issuance of such new Shares
- Adjustment to Conversion Price (“Adjustment Clause”) : The Conversion Price will be adjusted, at the determination of the Company, in all or any of the following cases:
- (i) A bonus issue of ordinary shares by the Company; or
 - (ii) A capital distribution to shareholders made by the Company whether on a reduction of capital or otherwise, but excluding any cancellation of capital which is lost or unrepresented by assets; or
 - (iii) A rights issue of ordinary shares or convertible securities by the Company; or

- : (iv) Any other circumstances deemed necessary by the Board.
- No adjustment to the Conversion Price will be made unless the computation has been certified by the auditors of the Company
- Rights of the ICPS holders : The ICPS holders are not entitled to any voting rights or participation in any rights, allotments and/or other distributions in the Company except in the following circumstances until and unless such holder converts his/her ICPS into new ATTA Shares:
- (i) on a proposal for the winding-up, liquidation, compromise and/or arrangement of the Company for the winding-up, liquidation, compromise and/or arrangement of the Company and during the winding-up, liquidation, compromise and/or arrangement of the Company;
 - (ii) any resolution which varies or is deemed to vary the rights and privileges attached to the ICPS;
 - (iii) any resolution to reduce the share capital of the Company;
 - (iv) any resolution for the purposes of sanctioning the disposal of the whole or a substantial part (as defined in Section 223 of the Act) of the property, business or undertaking of the Company; and
 - (v) other circumstances as may be provided under law and applicable to preference shares and/or preference shareholders from time to time
- Transfer : The ICPS shall be transferable only by instrument in writing in the usual or common form or such other form as the Board or the relevant authorities may approve. As the ICPS will be listed on and traded on the Main Market of Bursa Securities, they will be deposited with the central depository system of Bursa Securities and will be subject to the Rules of Bursa Malaysia Depository Sdn Bhd
- Modification of rights : The Company may from time to time with the consent or sanction of all the ICPS holders make modifications to the terms of which in the opinion of the Company are not materially prejudicial to the interest of the ICPS holders or are to correct a manifest error or to comply with mandatory provisions of the laws of Malaysia and the relevant regulations
- Listing status : The ICPS will be listed on the Main Market of Bursa Securities
- Governing law : Laws and regulations of Malaysia

3. OTHER CORPORATE EXERCISES

Save for the Rights Issue of ICPS, the M&A Amendments and as disclosed below, there is no other corporate exercise that has been announced but pending implementation/completion as at the LPD:

- (i) Proposed subscription of 55% equity interest in Tetap Gembira Development Sdn. Bhd. (“TGSB”) by ATTA (“Proposed Subscription”)

On 16 February 2017, the Company has issued a letter of undertaking to TGSB whereby ATTA undertakes to subscribe for 1,237,500 new ordinary shares in TGSB (“**New TGSB Shares**”) representing 55% equity interest in TGSB at RM5.00 per New TGSB Share (“**Subscription Price**”) for a total cash consideration of RM6,187,500 subject to the terms and upon the condition contained in the said letter.

On 30 June 2017, TGSB and ATTA had agreed to vary the terms and conditions of the letter of undertaking including:

- (i) extending the Proposed Subscription for another period of 6-month to fulfill certain conditions by the parties;
- (ii) the Subscription Price is revised to RM1.00 per New TGSB Share and the total cash consideration to subscribe for 1,237,500 New TGSB Shares will be RM1,237,500; and
- (iii) RM4,950,000 shall be treated as the borrowings/advances from ATTA to TGSB as part of the ATTA’s obligation.

The total sum of RM6,187,500 will be used to settle Malayan Banking Berhad, being the financier of TGSB, to redeem a property held under title number known as Lot 71113 No. Hakmilik 3416, Mukim 12, Daerah Barat Daya, Penang which is charged to Malayan Banking Berhad for the loan obtained by TGSB.

As at the LPD, the parties have yet to execute the relevant documents in respect of the Proposed Subscription and the transaction is pending completion.

4. SHAREHOLDERS’ UNDERTAKINGS AND UNDERWRITING ARRANGEMENT

The Rights Issue of ICPS will be implemented on the Minimum Subscription Level basis to raise minimum gross proceeds of approximately RM12.00 million. The Minimum Subscription Level has been determined by our Board after taking into consideration, amongst others, the following:

- (i) the planned capital expenditure and immediate working capital requirements of ATTA Group as set out in Section 5 of this AP; and
- (ii) the defraying expenses incidental to the Corporate Exercises.

In order to achieve the Minimum Subscription Level, our Board has procured the written irrevocable undertakings from Skylitech, OCS and NCN, the Directors and shareholders of ATTA for the following:

- (i) Skylitech to subscribe for partial of its rights entitlements of 37,500,000 ICPS;
- (ii) OCS:
 - (a) to subscribe for his rights entitlements of 8,683,920 ICPS; and
 - (b) to subscribe for the requisite number of excess ICPS not subscribed by the other Entitled Shareholders and/or their renouncee(s)/ transferee(s) of up to 43,816,080 ICPS;
- (iii) NCN:
 - (a) to subscribe for his rights entitlements of 649,728 ICPS; and
 - (b) to subscribe for the requisite number of excess ICPS not subscribed by the other Entitled Shareholders and/or their renouncee(s)/ transferee(s) of up to 59,350,272 ICPS.

Under the Minimum Scenario, the Undertakings from Skylitech, OCS and NCN are as set out in the table below:

Shareholders	Direct shareholding as at the LPD ⁽¹⁾		Entitlements under the Rights Issue of ICPS		Undertakings		
	No. of Shares	%	No. of ICPS	% ⁽²⁾	Subscription of entitlements	Subscription of excess ICPS	Total
			No. of ICPS	% ⁽²⁾	No. of ICPS	No. of ICPS	No. of ICPS
Skylitech	19,800,753	12.96	158,406,024	12.96	37,500,000	-	37,500,000
OCS	1,085,490	0.71	8,683,920	0.71	8,683,920	43,816,080	52,500,000
NCN	81,216	0.05	649,728	0.05	649,728	59,350,272	60,000,000

Notes:

- (1) Excluding 774 treasury shares held by the Company.
- (2) As a percentage of the 1,222,432,912 ICPS to be issued pursuant to the Rights Issue of ICPS under Maximum Scenario 1 assuming none of the Outstanding Convertible Securities as at the LPD are exercised/converted into new ATTA Shares.

In view of the Undertakings, there will not be any underwriting arrangement required for the Rights Issue of ICPS.

Arising from the obligations pursuant to the Undertakings, Skylitech, OCS and NCN have confirmed that they have sufficient financial resources to subscribe for the ICPS pursuant to the Undertakings. PIVB has verified that Skylitech, OCS and NCN have the financial resources to fulfill its commitments pursuant to the Undertakings.

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5. UTILISATION OF PROCEEDS

For illustrative purposes, based on the renounceable rights issue of up to 2,515,037,240 ICPS at an issue price of RM0.08 per ICPS, the Rights Issue of ICPS is expected to raise gross proceeds of up to approximately RM97.80 million and RM201.20 million under Maximum Scenario 1 and Maximum Scenario 2, respectively (excluding proceeds from any conversion/exercise of the Outstanding Convertible Securities in the future, if any).

The proceeds are expected to be utilised by the Group in the following manner:

Proposed utilisation	Minimum Scenario (RM'000)	Maximum Scenario 1 (RM'000)	Maximum Scenario 2 (RM'000)	Estimated timeframe for utilisation from date of receipt
Purchase of new equipment/machineries ⁽¹⁾	2,620	6,550	6,550	Within 12 months
Investment in new business ⁽²⁾	-	16,592	120,000	Within 24 months
Upgrading of building ⁽³⁾	-	10,000	10,000	Within 12 months
Working capital ⁽⁴⁾	8,380	63,653	63,653	Within 24 months
Estimated expenses in relation to the Proposals ⁽⁵⁾	1,000	1,000	1,000	Within 6 months
Total	12,000	97,795	201,203	

Notes:

- (1) The Group intends to utilise up to RM6.55 million to purchase new equipment/machineries to expand its metal recycling business. The details of equipment/machineries to be purchased are set out below:

	Minimum Scenario		Maximum Scenario 1 & 2	
	No. of units	(RM'000)	No. of units	(RM'000)
Bundle machines	4	900	10	2,250
Excavators	4	1,720	10	4,300
Total	8	2,620	20	6,550

The bundle machines are used to process the scrap metals by compacting and squeezing the scrap metals into metal blocks. The excavators are used to load/unload the scrap metals/metal blocks in scrap metal yards and processing plants.

Please refer to Section 9.4.1 of this AP for further information of the Group's metal recycling business.

- (2) Under the Maximum Scenario 2, the gross proceeds of up to RM120.00 million to be utilised for investment in new business is based on the assumption that the Outstanding Convertible Securities of the Company are fully converted/exercised respectively prior to the Entitlement Date.

The Board will give priority to new investment opportunities which are in the same or complementary to the Group's existing business. Nevertheless, any new business, which is not in the same or complementary to the Group's existing business may be considered on their own investment merits. As at the LPD, the Board has yet to identify any suitable and viable new investment opportunities. In addition to the plan to venture into complementary business, the Board also has the intention to venture into property development, construction and property investment via acquisition or joint venture. However, in the absence of any concrete plans for the projects and the uncertainty of the actual amount of funds to be raised, the allocation of the proceeds could not be determined at this juncture. Announcements will be made when such investments have been identified by the Board and are likely to materialise. If the nature of the transactions requires the approval of the shareholders pursuant to Chapter 10 of the Main Market Listing Requirements of Bursa Securities, the Board will seek the necessary approval(s) from the shareholders of the Company.

In the event the Group fails to identify any suitable investment opportunity within 24 months from the completion of the Rights Issue of ICPS, the Board is of the view that to allocate the proceeds to expand the existing business of Group would be in the best interest to the Group. The proceeds will be utilised for working capital purposes, which are set out below:

	Maximum Scenario 1 (RM'000)	Maximum Scenario 2 (RM'000)	Estimated timeframe for utilisation after the Group fails to identify any suitable investment opportunities
Purchase of scrap metals for its metal recycling business	11,000	80,000	Within 24 months
Purchase of raw materials comprise, amongst others, color coated coil, zincalume coil, mild steel, galvanized coil and cold rolled coil for the manufacturing of roofing, cable tray and steel furniture.	5,592	40,000	Within 24 months
Total	16,592	120,000	

Should the Company decide to vary the usage of funds to working capital, prior shareholders' approval will be sought.

Pending the utilisation of the proceeds for this purpose, the proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments. The interest derived from the deposits with licensed financial institutions or any gains arising from the short-term money market instruments will be used as additional working capital of the Group.

- (3) The building is located at its corporate/operations office at 2521, Tingkat Perusahaan 6, Prai Industrial Estate, 13600 Prai, Pulau Pinang, which is currently being rented out to Padiberas Nasional Berhad. The building, comprises of 2 blocks, is over 25 years old and the last major renovation was in 2013. However, the building had sustained wear and tear over the years. The upgrading works of the building has to be made to fulfill the operating needs and requirements of the tenant for the storage of heavy rice bags. The upgrading works are intended to involve amongst others, the upgrading of the foundations, the leveling of the floor as well as the replacement of the roof of the building together with ancillary works such as mechanical and engineering (M&E), fire safety and plumbing and sanitation works. As at the LPD, the Board has yet to identify a contractor to undertake the upgrading works of the building. The upgrading works is expected to commence upon the receipt of the proceeds from the Rights Issue of ICPS and expected to be completed within 12 months from the commencement of the upgrading works.

- (4) An amount of up to RM63.65 million shall be utilised for the Group's working capital requirements, the details of which are set out below:

Proposed utilisation	Minimum Scenario (RM'000)	Maximum Scenario 1 (RM'000)	Maximum Scenario 2 (RM'000)
Purchase of raw materials for			
Metal recycling ^(a)	6,704	45,600	45,600
Manufacturing of roofing, cable tray and steel furniture ^(b)	1,676	11,400	11,400
	8,380	57,000	57,000
Other operating expenses ^(c)	-	6,653	6,653
Total	8,380	63,653	63,653

Notes:

- (a) Purchase of scrap metal for its metal recycling business. Please refer to Section 9.4.1 of this AP for further information of the Group's metal recycling business.
- (b) Purchase of raw materials comprise, amongst others, color coated coil, zincalume coil, mild steel, galvanized coil and cold rolled coil for the manufacturing of roofing, cable tray and steel furniture. Please refer to Section 9.4.2 of this AP for further information of the Group's manufacturing business.
- (c) Other operating expenses comprise of the Group's day-to-day operation expenses to support the existing business operation which shall include, but not limited to the payment of salaries to existing staff (including contribution to Employees' Provident Fund, Social Security Organisation (SOCSO) and other statutory payments), administrative and marketing expenses, selling and distribution, rental expenses, statutory professional fees such as audit fees and tax fees, utilities and office expenses. The exact breakdown of the proceeds in respect of the other operating requirements has not been determined by the Company.
- (5) The proceeds earmarked for estimated expenses in relation to the Proposals shall be utilised as set out below:

	(RM'000)
Professional fees (i.e. adviser, reporting accountant and solicitors)	450
Fees payable to the relevant authorities	350
Other incidental expenses in relation to the Corporate Exercises	200
Total	1,000

Any surplus or shortfall of funds allocated for the payment of the estimated expenses will be adjusted accordingly from the working capital as the case may be.

The maximum quantum of proceeds to be received by ATTA pursuant to the full conversion of the ICPS, assuming the ICPS were all converted by surrendering for cancellation one (1) ICPS and paying the balance conversion price in cash for every one (1) new ATTA Share under the Maximum Scenario 1 and Maximum Scenario 2 is RM880.15 million and RM1,810.83 million, respectively.

Notwithstanding the above, the actual quantum of proceeds to be received by ATTA pursuant to the conversion of all the ICPS is dependent on the mode of conversion of the ICPS into new ATTA shares. Nevertheless, the Group intends to use such proceeds, if any, for the working capital requirements and future business expansion, the details of which has yet to be determined as at the LPD.

6. RATIONALE FOR THE RIGHTS ISSUE OF ICPS

After due consideration of various funding options available to our Company, our Board is of the opinion that the Rights Issue of ICPS is the most appropriate avenue of fund raising for our Company after taking into consideration, amongst others, the following factors:

- (i) the Rights Issue of ICPS enables ATTA to raise funds to fund its capital expenditure and working capital requirements;
- (ii) the issuance of the ICPS would enable ATTA to strengthen its eventual capital base upon full conversion of the ICPS;
- (iii) the issuance of the ICPS would not dilute the shareholdings of the existing shareholders of ATTA, assuming that all our Entitled Shareholders fully subscribe for their respective entitlements and thereafter fully convert the ICPS;
- (iv) the issuance of the ICPS would not have an immediate dilutive effect on the EPS of the ATTA Group as opposed to the issuance of new ATTA Shares; and
- (v) the issuance of the ICPS would provide our Entitled Shareholders with an option to further participate in the equity of ATTA at a predetermined conversion price during the tenure of the ICPS.

7. RISK FACTORS

In addition to the other information contained herein, you should carefully consider the following risk factors (which may not be exhaustive) before making your decision on whether to subscribe for your entitlements to the ICPS.

7.1 Risks relating to the operations and business of our Group

7.1.1 Business risks

Our Group involved in the metal recycling business and the manufacturing and trading of steel products. Hence, our Group is subject to certain risk inherent in the steel industry. These include rising costs of labour and raw materials, labour and raw material shortages, changes in general economic, business and credit conditions as well as fluctuation in foreign exchange rates.

We seek to limit these risks through, *inter-alia*, stay abreast with the development, trends and directions of the industry, reducing reliance by purchasing from several suppliers, maintaining long-term business relationships with our suppliers and customers, and increasing automation to reduce reliance on labour. However, there is no assurance that any changes to the said risk factors will not have a material adverse effect on our Group's businesses and financial performance.

7.1.2 Operational risks

Due to the nature of our Group's operations, interruption on our Group's operating capabilities through disruption in electricity supply and failure or damage caused by fire, storms, lightning, electrical power outage or other disruptions may have an adverse material effect on our Group's business, operating results and financial condition.

To avoid major breakdowns and disruptions to our Group's operations, electricity supply and relevant equipment are constantly monitored and maintained. However, there can be no assurance that the abovementioned events will not cause an adverse impact on our Group's business and financial performance.

7.1.3 Pricing and availability of raw materials

The prices of the main raw materials for our Group's metal recycling business (i.e. scrap metal) and steel products are dependent upon global demand and supply. An increase in the prices of the raw materials may increase the pricing of our steel products and subsequently lower the demand.

As such, our Group has established long term relationships with an extensive network of suppliers, both locally and abroad to ensure continuous supply of raw materials at commercially viable prices. Nonetheless, there can be no assurance that our Group will be able to continually source for our raw materials at commercially viable prices or obtain adequate supply such that these will not have a material and adverse effect on the business or future earnings of our Group.

7.1.4 Competition

The steel industry is highly competitive in terms of price, product quality, service and timeliness of delivery and execution. In addition, our Group faces competition from the larger players in the steel industry who may have greater manufacturing scale, financial and marketing resources as well as wider access to capital, *inter alia*, to facilitate imports. In view of the competitive market environment and conditions, our future success will depend significantly upon our ability to respond to changing market demands and conditions and upon employing relevant strategies that will suitably fulfill the needs of our target customers.

Our Group mitigates such risks by, amongst others, being sensitive to the sentiments, supply and demand conditions of the market, knowing the needs of our customers and being focused and innovative to respond in a timely manner to the changing dynamics of our market.

7.1.5 Licensing risks

Our Group's operations are administered by jurisdiction of the relevant authorities with respect to licensing and regulatory matters such as manufacturing licenses and the licenses to deal with scrap metal.

We have always worked to ensure that the entire regulatory framework is complied with. However, no assurance can be given that any future changes to the present regulations or introduction of new regulations by the relevant authorities will not have a material impact on our operations.

7.2 Risks relating to our industry

7.2.1 Dependence on construction sector and cyclical nature of demand

Our scrap metals are the main raw material in producing finished steel products such as bars and wire rods which are primarily used in the construction sector. Moreover, our Group's products such as steel roofing, wall cladding and cables support system are also used in the construction sector. As such, demand for our steel products is, to certain extent, dependent on the construction sector, which is sensitive to the general economic conditions in Malaysia. An economic downturn may result in delays and abortion of construction projects, which may have a cascading effect on the demand of our steel products.

Furthermore, the steel industry is cyclical in nature, driven by factors such as demand volatility and excessive build-up of inventories which to a large extent that are beyond our control. When there is a downturn, our business and financial performance may be adversely affected, amongst others, resulting in lower utilization rates in our plant capacity, lower demand of our finished products and availability of raw materials at our expected costs, which may ultimately erode our profitability.

We have, amongst others, implemented processes to optimise input costs, endeavour to maximise our production efficiency and achieve the desired quality, planned the production schedule and timed the purchase raw materials based on projected order from our customers to mitigate the abovementioned risks. Notwithstanding, there is no assurance that the measures we have taken will be sufficient and will prevent the cyclical changes and industry downturns from having any material adverse impact on us.

7.2.2 Political, economic and regulatory considerations

Our operations and financial performance may be adversely affected by unfavourable political, economic, monetary and regulatory developments. Political and economic uncertainties include, but are not limited to, risks of war, expropriation, nationalisation, re-negotiation or nullification of existing contracts, changes in interest rates and methods of taxation and currency exchange controls.

While we strive to continue to take precautionary measures such as implementing prudent business, financial and risk management policies, much of the above changes are beyond our Group's control and there can be no assurance that any adverse development will not materially affect our business operations and financial performance.

7.3 Risks relating to the Rights Issue of ICPS

7.3.1 Investment risks

The market price of the ICPS, like all other listed securities traded on Bursa Securities, will be influenced by amongst others, prevailing market sentiments, volatility of the stock market, the prospects and operating results of our Group, the outlook of the industries in which our Group operates, trades of substantial amount of the ICPS on Bursa Securities, the remaining conversion period of the ICPS, announcements of corporate developments relating to our Group's business and the future financial performance of our Group.

The ICPS is a new class of securities issued by our Company where there is currently no prior market. Therefore, there can be no assurance that an active market for the ICPS will be developed upon or subsequent to its listing on Bursa Securities or, if developed, that such a market is sustainable or adequately liquid during the tenure of the ICPS. The price at which the ICPS will trade on Bursa Securities will be dependent upon market forces, which are beyond our Company's control.

There can be no guarantee that the market price of our Shares will remain at or above the conversion price of the ICPS during the tenure of the ICPS.

Notwithstanding the above, it should be noted that our Group's financial performance is not dependent on the price performance of the ATTA Shares and the ICPS.

7.3.2 Delay or failure in the implementation of the Rights Issue of ICPS

The Rights Issue of ICPS is exposed to the risk that it may be aborted or delayed on the occurrence of any one or more of the force majeure events or circumstances, which are beyond the control of our Group, arising prior to the implementation of the Rights Issue of ICPS. Such events or circumstances include, *inter-alia*, natural disasters, adverse developments in political, economic and government policies in Malaysia, global economic downturn, acts of war, act of terrorism, riots, expropriations and changes in political leadership.

In the event of failure in the implementation of the Rights Issue of ICPS, all application monies received pursuant to the Rights Issue of ICPS will be refunded to our Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) who have subscribed for the Rights ICPS without interest, or with interest if the application monies are not refunded within 14 days after our Company becomes liable to repay, in accordance with the provisions of Section 243(2) of the CMSA.

In the event that the Rights ICPS have been allotted to the successful Entitled Shareholders and/or their renounce(s) and/or transferee(s) and the Rights Issue of ICPS is subsequently cancelled/terminated, a return of the monies to the successful applicants can only be achieved by way of cancellation of our share capital as provided under the Act. Such cancellation may be carried out with the approval of our shareholders by way of special resolution in a general meeting, consent of our creditors (where applicable) and may require the confirmation by the High Court of Malaya or supported by solvency statement made by all directors of our Company. There can be no assurance that such monies can be recovered within a short period of time or at all under such circumstances.

7.3.3 Forward-looking statement

Certain statements in this AP are forward-looking in nature, which are subject to uncertainties and contingencies. All forward-looking statements are based on estimations and assumptions made by our Board and although our Board believes these statements and assumptions are reasonable, they are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements.

In light of these uncertainties, the inclusion of forward-looking statements in this AP should not be regarded as representation or warranty by our Company and/or the Adviser that the plans and objectives of our Group will be achieved.

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8. EFFECTS OF THE CORPORATE EXERCISES

The M&A Amendments will not have any effect on the issued share capital, NA, gearing, substantial shareholders' shareholdings and earnings of our Group.

For illustrative purposes, the pro forma effects of the Rights Issue of ICPS as disclosed in this AP shall be based on the Minimum Scenario, Maximum Scenario 1 and Maximum Scenario 2.

8.1 Issued share capital

The pro forma effects of the Rights Issue of ICPS on the issued share capital of our Company are as follows:

	Minimum Scenario		Maximum Scenario 1		Maximum Scenario 2	
	No. of ATTA Shares ('000)	(RM'000)	No. of ATTA Shares ('000)	(RM'000)	No. of ATTA Shares ('000)	(RM'000)
Issued share capital:						
As at the LPD	152,804	166,894 ⁽¹⁾	152,804	166,894 ⁽¹⁾	152,804	166,894 ⁽¹⁾
Adjusted for reversal of warrants reserve and ESOS reserve ⁽²⁾	-	1,676	-	1,676	-	1,676
Assuming full conversion of the outstanding ICULS	-	-	-	-	132,999 ⁽³⁾	132,999
Assuming full exercise of the outstanding Warrants B	-	-	-	-	21,383	24,570
Assuming full exercise of the outstanding Warrants C	-	-	-	-	4,201	5,217
Assuming full exercise of the outstanding ESOS Options	-	-	-	-	2,993	3,222
To be issued pursuant to the full conversion of ICPS	152,804	168,570	152,804	168,570	314,380	334,578
	15,000 ⁽⁴⁾	12,000	1,222,433 ⁽⁵⁾	977,947	2,515,037 ⁽⁵⁾	2,012,030
Total enlarged issued share capital	167,804	180,570	1,375,237	1,146,517	2,829,417	2,346,608

Notes:

- (1) Inclusive of the amounts standing to the credit of the share premium account of RM1.83 million and the capital redemption reserve of RM2.26 million pursuant to the transitional provisions relating to no par value regime as set out in Section 618(2) of the Act which provides that upon commencement of Section 74 of the Act, any amount standing to the credit of a company's share premium account and capital redemption reserve shall become part of the company's share capital.
- (2) Upon the exercise of Warrants C and ESOS options from 1 February 2017 (subsequent to the effective date of the Act) up to the LPD.
- (3) Assuming all outstanding ICULS are converted by surrendering RM0.10 nominal value of ICULS together with cash such that in aggregate it amounts to RM1.00 for one (1) new ATTA Share.
- (4) Assuming the ICPS are converted by surrendering ten (10) ICPS for one (1) new ATTA Share, which entails the issuance of the minimum number of ATTA Shares.
- (5) Assuming the ICPS are converted by surrendering one (1) ICPS together with cash such that in aggregate it amounts to the Conversion Price for one (1) new ATTA Share, which entails the issuance of the maximum number of ATTA Shares.

8.2 NA and gearing

The pro forma effects of the Rights Issue of ICPS on the NA and gearing of our Group based on the latest audited consolidated statement of financial position as at 31 March 2017 are set out below:

Minimum Scenario	Audited as at 31 March 2017 (RM'000)	I Subsequent adjustments up to the LPD ⁽²⁾ (RM'000)	II After (I) and the Rights Issue of ICPS (RM'000)	III After (II) and assuming full conversion of the ICPS (RM'000)
Share capital				
- ATTA Shares	93,787	168,570	168,570	180,570
- ICPS	-	-	10,090	-
ICULS	19,830	13,300	13,300	13,300
Treasury shares	(2,596)	(1)	(1)	(1)
Warrant reserve	5,779	4,203	4,203	4,203
Discount on shares	(5,699)	(5,699)	(5,699)	(5,699)
Fair value reserve	299	299	299	299
Capital reserve	(263)	(263)	(263)	(263)
ESOS reserve	330	230	230	230
Retained earnings	26,636	548	(452)	(452)
Shareholders' equity/NA	138,103	181,187	190,277	192,187
No. of Shares outstanding ('000) ⁽¹⁾	75,742	152,803	152,803	167,803
NA per Share (RM)	1.82	1.19	1.25	1.15
Total borrowings (RM'000)	15,334	15,334	17,848 ⁽⁴⁾	15,334
Gearing ratio (times)	0.11	0.08	0.09	0.08

Notes:

- (1) Excluding 774 treasury shares held by the Company.
- (2) After adjusting for the buy-back of 518,100 ATTA Shares by the Company, the issuance of 73,106,861 new ATTA Shares pursuant to the conversion/exercise of Outstanding Convertible Securities subsequent to the FYE 31 March 2017 up to the LPD and the distribution of 4,472,526 treasury shares as share dividend on 30 May 2017.
- (3) After deducting estimated expenses of RM1.00 million in relation to the Proposals.
- (4) Including the liabilities portion of the ICPS of approximately RM2.51 million. The liabilities portion of the ICPS represents the present value of the dividend payable for the 5-year tenure, computed using the discounted cash flow method.

Maximum Scenario 1	Audited as at 31 March 2017 (RM'000)	I Subsequent adjustments up to the LPD ⁽²⁾ (RM'000)	II After (I) and the Rights Issue of ICPS (RM'000)	III After (II) and assuming full conversion of the ICPS (RM'000)
Share capital				
- ATTA Shares	93,787	168,570	168,570	1,146,517
- ICPS	-	-	82,225	-
ICULS	19,830	13,300	13,300	13,300
Treasury shares	(2,596)	-	-	-
Warrant reserve	5,779	4,203	4,203	4,203
Discount on shares	(5,699)	(5,699)	(5,699)	(5,699)
Fair value reserve	299	299	299	299
Capital reserve	(263)	(263)	(263)	(263)
ESOS reserve	330	230	230	230
Retained earnings	26,636	548	(452)	(452)
Shareholders' equity/NA	138,103	181,188	262,413	1,158,135
No. of Shares outstanding ('000) ⁽¹⁾	75,742	152,804	152,804	1,375,237
NA per Share (RM)	1.82	1.19	1.72	0.84
Total borrowings (RM'000)	15,334	15,334	35,820 ⁽⁴⁾	15,334
Gearing ratio (times)	0.11	0.08	0.14	0.01

Notes:

- (1) Excluding 774 treasury shares held by the Company.
- (2) After adjusting for the buy-back of 518,100 ATTA Shares by the Company, the issuance of 73,106,861 new ATTA Shares pursuant to the conversion/exercise of Outstanding Convertible Securities subsequent to the FYE 31 March 2017 up to the LPD and the distribution of 4,472,526 treasury shares as share dividend on 30 May 2017.
- (3) After deducting estimated expenses of RM1.00 million in relation to the Proposals.
- (4) Including the liabilities portion of the ICPS of approximately RM20.49 million. The liabilities portion of the ICPS represents the present value of the dividend payable for the 5-year tenure, computed using the discounted cash flow method.

Maximum Scenario 2	Audited as at 31 March 2017 (RM'000)	I Subsequent adjustments up to the LPD ⁽²⁾ (RM'000)	II After (I) and assuming full conversion of the Outstanding Convertible Securities (RM'000)	III After (II) and the Rights Issue of ICPS (RM'000)	IV After (III) and assuming full conversion of the ICPS (RM'000)
Share capital					
- ATTA Shares	93,787	168,570	334,578	334,578	2,346,608
- ICPS	-	-	-	169,171	-
ICULS	19,830	13,300	-	-	-
Treasury shares	(2,596)	-	-	-	-
Warrant reserve	5,779	4,203	-	-	-
Discount on shares	(5,699)	(5,699)	(5,699)	(5,699)	(5,699)
Fair value reserve	299	299	299	299	299
Capital reserve	(263)	(263)	(263)	(263)	(263)
ESOS reserve	330	230	-	-	-
Retained earnings	26,636	548	548	(452)	(452)
Shareholders' equity/NA	138,103	181,188	329,463	497,634	2,340,493
No. of Shares outstanding ('000) ⁽¹⁾	75,742	152,804	314,380	314,380	2,829,417
NA per Share (RM)	1.82	1.19	1.05	1.58	0.83
Total borrowings (RM'000)	15,334	15,334	15,334	57,481 ⁽⁴⁾	15,334
Gearing ratio (times)	0.11	0.08	0.05	0.12	0.01

Notes:

- (1) Excluding 774 treasury shares held by the Company.
- (2) After adjusting for the buy-back of 518,100 ATTA Shares by the Company, the issuance of 73,106,861 new ATTA Shares pursuant to the conversion/exercise of Outstanding Convertible Securities subsequent to the FYE 31 March 2017 up to the LPD and the distribution of 4,472,526 treasury shares as share dividend on 30 May 2017.
- (3) After deducting estimated expenses of RM1.00 million in relation to the Proposals.
- (4) Including the liabilities portion of the ICPS of approximately RM42.15 million. The liabilities portion of the ICPS represents the present value of the dividend payable for a 5-year tenure, computed using the discounted cash flow method.

8.3 Earnings and EPS

The Rights Issue of ICPS is expected to be completed by the 4th quarter of 2017. The Rights Issue of ICPS is not expected to have any material impact on the consolidated earnings of our Group for the FYE 31 March 2018.

The Board expects the Rights Issue of ICPS to contribute positively to the future earnings of ATTA based on the proposed utilisation of proceeds mainly to fund the purchase of new equipment/machineries and the Group's working capital requirements.

On a standalone basis, the EPS of our Group may be diluted as a result of the increase in the number of ATTA Shares arising from the full conversion of the ICPS into new ATTA Shares in the event the earnings of ATTA does not increase in tandem with the increase in the number of ATTA Shares in issue. However, the extent of dilution to the EPS is dependent on, amongst others, the actual number of the ATTA Shares to be converted and the future earnings of ATTA Group. The potential dilution of the EPS is illustrated in the table below:

Minimum Scenario

	Audited for the FYE 31 March 2017 (RM'000)	I Subsequent adjustments up to the LPD (RM'000)	II After (I) and the Rights Issue of ICPS (RM'000)	III After (II) and assuming full conversion of the ICPS (RM'000)
Profit attributable to owners of parent	18,026	18,026	17,026	17,026
No. of Shares outstanding ('000)	75,742	152,803	152,803	167,803
EPS (sen)	23.80	11.80	11.14	10.15

Maximum Scenario 1

	Audited for the FYE 31 March 2017 (RM'000)	I Subsequent adjustments up to the LPD (RM'000)	II After (I) and the Rights Issue of ICPS (RM'000)	III After (II) and assuming full conversion of the ICPS (RM'000)
Profit attributable to owners of parent	18,026	18,026	17,026	17,026
No. of Shares outstanding ('000)	75,742	152,804	152,804	1,375,237
EPS (sen)	23.80	11.80	11.14	1.24

Maximum Scenario 2

	Audited for the FYE 31 March 2017 (RM'000)	I Subsequent adjustments up to the LPD (RM'000)	II After (I) and assuming full conversion of the Outstanding Convertible Securities (RM'000)	III After (II) and the Rights Issue of ICPS (RM'000)	IV After (III) and assuming full conversion of the ICPS (RM'000)
Profit attributable to owners of parent	18,026	18,026	18,026	17,026	17,026
No. of Shares outstanding ('000)	75,742	152,804	314,380	314,380	2,829,417
EPS (sen)	23.80	11.80	5.73	5.42	0.60

9. INDUSTRY OVERVIEW AND OUTLOOK AND FUTURE PROSPECTS OF OUR GROUP

9.1 Overview and outlook of the Malaysian economy

The Malaysian economy recorded a stronger growth of 5.8% in the second quarter of 2017 (1Q 2017: 5.6%). Private sector spending continued to be the main driver of growth. On the external front, growth was further supported by the robust expansion in real exports of goods and services (9.6%; 1Q 2017: 9.8%) following strong demand for manufactured and commodity products. Real imports moderated slightly to 10.7% (1Q 2017: 12.9%) following more moderate expansion in investment. On a quarter-on-quarter seasonally-adjusted basis, the economy recorded a growth of 1.3% (1Q 2017: 1.8%).

Domestic demand grew by 5.7% in the second quarter of the year (1Q 2017: 7.7%), supported by continued expansion in both private sector expenditure (7.2%; 1Q 2017: 8.2%) and public sector spending (0.2%; 1Q 2017: 5.8%). Private consumption recorded a growth of 7.1% (1Q 2017: 6.6%), supported by the improvement in private sector wages amid continued strength in employment growth. During the quarter, consumer sentiments continued to improve, providing further impetus to household spending.

Private investment expanded by 7.4% in the second quarter (1Q 2017: 12.9%), mainly in the services and manufacturing sectors. During the quarter, business sentiments continued to improve in tandem with better external and domestic conditions amid lower financial market volatility.

Public consumption growth moderated to 3.3% (1Q 2017: 7.5%) following slower growth in the spending on emoluments, and supplies and services. Public investment declined by 5.0% in the second quarter (1Q 2017: 3.2%). This was attributable to the lower spending on fixed assets by public corporations, which more than offset the higher expenditure by the Federal Government. On the supply side, all economic sectors continued to expand.

Given the continued strong performance in the second quarter of 2017, the Malaysian economy recorded a strong growth of 5.7% in first half of 2017. At this point, compared to the beginning of the year, there are considerable improvements in the operating environment of the economy. Looking ahead, it is likely for the Malaysian economy to expand by more than 4.8% for the whole year of 2017. Private consumption will be underpinned by continued wage and employment growth, with support from various policy measures to raise disposable income. Investments will be driven by the implementation of new and ongoing infrastructure projects, and higher capacity expansion in the manufacturing and services sectors. The stabilisation of commodity prices is also expected to lend support to investments in the mining sector. On the external front, exports are expected to benefit from the improvement in global growth, especially among Malaysia's key trading partners. Overall, the economy is expected to record a stronger growth in 2017.

(Source: Quarterly Bulletin, Second (2nd) Quarter 2017, Bank Negara Malaysia)

9.2 Overview and outlook of the Malaysian steel industry

Output of construction-related materials continued to increase 4.8% (January – July 2015: 4.5%) mainly supported by higher production of non-metallic mineral and basic metals as well as fabricated metal products, which grew 6.3%, 2.1% and 5.6%, respectively (January – July 2015: 7.2%; 2.5%; 3.6%). Production of glass products, pig iron and other structural metal products increased significantly by 21.9%, 24.7% and 8.3%, respectively (January – July 2015: 1.1%; 16.4%; 0.2%). Growth of the subsector was attributed to higher demand from civil engineering and residential subsectors.

In line with robust re-export activities during the first eight months of 2016, receipts from manufactures of metal increased 10.3% (January – August 2015: 15.6%). Growth was mainly attributed to non-ferrous metals, particularly aluminium (63.1%) and copper (5.9%). Major export destinations for manufactures of metal include Singapore, China, India, Japan and Vietnam.

(Source: Economic Report 2016/2017, Ministry of Finance, Malaysia)

9.3 Overview and outlook of the Malaysian construction and manufacturing industry

Products from the steel industry play a key role in supporting the construction and manufacturing sectors and hence, any future growth in the steel industry will be closely linked to the growth cycles of the aforesaid sectors. In view of the above, the following is a discussion of the prospects of the construction and manufacturing sectors.

(i) The construction industry

The construction sector continued to register a strong growth of 8.3% (Q2 2016: 8.9%) reinforced by higher civil engineering activities. Civil engineering subsector strengthened by 14.9% (Q2 2016: 19.1%) mainly due to higher activities in the transportation, power plant and O&G-related projects. The specialised construction activities subsector expanded further to register 9% (Q2 2016: 7.9%) supported by painting, interior design and electrical works. In addition, the non-residential subsector rebounded 6.7% (Q2 2016: -0.6%) underpinned by industrial-related projects, particularly in Klang Valley. The residential buildings subsector moderated at 2.1% (Q2 2016: 9.2%) attributed to lower construction of affordable housing projects, particularly in Klang Valley and Perak.

(Source: Quarterly Update on the Malaysian Economic, Second (2nd) Quarter 2017, Ministry of Finance Malaysia)

(ii) The manufacturing sector

The manufacturing sector grew by 4.4% in 2016 (2015: 4.9%), supported by continued expansion in both export and domestic-oriented industries. The performance of the export-oriented industries was mainly driven by firm growth of the electronics and electrical (E&E) segment, with semiconductors exports growing strongly in response to the recovery in global demand for semiconductors in the second half of 2016. Growth was further supported by higher production of petrochemical products to meet sustained regional demand. The domestic-oriented industries were weighed down by the weak output of motor vehicles, but strong demand for food-related products and construction-related materials provided support to growth.

(Source: Annual Report 2016, Bank Negara Malaysia)

9.4 Prospects and outlook of our Group

Our Company, along with its subsidiaries, are principally involved in the following businesses:

- (i) metal recycling (processing of scrap metals), and shredding, processing and manufacturing of steel roofing, steel furniture, cable support system and other metal related products;
- (ii) trading of metal related products; and

- (iii) other businesses, including letting of industrial and commercial assets and provision of management consultancy.

9.4.1 Metal recycling business

Scrap metal recycling involves a number of steps such as collection, sorting, processing, melting, purification and solidifying. Our Group's metal recycling business is mainly involved in the processing stage to facilitate the melting process. The sorted scrap metals will be purchased by our Company and then compacted or squeezed into scrap metal blocks using machines. As a result, they can be melted using comparatively less energy. The scrap metal blocks will be sold to the clients. Unlike the other stages that could be labour intensive, take more technologically advanced and sophisticated recycling equipment, or high utilities consumption, the processing stage is relatively simple.

Generally, the metal recycling business of our Group is a cash business, which requires huge cash outlay for the purpose of purchase of raw materials, i.e. scrap metals. The processing and turnover for the metal recycling business is within a short period of time. Hence, the availability of sufficient financial resources will be the main success factor, as our Group intends to expand the scale of its metal recycling business. Financial availability will be one of the competitive advantages to our Group in sourcing raw materials in a more competitive pricing.

Metal is a global commodity that is always in big demand. The local market will absorb at the quantity that the metal recycling division can supply as the steel mills consistently importing from overseas and East Malaysia. In addition, the expansion of community recycling programs and public awareness of environmental protection help in promoting the metal recycling business to a certain extent. Metal recycling is more efficient than mining and processing new ore, which requires less energy to process, offers lower carbon footprint and more efficient utilisation of resources. They also do not create a waste disposal problem. Moreover, metals can be recycled again without degrading their physical and chemical properties, and hence the supply risk of raw materials is relatively low as compared to other industries.

Moving forward, our Group intends to expand the scale of production of the metal recycling business to have the advantage of the economies of scale. Under the Maximum Scenario 1 & 2, up to approximately RM52.15 million will be allocated for the metal recycling business, for which up to approximately RM6.55 million will be utilised to purchase new equipment/machineries and approximately RM45.60 million will be utilised to purchase raw materials. The injection of fresh capital to the Group will improve the liquidity position of the Group and enable the Group to purchase more raw materials. In addition, the Group would also have better bargaining power in obtaining a favourable pricing as the Group is able to purchase the necessary raw materials in bulk.

Currently, the Group has 7 bundle machines and 7 excavators, with productivity of approximately 3,600 metric tons per month. Some of the equipment/machineries breakdown frequently due to the wear and tear over the operating life cycle. Regular maintenance is required and has affected the efficiency and productivity of the equipment/machineries. The existing equipment/machineries are not sufficient to cater for the current production requirement and also the increase in input, as more raw materials will be purchased via the proceeds of the Rights Issue of ICPS.

The new equipment/machineries will increase the production capacity of the Group's metal recycling business couple with improvement of efficiency. In the Minimum Scenario, 4 additional bundle machines and excavators, respectively, will be purchased and is expected to increase the production capacity by approximately 2,750 metric tons per month. If the Rights Issue of ICPS achieves the Maximum Scenario 1 & 2, 10 additional bundle machines and excavators will be purchased and is expected to increase the production capacity by approximately 7,400 metric tons per month.

Premised on the above and due to the limited players in the industry, especially in the Northern region of Malaysia which are competing with the metal recycling business of the Group directly, the Board is cautiously optimistic that the expansion will contribute positively to the stability of the financial performance of the Group.

9.4.2 Manufacturing

In addition to its metal recycling business, the Group will also focus on its manufacturing segment, which is also contributing to the Group's revenue as well. Under the Maximum Scenario 1, up to approximately RM11.40 million will be utilised to purchase raw materials such as color coated coil, zincalume coil, mild steel, galvanized coil and cold rolled coil for the manufacturing of roofing, cable tray and steel furniture to cater for the potential projects to be secured by the Company. With the improved liquidity position, the Group would have better bargaining power in obtaining a favourable pricing as the Group is able to purchase the necessary raw materials in bulk and in cash terms.

Premised on the above, the Proposals will allow the Group to raise funds in order to fund the expansion of its existing core business as discussed above. The Board is of the view that the Proposals are expected to facilitate the growth as well as further improve the financial performance of the Group moving forward.

10. WORKING CAPITAL, BORROWINGS, MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

10.1 Working capital

Our Board is of the opinion that, after taking into account our Group's cash in hand, banking facilities available and the proceeds to be raised from the Rights Issue of ICPS, our Group will have sufficient working capital for a period of 12 months from the date of issue of this AP to meet our present and foreseeable future working capital requirements.

10.2 Borrowings

As at the LPD, our Group's total borrowings are as follows:

	Short-term RM'000	Long-term RM'000	Total RM'000
Bankers acceptance	1,150	-	1,150
Hire purchase	1,204	-	1,204
Term loan	-	8,649	8,649
Total	2,354	8,649	11,003

All outstanding borrowings are interest-bearing and are denominated in RM. As at the LPD, our Group does not have any foreign currency borrowings.

There has been no default on payments of either interest and/or principal sums in respect of any borrowings throughout the past 1 financial year and the subsequent financial period thereof, immediately preceding the LPD.

10.3 Material commitments and contingent liabilities

Save as disclosed below, as at the LPD, our Board is not aware of any material commitments contracted or known to be contracted by our Group which may have a substantial impact on the results or financial position of our Group.

	Group (RM'000)
Property, plant and equipment	
- Authorised but not contracted for	1,200
Subscription of shares in subsidiary	
- Authorised but not contracted for	4,950
Total	<u><u>6,150</u></u>

There are no contingent liabilities incurred or known to be incurred which, upon becoming enforceable, may have a substantial impact on the results or the financial position of our Group as at the LPD.

11. PROCEDURES FOR ACCEPTANCE, PAYMENT, SALE/TRANSFER AND EXCESS APPLICATION

As you are an Entitled Shareholder of our Company, your CDS account(s) will be duly credited with the number of Provisional Rights ICPS which you are entitled to subscribe in full or in part under the terms and conditions of the Rights Issue of ICPS. You will find enclosed with this AP, the NPA notifying you of the crediting of the number of such Provisional Rights ICPS into your CDS account(s) and the RSF to enable you to subscribe for such Rights ICPS that you have been provisionally allotted, as well as apply for the excess Rights ICPS if you wish to do so.

FULL PROCEDURES FOR THE ACCEPTANCE, PAYMENT, SALE/TRANSFER AND THE EXCESS RIGHTS ICPS APPLICATION ARE SET OUT IN THIS SECTION AND THE ACCOMPANYING RSF. YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS AP, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN CAREFULLY. THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS AP.

IF YOU ARE AN AUTHORISED NOMINEE WHO HAS SUBSCRIBED FOR NRS WITH BURSA DEPOSITORY, AN ELECTRONIC COPY OF THIS AP AND THE RIGHTS ISSUE ENTITLEMENT FILE WILL BE TRANSMITTED TO YOU ELECTRONICALLY BY BURSA DEPOSITORY THROUGH ITS EXISTING NETWORK FACILITY WITH THE AUTHORISED NOMINEES. PLEASE REFER TO SECTIONS 11.2.4 AND 11.4.4 OF THIS AP FOR THE PROCEDURES FOR ACCEPTANCE AND PAYMENT AND THE PROCEDURES FOR EXCESS RIGHTS ICPS APPLICATION, RESPECTIVELY.

11.1 Methods of application

You may subscribe for such number of Provisional Rights ICPS allotted to you as well as to apply for excess ICPS, if you choose, using either of the following methods:

<u>Methods of application</u>	<u>Category of Entitled Shareholders</u>
RSF ⁽¹⁾	All Entitled Shareholders
Electronic Application ⁽²⁾ or Internet Application ⁽³⁾	All Entitled Shareholders
NRS	Authorised Nominee who has subscribed for NRS

Notes:

- (1) A copy of the RSF will be enclosed together with this AP. The RSF is also available on the website of Bursa Securities (<http://www.bursamalaysia.com>)
- (2) The following surcharge per Electronic Application will be charged by the following Participating Financial Institution:
 - Public Bank Berhad – RM4.24 (inclusive of 6% GST); and
 - Affin Bank Berhad – RM4.24 (inclusive of 6% GST)
- (3) The following processing fee per Internet Application will be charged by the following Internet Participating Financial Institution:
 - Public Bank Berhad (<http://www.pbe.com>) – RM4.24 (inclusive of 6% GST); and
 - Affin Bank Berhad (<http://www.affinbank.com.my>) – RM4.24 (inclusive of 6% GST)

11.2 Procedures for acceptance and payment

11.2.1 By way of RSF

Acceptance of and payment for the Provisional Rights ICPS must be made on the RSF issued with this AP and completed in accordance to the notes and instructions printed in the RSF. At the absolute discretion of our Board, we may not accept acceptances which do not strictly conform to the terms of this AP or the RSF or the notes and instructions printed in these Documents.

If you wish to accept all or part of your entitlement to the Provisional Rights ICPS, please complete Part I(a) and Part II of the RSF in accordance with the notes and instructions contained in the RSF.

You must despatch the completed and signed RSF together with the relevant remittance in the official envelope provided at your own risk to our Share Registrar at the following address:

- (i) ORDINARY POST; or

Peti Surat 9150
Pejabat Pos Kelana Jaya
46785 Petaling Jaya
Selangor

(ii) By COURIER or DELIVERED BY HAND.

Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor

Tel: 603- 7849 0777
Fax: 603- 7841 8151/8152

and should reach our Share Registrar **not later than 5.00 p.m. on Tuesday, 21 November 2017**, being the last date and time for acceptance and payment.

If you lose, misplace or for any reason require another copy of the RSF, you and/or your renounee(s)/transferee(s) (if applicable) may obtain additional copies from your stockbrokers, our Share Registrar, our Registered Office or Bursa Securities' website (<http://www.bursamalaysia.com>).

You can use one (1) RSF for the acceptance of the Provisional Rights ICPS standing to the credit of one (1) CDS account. Separate RSF must be used for the acceptance of the Provisional Rights ICPS standing to the credit of more than one (1) CDS accounts. If successful, the Rights ICPS accepted by you will be credited into the respective CDS accounts where the Provisional Rights ICPS are standing to the credit.

A reply envelope is enclosed with this AP. To facilitate the processing of the RSFs by our Share Registrar, you are advised to use one (1) reply envelope for each completed RSF.

If you do not wish to accept the Provisional Rights ICPS in full, you are entitled to accept part of your entitlement to the Provisional Rights ICPS. The minimum number of the Provisional Rights ICPS that can be subscribed for or accepted is eight (8) Rights ICPS for every one (1) existing ATTA Share held. You should take note that a trading board lot comprises 100 Rights ICPS.

Each completed RSF must be accompanied by remittance in RM for the full amount payable in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made payable to "ATTA RIGHTS ICPS ACCOUNT", crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side(s) with your name, contact number and address in block letters together with your CDS account number. The payment must be made in the exact amount. Any application accompanied by excess or insufficient payment or payment in the manner other than as stated in this AP may be rejected at the absolute discretion of our Board. Cheques or any other mode(s) of payment not prescribed herein are not acceptable. Details of remittance must be filled in the appropriate boxes provided in the RSF.

NO ACKNOWLEDGEMENT WILL BE ISSUED FOR RECEIPT OF THE RSF OR APPLICATION MONIES IN RESPECT OF THE ACCEPTANCE OF THE PROVISIONAL RIGHTS ICPS. NOTICES OF ALLOTMENT WILL BE DESPATCHED TO THE SUCCESSFUL APPLICANTS BY ORDINARY POST AT THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS OF BURSA DEPOSITORY AT THEIR OWN RISK WITHIN 8 MARKET DAYS FROM THE LAST DATE FOR ACCEPTANCE AND PAYMENT FOR THE PROVISIONAL RIGHTS ICPS, OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES. PROOF OF TIME OF POSTAGE SHALL NOT CONSTITUTE PROOF OF TIME OF RECEIPT BY OUR SHARE REGISTRAR OR OUR COMPANY.

YOU SHOULD NOTE THAT ALL RSF AND REMITTANCES LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

APPLICATION SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT ANY APPLICATION OR TO ACCEPT ANY APPLICATION IN PART ONLY.

IN RESPECT OF UNSUCCESSFUL OR PARTIALLY ACCEPTED APPLICATIONS, THE FULL AMOUNT OR THE SURPLUS APPLICATION MONIES (AS THE CASE MAY BE) WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO YOU WITHIN 15 MARKET DAYS FROM THE LAST DATE FOR ACCEPTANCE AND PAYMENT FOR THE PROVISIONAL RIGHTS ICPS BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS OF BURSA DEPOSITORY AT YOUR OWN RISK.

If the acceptance of and payment for the Provisional Rights ICPS is not received by our Share Registrar by 5.00 p.m. on Tuesday, 21 November 2017, your and/or your renounee(s)/transferee(s) (if applicable) provisional entitlement under the Rights Issue of ICPS will be deemed to have been declined and will be cancelled.

Such Provisional Rights ICPS not taken up will be allotted to applicants for the excess Rights ICPS in the manner as set out in Section 11.4 of this AP.

11.2.2 By way of Electronic Application

Only individuals who are Entitled Shareholders may subscribe for the Provisional Rights ICPS by way of Electronic Application.

Please read carefully and follow the terms of this AP, the procedures, terms and conditions for Electronic Application and the procedures set out at the ATMs of the Participating Financial Institution before making an Electronic Application.

(i) Steps for Electronic Applications through a Participating Financial Institution's ATM

The procedures for Electronic Applications at the ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions ("**Steps**"). For illustration purposes, the procedures for Electronic Applications at ATMs are set out below. The Steps set out the actions that you must take at the ATM to complete an Electronic Application.

- (a) You must have an account with a Participating Financial Institution and an ATM card issued by that Participating Financial Institution to access the account. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for the Rights ICPS at an ATM belonging to other Participating Financial Institutions;
- (b) You are advised to read and understand this AP **BEFORE** making the application; and

(c) You shall apply for the Provisional Rights ICPS via the ATM of the Participating Financial Institutions by choosing the Electronic Application option. Mandatory statements required in the application are as set out in “**Terms and conditions for Electronic Applications**” (please refer to **Section 11.2.2(iii)** below). You shall enter at least the following information through the ATM when the instructions on the ATM screen require you to do so:

- Personal Identification Number (“PIN”);
- Select **ATTA RIGHTS ICPS ACCOUNT**;
- Enter your CDS account number;
- Enter the number of Rights ICPS applied for and/or the RM amount to be debited from the account;
- Enter your current contact number (for example your mobile phone number); and
- Confirm several mandatory statements.

Upon the completion of your Electronic Application transaction, you will receive a computer-generated transaction slip (“**Transaction Record**”), confirming the details of your Electronic Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Application or any data relating to such an Electronic Application by our Company or our Share Registrar. The Transaction Record is for your record and is not required to be submitted with your application.

FOR ELECTRONIC APPLICATIONS THROUGH AN ATM OF PARTICIPATING FINANCIAL INSTITUTIONS, THE RSF AND TRANSACTION RECORD ARE NOT REQUIRED TO BE SUBMITTED. AS SUCH, THE STAMP DUTY OF RM10.00 AFFIXED ON THE RSF IS NOT REQUIRED.

YOU MUST ENSURE THAT YOU USE THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN MAKING AN ELECTRONIC APPLICATION. IF YOU OPERATE A JOINT BANK ACCOUNT WITH ANY OF THE PARTICIPATING FINANCIAL INSTITUTION, YOU MUST ENSURE THAT YOU ENTER THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR NAME. YOUR APPLICATION WILL BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

(ii) **Participating Financial Institutions**

Electronic Applications may be made through an ATM of the following Participating Financial Institutions and their branches within Malaysia:

- Public Bank Berhad; and
- Affin Bank Berhad

(iii) Terms and conditions of Electronic Applications

The Electronic Application shall be made on, and subject to, the terms of this AP, as well as the terms and conditions of the Participating Financial Institutions and those appearing herein:

- (a) You are required to confirm the following statements (by pressing pre-designated keys or buttons on the ATM keyboard) and undertake that the following information given is true and correct:
- (i) You have attained 18 years of age as at the last day for acceptance and payment;
 - (ii) You have read this AP and understood and agreed with the terms and conditions of the application;
 - (iii) You authorise the Participating Financial Institution with which you have a bank account to deduct the full amount payable for the Provisional Rights ICPS (including the processing fee as mentioned in Section 11.1 (Note 2) of this AP) from your bank account; and
 - (iv) You hereby give consent to our Company, Bursa Depository, our Share Registrar, the relevant Participating Financial Institutions, their respective agents and any third party involved in facilitating the application/refund, to disclose information pertaining to yourself and your account with the Participating Financial Institution and Bursa Depository to the relevant authorities and any person as may be necessary or expedient to facilitate the making of the application/refund.

Your application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institution. By doing so, you shall have confirmed each of the above statements as well as giving consent in accordance with the relevant laws of Malaysia including Section 134 of the Financial Services Act 2013 and Section 45(1)(a) of the SICDA, to the disclosures as described above.

- (b) You confirm that you are not applying for the Provisional Rights ICPS as a nominee of any other person and that any Electronic Application that you make is made by you as the beneficial owner.
- (c) You must have sufficient funds in your account with the relevant Participating Financial Institution at the time you make your Electronic Application, failing which your Electronic Application will not be completed. Any Electronic Application, which does not strictly conform to the instructions set out on the screen of the ATM through which the Electronic Application is being made, will be rejected.

- (d) You agree and undertake to subscribe for or purchase and to accept the number of Provisional Rights ICPS applied for as stated on the Transaction Record in respect of your Electronic Application. Your confirmation (by your action of pressing the pre-designated keys or buttons on the ATM) of the number of Provisional Rights ICPS applied for shall signify, and shall be treated as, your acceptance of the number of Rights ICPS that may be allotted to you.

Should you encounter any problems in your Electronic Application, please refer to the Participating Financial Institution.

- (e) By making and completing your Electronic Application, you, if successful, requests and authorises our Company to credit the Rights ICPS allotted to you into your CDS account.
- (f) You acknowledge that your Electronic Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the Participating Financial Institution or Bursa Depository and irrevocably agree that if:
- (i) our Company, our Share Registrar or Bursa Depository does not receive your Electronic Application; or
 - (ii) data relating to your Electronic Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made an Electronic Application and you shall not make any claim whatsoever against our Company, our Share Registrar, the Participating Financial Institution or Bursa Depository for the Rights ICPS applied for or for any compensation, loss or damage relating to the application for the Rights ICPS.

- (g) All of your particulars, including your nationality and place of residence, in the records of the relevant Participating Financial Institution at the time you make your Electronic Application shall be true and correct, and our Company, our Share Registrar, the relevant Participating Financial Institution and Bursa Depository shall be entitled to rely on the accuracy thereof.
- (h) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institution are correct and identical. Otherwise, your Electronic Application will be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful allocation will be sent to your correspondence address last maintained with Bursa Depository.

- (i) By making and completing an Electronic Application, you agree that:
- (i) in consideration of our Company agreeing to allow and accept your application for the Provisional Rights ICPS via the Electronic Application facility established by the Participating Financial Institutions at its ATMs, your Electronic Application is irrevocable and cannot be subsequently withdrawn;
 - (ii) our Company, the Participating Financial Institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation of the Rights ICPS for which your Electronic Application has been successfully completed is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Provisional Rights ICPS; and
 - (iv) you agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the Electronic Application and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submits to the jurisdiction of the Courts of Malaysia.
- (j) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (k) Notification on the outcome of your application for the Provisional Rights ICPS will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk within the timelines as follows:
- (i) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for acceptance and payment for the Rights ICPS; or
 - (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for acceptance and payment for the Rights ICPS.

The refund will be credited directly into your bank account from which your Electronic Application was made. Kindly take note of the terms and conditions as stated in Section 11.2.2 (iii) of this AP and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

11.2.3 By way of Internet Application

All Entitled Shareholders may subscribe for the Provisional Rights ICPS by way of Internet Application. However, the application must be made within Malaysia.

Please read carefully and follow the terms of this AP, the procedures, terms and conditions for Internet Application and the procedures set out on the internet financial services website of the Internet Participating Financial Institution before making an Internet Application.

(i) Step 1: Set up of account

Before making an application by way of Internet Application, you **must have all** of the following:

- (a) an existing account with access to internet financial services with **Public Bank Berhad** at <http://www.pbebank.com> or **Affin Bank Berhad** at www.affinbank.com.my. Accordingly, you will need to have your user identification and PIN/password for the internet financial services facility; and
- (b) a CDS account held in your name.

(ii) Step 2: Read the AP

You are advised to read and understand this AP **BEFORE** making your application.

(iii) Step 3: Apply through the Internet

While our Company will attempt to provide you with assistance in your subscription for the Provisional Rights ICPS through Internet Applications, please note that the actual steps for Internet Applications through the internet financial services website of a particular Internet Participating Financial Institution may differ from the steps outlined below. The possible steps set out below are purely for illustration purposes only.

- (a) Connect to the internet financial services website of the Internet Participating Financial Institution with which you have a bank account;
- (b) Log in to the internet financial services facility by entering your user identification and PIN/password;

- (c) Navigate to the section of the website on applications in respect of the Rights ICPS;
- (d) Select the counter in respect of the Rights ICPS to launch the electronic AP and the terms and conditions of the Internet Application;
- (e) Select the designated hyperlink on the screen to accept the abovementioned terms and conditions, having read and understood such terms and conditions;
- (f) At the next screen, complete the online application form;
- (g) Check that the information contained in your online application form, such as the share counter (in this case, "ATTA RIGHTS ICPS ACCOUNT"), your NRIC number, your current contact number (for example your mobile phone number), your CDS account number, number of Provisional Rights ICPS subscribed for, the amount of payment of application monies, the payment of bank charges and the account number to debit are correct. Then select the designated hyperlink on the screen to confirm and submit the online application form.
- (h) Upon submission of the online application form, you will be linked to the website of the Internet Participating Financial institution to effect the online payment of your money for the Provisional Rights ICPS.
- (i) As soon as the transaction is completed, a message from the relevant Internet Participating Financial Institution pertaining to the payment status will appear on the screen of the website through which the online payment for the Provisional Rights ICPS is being made. Subsequently, the Internet Participating Financial Institution shall confirm that the Internet Application has been completed, via the Confirmation Screen on its website; and
- (i) You are advised to print out the Confirmation Screen for your reference and record.

FOR INTERNET APPLICATIONS, THE RSF AND CONFIRMATION SCREEN PRINTOUT ARE NOT REQUIRED TO BE SUBMITTED. AS SUCH, THE STAMP DUTY OF RM10.00 AFFIXED ON THE RSF IS NOT REQUIRED.

YOU MUST ENSURE TO ENTER THE CDS ACCOUNT NUMBER HELD IN YOUR NAME WHEN MAKING AN INTERNET APPLICATION.

(iv) Terms and conditions of Internet Applications

The Internet Application shall be made on, and subject to, the terms of this AP, as well as the terms and conditions of the Internet Participating Financial Institutions and those appearing herein:

- (a) After selecting the designated hyperlink on the screen, you are required to confirm and undertake that the following information given is true and correct:

- (i) You have attained 18 years of age as at the last day for acceptance and payment;
 - (ii) You have, prior to making the Internet Application, received and/or have had access to a printed/electronic copy of this AP, the contents of which you have read and understood;
 - (iii) You agree to all the terms and conditions of the Internet Application as set out in this AP and have carefully considered the risk factors set out in this AP, in addition to all other information contained in this AP, before making the Internet Application;
 - (iv) You authorise the Internet Participating Financial Institution with which you have a bank account to deduct the full amount payable for the Provisional Rights ICPS, (including the processing fee as mentioned in Section 11.1 (Note 3) of this AP) from your bank account; and
 - (v) You hereby give consent in accordance with the relevant laws of Malaysia (including Section 134 of the Financial Services Act 2013 and Section 45(1)(a) of the SICDA) for the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant Internet Participating Financial Institution, their respective agents and any third party involved in facilitating the application/refund or information pertaining to yourself, the Internet Application made by you, your account with the Internet Participating Financial Institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the application/refund.
- (b) You confirm that you are not applying for the Provisional Rights ICPS as a nominee of any other person and that the Internet Application is made in your own name, as beneficial owner and subject to the risks referred to in this AP.
- (c) You agree and undertake to subscribe for or purchase and to accept the number of Provisional Rights ICPS applied for as stated on the Confirmation Screen in respect of your Internet Application. Your confirmation of the number of Provisional Rights ICPS applied for shall signify, and shall be treated as, your acceptance of the number of Rights ICPS that may be allotted to you.
- Should you encounter any problems in your Internet Application, please refer to the Internet Participating Financial Institution.
- (d) By making and completing your Internet Application, you, if successful, requests and authorises our Company to credit the Rights ICPS allotted to you into your CDS account.

(e) You acknowledge that your Internet Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the Internet Participating Financial Institution or Bursa Depository and irrevocably agree that if:

- (i) our Company, our Share Registrar or Bursa Depository does not receive your Internet Application; or
- (ii) data relating to your Internet Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made an Internet Application and you shall not make any claim whatsoever against our Company, our Share Registrar, the Internet Participating Financial Institution or Bursa Depository for the Provisional Rights ICPS applied for or for any compensation, loss or damage relating to the application for the Rights ICPS.

(f) All of your particulars, including your nationality and place of residence, in the records of the relevant Internet Participating Financial Institution at the time you make your Internet Application shall be true and correct, and our Company, our Share Registrar, the relevant Internet Participating Financial Institution and Bursa Depository shall be entitled to rely on the accuracy thereof.

(g) You shall ensure that your personal particulars as recorded by both Bursa Depository and the relevant Internet Participating Financial Institution are correct and identical. Otherwise, your Internet Application will be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful allocation will be sent to your correspondence address last maintained with Bursa Depository.

(h) By making and completing an Internet Application, you agree that:

- (i) in consideration of our Company agreeing to allow and accept your application for the Provisional Rights ICPS via the Internet Application facility established by the Internet Participating Financial Institutions at their respective internet financial services website, your Internet Application is irrevocable and cannot be subsequently withdrawn;
- (ii) our Company, the Internet Participating Financial Institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your Internet Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;

- (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation of the Rights ICPS for which your Internet Application has been successfully completed is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights ICPS; and
 - (iv) you agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the Internet Application and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (i) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (j) Notification on the outcome of your application for the Provisional Rights ICPS will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk within the timelines as follows:
- (i) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for acceptance and payment for the Provisional Rights ICPS; or
 - (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for acceptance and payment for the Provisional Rights ICPS.
- The refund will be credited directly into your bank account from which your Internet Application was made. Kindly take note of the terms and conditions as stated in Section 11.2.3 (iv) of this AP and the required consent in making your Internet Application.
- If the crediting of the refund into your bank account from which your Internet Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.
- (k) A surcharge is imposed on each Internet Application which will be charged by the respective Internet Participating Financial Institutions as mentioned in Section 11.1 (Note 3) of this AP.

- (l) You authorise the Internet Participating Financial Institution to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, Bursa Securities or other relevant parties in connection with the Rights Issue of ICPS, all information relating to you if required by any law, regulation, court order or any government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the Internet Participating Financial Institution, necessary for the provision of the Internet Application services or if such disclosure is requested or required in connection with the Rights Issue of ICPS. Further, the Internet Participating Financial Institution will take reasonable precautions to preserve the confidentiality of information furnished by you to the Internet Participating Financial Institution in connection with the use of the Internet Application services.

11.2.4 By way of NRS

Our Company has appointed Bursa Depository to provide NRS to our shareholders who are Authorised Nominees. Only our Entitled Shareholders who are Authorised Nominees and who have subscribed for NRS with Bursa Depository may apply via NRS.

Please read carefully and follow the terms of this AP, the procedures, terms and conditions for application via NRS and Bursa Depository's terms and conditions for NRS and user guide for NRS (which are made available to all Authorised Nominees who have subscribed for NRS with Bursa Depository) before making the application.

(i) Steps for applications via NRS

- (a) If you are an Entitled Shareholder, and who is an Authorised Nominee who has subscribed for NRS with Bursa Depository, you will not be receiving this AP, the RSF nor the NPA by post.
- (b) Instead, this AP and a Rights Issue Entitlement File will be transmitted electronically to you by Bursa Depository through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's user guide for NRS, on the next Market Day after the Entitlement Date.
- (c) A notification of the electronic delivery of this AP and the Rights Issue Entitlement File will also be sent to you via email using the details you have provided to Bursa Depository when you subscribed for NRS with Bursa Depository.
- (d) You are advised to read carefully, understand and follow the terms of this AP, **BEFORE** making the application.
- (e) You may accept, on behalf of your client, partially or fully, their respective allocation under the Rights Issue of ICPS.
- (f) To subscribe for the Provisional Rights ICPS, you will be required to submit your subscription information via a Rights ICPS Subscription File which is to be prepared based on the format as set out in Bursa Depository's user guide for NRS.
- (g) Once completed, you will need to submit the Rights ICPS Subscription File to Bursa Depository at any time daily before 5.00 p.m., but in any event no later than the last day and time for acceptance and payment.

- (h) Together with the Rights ICPS Subscription File, you will also need to submit a confirmation to Bursa Depository of the following information:
- (i) Confirmation that you have, prior to making the application via NRS, received and/or had access to the electronic copy of this AP, the contents of which you have read, understood and agreed; and
 - (ii) Consent to the disclosure of your information to facilitate electronic refunds where applicable.
- (i) With regards to payment for the Provisional Rights ICPS which you have applied for, you must transfer the amount payable directly to our bank account, the details of which are as follows:

Bank : **MAYBANK ISLAMIC BERHAD**
Account Name : **ATTA RIGHTS ICPS ACCOUNT**
Bank Account No. : **557148333030**

prior to submitting the Rights ICPS Subscription File to Bursa Depository.

- (j) Upon completion of the transfer/payment, you may receive a transaction slip (“**Transaction Record**”) from the transacting financial institution confirming the details of your transfer/payment. The Transaction Record is only a record of the completed transaction and not a record of the receipt of the application via NRS or any data relating to such an application by our Company or Bursa Depository. The Transaction Record is for your record and is not required to be submitted with your application via NRS.
- (k) You will be notified on the outcome of your application for the Provisional Rights ICPS electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.
- (i) successful application – an electronic notification will be sent to you within 8 Market Days from the last day for acceptance and payment for the Provisional Rights ICPS; or
 - (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for acceptance and payment for the Provisional Rights ICPS.

The refund will be credited directly into your bank account(s) from which payment of your subscription monies were made. Kindly take note of the terms and conditions as stated in Section 11.2.4(ii) of this AP and the required consent in making the application via NRS.

If the crediting of the refund into your bank account(s) (as provided by you in the Rights ICPS Subscription File) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque(s) which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository’s record at your own risk.

- (l) Upon crediting of the Rights ICPS allotted to you into your CDS account(s), you will also receive an electronic confirmation of the crediting from Bursa Depository.
- (m) You should note that all applications made for the Provisional Rights ICPS submitted under NRS will be irrevocable upon submission of the Rights ICPS Subscription File to Bursa Depository and cannot be subsequently withdrawn.

(ii) Terms and Conditions for applications via NRS

The application via NRS shall be made on, and subject to, the terms of this AP, Bursa Depository's terms and conditions for NRS and Bursa Depository's user guide for NRS as well as the terms and conditions appearing herein:

- (a) For purposes of making the electronic refund, you hereby give consent in accordance with the relevant laws of Malaysia, including Section 134 of the Financial Services Act and Section 45(1)(a) of the SICDA, to the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant financial institution, their respective agents and any third party involved in facilitating the payment of refunds to you as the case may be, of information pertaining to yourself and your account with the relevant financial institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the making of refunds or for any other purpose in connection with such payments. You will be required to provide confirmation of your consent in the manner prescribed in Bursa Depository's terms and conditions for NRS.
- (b) You agree and undertake to subscribe for or purchase and to accept the number of Rights ICPS applied for as stated on your Rights ICPS Subscription File in respect of your application via NRS. Your application shall signify, and shall be treated as, your acceptance of the number of Rights ICPS that may be allotted to you.
- (c) You acknowledge that by completing and submitting the Rights ICPS Subscription File to Bursa Depository, you, if successful, requests and authorises our Company to credit the Rights ICPS allotted to you into the respective CDS account(s) as indicated in the Rights ICPS Subscription File.
- (d) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the relevant financial institution or Bursa Depository, and irrevocably agree that if
 - (i) our Company, our Share Registrar or Bursa Depository does not receive your application via NRS; or

- (ii) the data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,

you shall be deemed not to have made your application and you shall not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant financial institution for the Provisional Rights ICPS applied for or for any compensation, loss or damage relating to the application for the Provisional Rights ICPS.

- (e) By completing and submitting the Rights ICPS Subscription File to Bursa Depository, you agree that:
 - (i) In consideration of our Company agreeing to allow and accept your application for the Provisional Rights ICPS via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (ii) Our Company, the relevant financial institutions, Bursa Depository and our Share Registrar shall not be liable for any delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the electronic notification of allotment in respect of the Rights ICPS issued is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Provisional Rights ICPS; and
 - (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to with the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities shall be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (f) Our Share Registrar and Bursa Depository, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.

11.3 Procedures for sale/transfer of the Provisional Rights ICPS

The Provisional Rights ICPS are renounceable. If you wish to sell or transfer all or part of your entitlement to the Provisional Rights ICPS to 1 or more persons, you may do so through your stockbroker without first having to request for a split of the Provisional Rights ICPS standing to the credit of your CDS account(s). To sell or transfer all or part of your entitlement to the Provisional Rights ICPS, you may sell such entitlement in the open market or transfer such entitlement to such persons as may be allowed pursuant to the Rules of Bursa Depository for the period up to the last date and time for the sale/transfer of the Provisional Rights ICPS.

In selling or transferring all or part of your entitlement to the Provisional Rights ICPS, you need not deliver the RSF or any document to your stockbroker. **You are however advised to ensure that there is sufficient Provisional Rights ICPS standing to the credit of your CDS account(s) before selling or transferring.**

Renouncee(s)/transferee(s) of the Provisional Rights ICPS may obtain a copy of this AP and the RSF from their stockbrokers, our Share Registrar, our Registered Office or Bursa Securities' website (<http://www.bursamalaysia.com>).

If you have sold or transferred only part of your entitlement to the Provisional Rights ICPS, you may still accept the balance of your entitlement to the Provisional Rights ICPS by using the procedures described in Section 11.2 of this AP.

If you sell or transfer all or part of your entitlement to the Provisional Rights ICPS, you will automatically be selling or transferring your entitlement to all or part of the Provisional Rights ICPS.

YOU SHOULD NOTE THAT ACCEPTANCES AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

11.4 Procedures for excess Rights ICPS application

If you are an Entitled Shareholder, you and/or your renouncee(s) and/or transferee(s) (if applicable) may apply for excess Rights ICPS in addition to your Provisional Rights ICPS.

It is the intention of our Board to allot the excess Rights ICPS, if any, on a fair and equitable basis to our Entitled Shareholders and/or their renouncee(s) and/or transferee(s) (if applicable) who have applied for excess Rights ICPS in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to our Entitled Shareholders who have applied for the excess Rights ICPS on a pro-rata basis and in board lots, calculated based on their respective shareholdings as at the Entitlement Date;
- (iii) thirdly, for allocation to our Entitled Shareholders who have applied for the excess Rights ICPS on a pro-rata basis and in board lots, calculated based on the quantum of their respective excess Rights ICPS application; and
- (iv) lastly, for allocation to renouncee(s)/transferee(s) who have applied for the excess Rights ICPS on a pro-rata basis and in board lots, calculated based on the quantum of their respective excess Rights ICPS application.

In the event of any balance of excess Rights ICPS after the above sequence of allocations, the balance of excess Rights ICPS will be allocated again through the same sequence of allocations (ii), (iii) and (iv) above until all excess Rights ICPS are fully allocated.

Our Board reserves the right to allot any excess Rights ICPS applied for in such manner as they deem fit and expedient and in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board as set out in the basis of allotment above is achieved. Our Board also reserves the right not to accept or accept any excess Rights ICPS application, in full or in part.

11.4.1 By way of RSF

If you wish to apply for additional Rights ICPS in excess of those provisionally allotted to you, please complete Part I(b) of the RSF (in addition to both Part I(a) and Part II) and forward it together with a **separate remittance** for the full amount payable in respect of the excess Rights ICPS applied for, to our Share Registrar not later than 5.00 p.m. on Tuesday, 21 November 2017, being the last date and time for excess application and payment.

Payment for the excess Rights ICPS applied for should be made in the same manner as described in Section 11.2.1 of this AP, with remittance in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made payable to "ATTA EXCESS RIGHTS ICPS ACCOUNT", crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side(s) with your name, contact number and address in block letters together with your CDS account number. The payment must be made in the exact amount. Any application accompanied by excess or insufficient payment or payment in the manner other than stated in this AP may be rejected at the absolute discretion of our Board. Cheques or any other mode(s) of payment not prescribed herein are not acceptable. Details of remittance must be filled in the appropriate boxes provided in the RSF.

NO ACKNOWLEDGEMENT WILL BE ISSUED FOR RECEIPT OF THE RSF OR APPLICATION MONIES IN RESPECT OF THE EXCESS ICPS APPLICATION. NOTICES OF ALLOTMENT WILL BE DESPATCHED TO THE SUCCESSFUL APPLICANTS BY ORDINARY POST AT THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS OF BURSA DEPOSITORY AT THEIR OWN RISK WITHIN 8 MARKET DAYS FROM THE LAST DATE FOR EXCESS APPLICATION AND PAYMENT FOR THE EXCESS RIGHTS ICPS, OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES. PROOF OF TIME OF POSTAGE SHALL NOT CONSTITUTE PROOF OF TIME OF RECEIPT BY OUR SHARE REGISTRAR OR OUR COMPANY.

YOU SHOULD NOTE THAT ALL RSF AND REMITTANCES LODGED WITH OUR SHARE REGISTRAR SHALL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

IN RESPECT OF UNSUCCESSFUL OR PARTIALLY SUCCESSFUL EXCESS RIGHTS ICPS APPLICATIONS, THE FULL AMOUNT OR THE SURPLUS APPLICATION MONIES (AS THE CASE MAY BE) WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO YOU WITHIN 15 MARKET DAYS FROM THE LAST DATE FOR EXCESS APPLICATION AND PAYMENT FOR THE EXCESS ICPS BY ORDINARY POST TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS OF BURSA DEPOSITORY AT YOUR OWN RISK.

11.4.2 By way of Electronic Application

If you are an individual who is an Entitled Shareholder and/or a renounee and/or a transferee and/or if you have purchased any Provisional Rights ICPS, and wish to apply for additional Rights ICPS via Electronic Application in excess of your entitlement, you may do so by following the same steps as set out in Section 11.2.2 of this AP save and except that you shall proceed with the option for excess Rights ICPS application and the amount payable to be directed to "ATTA EXCESS RIGHTS ICPS ACCOUNT" for the excess Rights ICPS applied.

The Electronic Application for excess Rights ICPS shall be made on, and subject to, the same terms and conditions appearing in Section 11.2.2 (iii) of this AP, as well as the terms and conditions as stated below:

- (i) You agree and undertake to subscribe for or purchase and to accept the number of excess Rights ICPS applied for as stated on the Transaction Record or any lesser number of excess Rights ICPS that may be allotted to you in respect of your Electronic Application. In the event that our Company decides to allot any lesser number of such excess Rights ICPS or not to allot any excess Rights ICPS to you, you agree to accept any such decision as final. If your Electronic Application is successful, your confirmation (by your action of pressing the pre-designated keys (or buttons) on the ATM) of the number of excess Rights ICPS applied for shall signify, and shall be treated as, your acceptance of the number of excess Rights ICPS that may be allotted to you.
- (ii) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (iii) Notification on the outcome of your application for the excess Rights ICPS will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk within the timelines as follows:
 - (a) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for excess application and payment for the excess Rights ICPS; or
 - (b) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for excess application and payment for the excess Rights ICPS.

The refund will be credited directly into your bank account from which your Electronic Application was made. Kindly take note of the terms and conditions as stated in Section 11.2.2 (iii) of this AP and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

11.4.3 By way of Internet Application

If you are an Entitled Shareholder and/or a renounee and/or a transferee and/or if you have purchased any Provisional Rights ICPS, and wish to apply for additional Rights ICPS via Internet Application in excess of your entitlement, you may do so by following the same steps as set out in Section 11.2.3 of this AP save and except that you shall proceed with the option for excess Rights ICPS application and the amount payable to be directed to “**ATTA EXCESS RIGHTS ICPS ACCOUNT**” for the excess Rights ICPS applied.

The Internet Application for excess Rights ICPS shall be made on, and subject to, the same terms and conditions appearing in Section 11.2.3 (iv) of this AP, as well as the terms and conditions as stated below:

- (i) You agree and undertake to subscribe for or purchase and to accept the number of excess Rights ICPS applied for as stated on the Confirmation Screen or any lesser number of excess Rights ICPS that may be allotted to you in respect of your Internet Application. In the event that our Company decides to allot any lesser number of such excess Rights ICPS or not to allot any excess Rights ICPS to you, you agree to accept any such decision as final. If your Internet Application is successful, your confirmation (by your action of clicking the designated hyperlink on the relevant screen of the website) of the number of excess Rights ICPS applied for shall signify, and shall be treated as, your acceptance of the number of excess Rights ICPS that may be allotted to you.
- (ii) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (iii) Notification on the outcome of your application for the excess Rights ICPS will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk within the timelines as follows:
 - (a) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for excess application and payment for the excess Rights ICPS; or
 - (b) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for excess application and payment for the excess Rights ICPS.

The refund will be credited directly into your bank account from which your Internet Application was made. Kindly take note of the terms and conditions as stated in Section 11.2.3 (iv) of this AP and the required consent in making your Internet Application.

If the crediting of the refund into your bank account from which your Internet Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

11.4.4 By way of NRS

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository who is an Entitled Shareholder and/or a renounee and/or a transferee and/or if you have purchased any Provisional Rights ICPS, and wish to apply for additional Rights ICPS via NRS in excess of your entitlement, you may do so by following the same steps as set out in Section 11.2.4 of this AP save and except for the amount payable to be directed to **"ATTA EXCESS RIGHTS ICPS ACCOUNT"** (BANK ACCOUNT NO. 557148333046 with MAYBANK ISLAMIC BERHAD) for the excess Rights ICPS applied and also that you should complete the details for excess rights application at the designated fields for excess applications in the Rights ICPS Subscription File.

The application for excess Rights ICPS via NRS shall be made on, and subject to, the same terms and conditions appearing in Section 11.2.4 (ii) of this AP, Bursa Depository's terms and conditions for NRS and user guide for NRS (which are made available to all Authorised Nominees who wish to register for NRS), as well as the terms and conditions as stated below:

- (i) You agree and undertake to subscribe for or purchase and to accept the number of excess Rights ICPS applied for as stated on the Rights ICPS Subscription File or any lesser number of excess Rights ICPS that may be allotted to you in respect of your application via NRS. In the event that our Company decides to allot any lesser number of such excess Rights ICPS or not to allot any excess Rights ICPS to you, you agree to accept any such decision as final. If your application via NRS is successful, your submission of the Rights ICPS Subscription File to Bursa Depository shall signify, and shall be treated as, your acceptance of the number of excess Rights ICPS that may be allotted to you.
- (ii) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (iii) You will be notified on the outcome of your application for the excess Rights ICPS electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.
 - (a) successful application – an electronic notification will be sent to you within 8 Market Days from the last day for excess application and payment for the excess Rights ICPS; or
 - (b) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for excess application and payment for the excess Rights ICPS.

The refund will be credited directly into your bank account(s) (as provided by you in the Rights ICPS Subscription File) from which payment of your subscription monies were made. Kindly take note of the terms and conditions as stated in Section 11.2.4 (ii) of this AP and the required consent in making the application via NRS.

If the crediting of the refund into your bank account(s) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque(s) which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

11.5 Procedures to be followed by renounee(s)/transferee(s)

Renounee(s)/transferee(s) may obtain a copy of this AP and the RSF from their stockbrokers, our Share Registrar, our Registered Office or Bursa Securities' website (<http://www.bursamalaysia.com>).

The procedures for acceptance, selling/transferring of the Provisional Rights ICPS, excess Rights ICPS application and/or payment by the renounee(s)/transferee(s) are the same as that which are applicable to you as described in Sections 11.2, 11.3 and 11.4 of this AP.

RENOUNCEES/TRANSFEREES ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN.

11.6 Form of issuance

Bursa Securities has already prescribed our ICPS listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights ICPS are prescribed securities and as such, all dealings in the Provisional Rights ICPS will be by book entries through CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository. You must have a valid and subsisting CDS account in order to subscribe for the Rights ICPS.

Failure to comply with the specific instructions for applications or inaccuracy in the CDS account number may result in the application being rejected.

If you have multiple CDS accounts into which the Provisional Rights ICPS have been credited, you cannot use a single RSF for acceptance of all these Provisional Rights ICPS. Separate RSF must be used for separate CDS accounts. If successful, the Rights ICPS accepted by you will be credited into the respective CDS accounts where the Provisional Rights ICPS are standing to the credit.

11.6.1 Acceptance of the Provisional Rights ICPS by our Entitled Shareholders

Your acceptance of the Provisional Rights ICPS shall mean that you consent to receive such Rights ICPS as prescribed securities which will be credited directly into your CDS account(s). Hence, the Rights ICPS will be credited directly into your CDS account(s) upon allotment and issuance.

11.6.2 Acceptance of the Provisional Rights ICPS by renounee(s)/ transferee(s)

If you intend to accept the Provisional Rights ICPS, you must state your CDS account number in the RSF whereupon the Rights ICPS will be credited directly as prescribed securities into your CDS account(s) upon allotment and issuance.

11.6.3 Application for excess Rights ICPS by our Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable)

If you are successful in applying for the excess Rights ICPS, such excess Rights ICPS will be credited directly as prescribed securities into your CDS account(s) upon allotment and issuance. The allocation of the excess Rights ICPS will be made on a fair and equitable basis as set out in Section 11.4 of this AP.

11.7 Laws of foreign jurisdictions

The Documents have not been (and will not be) made to comply with the laws of any foreign jurisdiction, and have not been (and will not be) lodged, registered or approved under any legislation of (or with or by any regulatory authorities or other relevant bodies of) any foreign jurisdiction, and the Rights Issue of ICPS will not be made or offered in any foreign jurisdiction. The Documents will not be sent to our Entitled Shareholders without an address in Malaysia.

Foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) may accept or renounce (as the case may be) all or part of their entitlements and exercise any other rights in respect of the Rights Issue of ICPS only to the extent that it would be lawful to do so. Foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), shall be solely responsible to seek advice as to the laws of the jurisdictions to which they are or may be subject to.

PIVB, our Company, our Board and our officers and other experts shall not accept any responsibility or liability in the event that any acceptance and/or renunciation made by any Foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable), is or shall become illegal, unenforceable, voidable or void in any such foreign jurisdiction.

Further, Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) will be responsible for payment of any issue, transfer or any other taxes or other requisite payments due in the foreign jurisdictions and we shall be entitled to be fully indemnified and held harmless by such Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) for any issue, transfer or any other taxes or other requisite payments as such person may be required to pay. They will have no claims whatsoever against PIVB, our Company, our Board and our officers and other experts in respect of their rights or entitlements under the Rights Issue of ICPS.

Such Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) should consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to exercise their rights in respect of the Rights Issue of ICPS.

Persons receiving the Documents (including without limitation custodians, nominees and trustees) must not, in connection with the offer, distribute or send it into any foreign jurisdiction. If the Documents are received by any persons in such jurisdiction, or by the agent or nominee of such a person, he or she must not seek to accept the offer unless he or she has complied with and observed the laws of the relevant jurisdiction in connection therewith.

Any person who does forward the Documents to any such foreign jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this section and our Company reserves the right to reject a purported acceptance of the Rights Issue of ICPS from any such application by Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) in any jurisdiction other than Malaysia.

Our Company reserves the right, in our absolute discretion, to treat any acceptance of the Rights Issue of ICPS as invalid if we believe that such acceptance may violate any applicable legal or regulatory requirements in Malaysia or other jurisdictions.

By signing any of the forms accompanying this AP, the Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are deemed to have represented, acknowledged and declared in favour of (and which representations, acknowledgements and declarations will be relied upon by) PIVB, our Company, our Board and our officers and other experts that:

- (i) we would not, by acting on the acceptance and/or renunciation in connection with the Rights Issue of ICPS, be in breach of the laws of any jurisdiction to which that Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are or may be subject to;
- (ii) the Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) have complied with the laws to which they are or may be subject to in connection with the acceptance and/or renunciation;
- (iii) the Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are not a nominee or agent of a person in respect of whom we would, by acting on the acceptance and/or renunciation, be in breach of the laws of any jurisdiction to which that person is or may be subject to;
- (iv) the Foreign Entitled Shareholders and/or their renouncee(s)/transferee(s) (if applicable) are aware that the Provisional Rights ICPS can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;

- (v) the Foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) have respectively received a copy of this AP and have had access to such financial and other information and have been afforded the opportunity to ask such questions to the representatives of our Company and receive answers thereto as they deem necessary in connection with their decision to subscribe for or purchase the Rights ICPS; and
- (vi) the Foreign Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable) have sufficient knowledge and experience in financial business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights ICPS, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the Rights ICPS.

12. TERMS AND CONDITIONS

The issuance of the Rights ICPS under the Rights Issue of ICPS is governed by the terms and conditions as set out in the Documents.

13. ADDITIONAL INFORMATION

You are requested to refer to the attached appendices for additional information.

Yours faithfully,
for and on behalf of our Board of Directors of
ATTA GLOBAL GROUP BERHAD



Ooi Chieng Sim
Executive Chairman

CERTIFIED TRUE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM ON 16 AUGUST 2017

ATTA GLOBAL GROUP BERHAD

Company No.: 79082-V

Incorporated in Malaysia

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CERTIFIED EXTRACT of the Shareholders' Resolution of the Company passed on 16 August 2017.

6.1 ORDINARY RESOLUTION – PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,515,037,240 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS”) AT AN ISSUE PRICE OF RM0.08 PER ICPS ON THE BASIS OF EIGHT (8) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE HELD IN ATTA ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

The results of the poll count for the Ordinary Resolution on the Proposed Renounceable Rights Issue of up to 2,515,037,240 new ICPS at an issue price of RM0.08 per ICPS on the basis of Eight (8) ICPS for every One (1) existing ordinary share held in ATTA on an Entitlement Date to be determined and announced later were as follows:

Indication	Rec	Number of votes	Percentage (%)
FOR	22	32,670,494	100.00
AGAINST	0	0	0
Total	22	32,670,494	100.00
ABSTAINED	0	0	0
SPOILT	0	0	0

As the number of votes cast in favor of the resolution represented 100% of the total votes cast and there was no vote cast against, the Chairman declared that Ordinary Resolution on the Proposed Renounceable Rights Issue of up to 2,515,037,240 new ICPS at an issue price of RM0.08 per ICPS on the basis of Eight (8) ICPS for every One (1) existing ordinary share held in ATTA on an Entitlement Date to be determined and announced later passed:

ORDINARY RESOLUTION – PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,515,037,240 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS”) AT AN ISSUE PRICE OF RM0.08 PER ICPS ON THE BASIS OF EIGHT (8) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE HELD IN ATTA ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE OF ICPS”)

“THAT, subject to the passing of the Special Resolution, and the approvals of all relevant authorities, including but not limited to the approval-in-principle granted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for all the ICPS to be issued hereunder and all the new ATTA Shares to be issued arising from the conversion of the ICPS, approval be and is hereby given to the Directors of the Company to:

- (a) provisionally allot and issue by way of a renounceable rights issue of up to 2,515,037,240 ICPS at an issue price of RM0.08 per ICPS on the basis of eight (8) ICPS for every one (1) existing ATTA Share to the entitled shareholders of ATTA whose names appear in the Record of Depositors of the Company on the Entitlement Date;

CERTIFIED TRUE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM ON 16 AUGUST 2017 (Cont'd)

ATTA GLOBAL GROUP BERHAD

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(b) allot and issue such number of additional ICPS as may be required or permitted to be issued as a result of any adjustments under the terms of the memorandum and articles of association of ATTA; and

(c) allot and issue such number of new ATTA Shares arising from the conversion of the ICPS during the tenure of the ICPS; and

THAT any ICPS which are not validly taken up or which are not allotted for any reason whatsoever shall be made available for excess applications by the entitled shareholders and/or their renounee(s)/transferee(s) in a fair and equitable manner on a basis to be determined and announced later by the Company;

THAT the Directors of the Company be and are hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue of ICPS in such manner and on such terms and conditions as the Directors of the Company in their absolute discretion as they may deem fit or think expedient or in the best interest of the Company;

THAT the proceeds of the Proposed Rights Issue of ICPS be utilised for the purposes as set out in Section 2.1.8 of the circular to the shareholders of the Company dated 6 July 2017 (“Circular”), and the Directors of the Company be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors of the Company may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the new ATTA Shares to be issued pursuant to the conversion of the ICPS shall upon allotment and issue, rank *pari passu* in all respects with the then existing ATTA Shares, save and except that such they will not be entitled to any dividends, rights, allotments and/or other distributions, that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the new ATTA Shares to be issued arising from the conversion of the ICPS;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue of ICPS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of ICPS.”

6.2 SPECIAL RESOLUTION – PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED RIGHTS ISSUE OF ICPS

The results of the poll count for the Special Resolution on Proposed Amendments to the Memorandum and Articles of Association of the Company to facilitate the Proposed Right Issue of ICPS were as follows:

CERTIFIED TRUE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM ON 16 AUGUST 2017 (Cont'd)

ATTA GLOBAL GROUP BERHAD
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Indication	Rec	Number of votes	Percentage (%)
FOR	22	32,670,494	100.00
AGAINST	0	0	0
Total	22	32,670,494	100.00
ABSTAINED	0	0	0
SPOILT	0	0	0

As the number of votes cast in favor of the resolution represented 100% of the total votes cast and there was no vote cast against, the Chairman declared the Special Resolution on Proposed Amendments to the Memorandum and Articles of Association of the Company passed:

SPECIAL RESOLUTION – PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED RIGHTS ISSUE OF ICPS


“**THAT** subject to the passing of the Ordinary Resolution, approval be and is hereby given for the Company to amend its Memorandum and Articles of Association in the manner as set out in Appendix III of the Circular.

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed M&A Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed M&A Amendments.”

.....
 CERTIFIED TRUE COPY



 DIRECTOR
 Ooi Chieng Sim



 SECRETARY
 Chan Eoi Leng (F)
 (MAICSA 7030866)

Ipoh
 13 October 2017
 CWM/ATTA

INFORMATION OF OUR COMPANY

1. HISTORY AND BUSINESS

Our Company was incorporated in Malaysia under the Companies Act, 1965 on 14 December 1981 as a private limited company under the name of SMPC Metal Industries Sdn Bhd. On 18 February 1995, our Company was converted to a public company under the name SMPC Metal Industries Bhd. We were listed on the Second Board of the then Kuala Lumpur Stock Exchange (amalgamated with Main Board and now known as the Main Market of Bursa Securities) on 15 February 1996. Our Company changed its name to SMPC Corporation Bhd on 10 July 2002 and then assumed our present name on 25 September 2015.

2. PRINCIPAL ACTIVITIES

Our Company is principally engaged in investment holding, letting of industrial and commercial assets and management consultancy. The principal activities of our subsidiaries are set out in Section 6 of this Appendix.

3. SHARE CAPITAL

The issued share capital of our Company as at the LPD are as follows:

	No. of ATTA Shares	Amount RM
Issued share capital	152,804,114	166,893,907 ⁽¹⁾

Note:

(1) Inclusive of the amount standing to the credit of the share premium account of RM11.83 million and the capital redemption reserve of RM2.26 million pursuant to the transitional provisions relating to no par value regime as set out in Section 618(2) of the Act which provides that upon commencement of Section 74 of the Act, any amount standing to the credit of a company's share premium account and capital redemption reserve shall become part of the company's share capital.

The details of changes in our issued share capital for the past 3 years up to the LPD are set out below:

Date of allotment	No. of ATTA Shares allotted	Consideration/Type of issue	Cumulative number of issued shares	Cumulative issued share capital (RM)
13.10.2014	1,850,000	Cash/Conversion of ICULS	56,554,859	56,554,859
19.11.2014	21,423,150	Cash/Two-call rights issue	77,978,009	77,978,009
25.06.2015	(7,721,756)	Cancellation of share buy back	70,256,253	70,256,253
10.03.2016	595,000	Cash/Exercise of ESOS Options	70,851,253	70,851,253
30.9.2016	1,500,000	Otherwise/Conversion of ICULS	72,351,253	72,351,253
24.03.2017	5,000,000	Cash/Conversion of ICULS	77,351,253	77,351,253
29.03.2017	2,346,000	Cash/Conversion of ICULS	79,697,253	79,697,253
3.04.2017	540,000	Cash/Conversion of ICULS	80,237,253	80,237,253
7.04.2017	586,000	Cash/Conversion of ICULS	80,823,253	80,823,253
13.04.2017	1,290,000	Cash/Conversion of ICULS	82,113,253	82,113,253
18.04.2017	235,000	Cash/Conversion of ICULS	82,348,253	82,348,253

INFORMATION OF OUR COMPANY (Cont'd)

Date of allotment	No. of ATTA Shares allotted	Consideration/Type of issue	Cumulative number of issued shares	Cumulative issued share capital (RM)
25.04.2017	7,752,200	Cash/Conversion of ICULS	90,100,453	90,100,453
3.05.2017	3,800,000	Cash/Conversion of ICULS	93,900,453	93,900,453
11.05.2017	45,000	Cash/Conversion of ICULS	93,945,453	93,945,453
1.06.2017	168,200	Cash/Conversion of ICULS	94,113,653	94,113,653
6.06.2017	2,082,000	Cash/Conversion of ICULS	96,195,653	96,195,653
9.06.2017	50,000	Cash/Exercise of ESOS Options	96,245,653	96,245,653
13.06.2017	2,100,000	Cash/Exercise of Warrants C	98,345,653	98,345,653
13.06.2017	90,000	Cash/Exercise of ESOS Options	98,435,653	98,435,653
15.06.2017	47,000	Cash/Conversion of ICULS	98,482,653	98,482,653
16.06.2017	351,784	Cash/Exercise of ESOS Options	98,834,437	98,834,437
16.06.2017	3,829,500	Cash/Exercise of Warrants C	102,663,937	102,663,937
20.06.2017	45,000	Cash/Exercise of ESOS Options	102,708,937	102,708,937
20.06.2017	60,000	Cash/Conversion of ICULS	102,768,937	102,768,937
22.06.2017	591,677	Cash/Exercise of ESOS Options	103,360,614	103,360,614
22.06.2017	913,000	Cash/Conversion of ICULS	104,273,614	104,273,614
03.07.2017	60,000	Cash/Conversion of ICULS	104,333,614	104,333,614
04.07.2017	130,000	Cash/Exercise of ESOS Options	104,463,614	104,463,614
04.07.2017	625,000	Cash/Conversion of ICULS	105,088,614	105,088,614
10.07.2017	40,000	Cash/Exercise of ESOS Options	105,128,614	105,128,614
11.07.2017	980,000	Cash/Conversion of ICULS	106,108,614	106,108,614
12.07.2017	1,255,000	Cash/Conversion of ICULS	107,363,614	107,363,614
17.07.2017	870,000	Cash/Conversion of ICULS	108,233,614	108,233,614
19.07.2017	379,000	Cash/Conversion of ICULS	108,612,614	108,612,614
24.07.2017	1,232,000	Cash/Conversion of ICULS	109,844,614	109,844,614
27.07.2017	4,310,000	Cash/Conversion of ICULS	114,154,614	114,154,614
01.08.2017	380,000	Cash/Conversion of ICULS	114,534,614	114,534,614
03.08.2017	50,000	Cash/Conversion of ICULS	114,584,614	114,584,614
11.08.2017	330,000	Cash/Conversion of ICULS	114,914,614	114,914,614
14.08.2017	50,000	Cash/Conversion of ICULS	114,964,614	114,964,614
11.09.2017	6,693,600	Cash/Conversion of ICULS	121,658,214	121,658,214
15.09.2017	375,000	Cash/Conversion of ICULS	122,033,214	122,033,214
18.09.2017	28,870,000	Cash/Conversion of ICULS	150,903,214	150,903,214
25.09.2017	580,900	Cash/Exercise of Warrants C	151,484,114	151,484,114
25.09.2017	1,020,000	Cash/Conversion of ICULS	152,504,114	152,504,114
26.09.2017	300,000	Cash/Conversion of ICULS	152,804,114	152,804,114

INFORMATION OF OUR COMPANY (Cont'd)**4. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS**

The pro forma effects of the Rights Issue of ICPS on the substantial shareholders' shareholdings of our Company are set out below:

Minimum Scenario

	I							
	As at the LPD⁽¹⁾			After the Rights Issue of ICPS				
	Direct	Indirect		Direct	Indirect			
Substantial shareholders	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%		
OCS	1,085,490	0.71	19,800,753 ⁽²⁾	12.96	1,085,490	0.71	19,800,753 ⁽²⁾	12.96
Skylitech	19,800,753	12.96	-	-	19,800,753	12.96	-	-
AWGSB	24,193,890	15.83	-	-	24,193,890	15.83	-	-
Tan Sun Ping	8,530,109	5.58	-	-	8,530,109	5.58	-	-
NCN	81,216	0.05	3,582 ⁽⁴⁾	*	81,216	0.05	3,582 ⁽⁴⁾	*

	II							
	After (I) and assuming the full conversion of the ICPS⁽²⁾							
	Direct	Indirect		Direct	Indirect			
Substantial shareholders	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%		
OCS	6,335,490	3.78	23,550,753 ⁽²⁾	14.03	6,335,490	3.78	23,550,753 ⁽²⁾	14.03
Skylitech	23,550,753	14.03	-	-	23,550,753	14.03	-	-
AWGSB	24,193,890	14.42	-	-	24,193,890	14.42	-	-
Tan Sun Ping	8,530,109	5.08	-	-	8,530,109	5.08	-	-
NCN	6,081,216	3.62	3,582 ⁽⁴⁾	*	6,081,216	3.62	3,582 ⁽⁴⁾	*

Notes:

* Negligible

(1) Excluding 774 treasury shares held by the Company.

(2) Assuming the ICPS were converted by surrendering ten (10) ICPS for one (1) new ATTA Share, which entails the issuance of the minimum number of ATTA Shares.

(3) Deemed interested by virtue of his interest in SkyLitech pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Act.

INFORMATION OF OUR COMPANY (Cont'd)

Maximum Scenario 1

	As at the LPD ⁽¹⁾				I After the Rights Issue of ICPS			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Substantial shareholders								
OCS	1,085,490	0.71	19,800,753 ⁽³⁾	12.96	1,085,490	0.71	19,800,753 ⁽³⁾	12.96
Skylitech	19,800,753	12.96	-	-	19,800,753	12.96	-	-
AWGSB	24,193,890	15.83	-	-	24,193,890	15.83	-	-
Tan Sun Ping	8,530,109	5.58	-	-	8,530,109	5.58	-	-
NCN	81,216	0.05	3,582 ⁽⁴⁾	*	81,216	0.05	3,582 ⁽⁴⁾	*

	II After (I) and assuming the full conversion of the ICPS ⁽²⁾			
	Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Substantial shareholders				
OCS	9,769,410	0.71	178,206,777 ⁽³⁾	12.96
Skylitech	178,206,777	12.96	-	-
AWGSB	217,745,010	15.83	-	-
Tan Sun Ping	76,770,981	5.58	-	-
NCN	730,944	0.05	32,238 ⁽⁴⁾	*

Notes:

* Negligible

(1) Excluding 774 treasury shares held by the Company.

(2) Assuming the ICPS were converted by surrendering one (1) ICPS together with cash such that in aggregate it amounts to the conversion price for one (1) new ATTA Share, which entails the issuance of the maximum number of ATTA Shares.

(3) Deemed interested by virtue of his interest in Skylitech pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Act.

INFORMATION OF OUR COMPANY (Cont'd)

Maximum Scenario 2

	As at the LPD ⁽¹⁾				Assuming full conversion of the Outstanding Convertible Securities			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Substantial shareholders								
OCS	1,085,490	0.71	19,800,753 ⁽²⁾	12.96	1,085,490	0.35	19,800,824 ⁽²⁾	6.30
Skylitech	19,800,753	12.96	-	-	19,800,753	6.30	-	-
AWGSB	24,193,890	15.83	-	-	24,193,890	7.70	-	-
Tan Sun Ping	8,530,109	5.58	-	-	8,530,241	2.71	-	-
NCN	81,216	0.05	3,582 ⁽⁴⁾	*	593,109	0.19	3,582 ⁽⁴⁾	*
	II After (I) and the Rights Issue of ICPS				III After (II) and assuming the full conversion of the ICPS ⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Substantial shareholders								
OCS	1,085,490	0.35	19,800,824 ⁽²⁾	6.30	9,769,410	0.35	178,207,416 ⁽²⁾	6.30
Skylitech	19,800,753	6.30	-	-	178,206,777	6.30	-	-
AWGSB	24,193,890	7.70	-	-	217,745,010	7.70	-	-
Tan Sun Ping	8,530,241	2.71	-	-	76,772,169	2.71	-	-
NCN	593,109	0.19	3,582 ⁽⁴⁾	*	5,337,981	0.19	32,238 ⁽⁴⁾	*

Notes:

- * Negligible
- (1) Excluding 774 treasury shares held by the Company.
- (2) Assuming the ICPS were converted by surrendering one (1) ICPS together with cash such that in aggregate it amounts to the conversion price for one (1) new ATTA Share, which entails the issuance of the maximum number of ATTA Shares.
- (3) Deemed interested by virtue of his interest in Skylitech and Hock Lok Siew Realty Sdn Bhd pursuant to Section 8 of the Act.
- (4) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Act.

INFORMATION OF OUR COMPANY (Cont'd)**5. PARTICULARS OF DIRECTORS****5.1 Details of Directors**

The particulars of our Directors as at the LPD are as follows:

Name of Directors	Age	Profession	Designation	Nationality	Address
Ooi Chieng Sim	48	Company Director	Executive Chairman	Malaysian	23, Lintang Jelutong Bukit Dumbar 11600 Penang
Ng Chin Nam	47	Company Director	Executive Director	Malaysian	243, Jalan Murni Taman Desa Murni Sungai Dua 13800 Butterworth Penang
Chow Choon Hoong	53	Company Director	Executive Director	Malaysian	Unit 2-12-4 Pantai Hillpark Phase 5 Jalan Pantai Permai 59200 Kuala Lumpur
Sudesh a/l K. V. Sankaran	67	Company Director	Independent Non-Executive Director	Malaysian	161, Changkat Minden 5 Minden Heights 11700 Gelugor Penang
Dato' Dennis Chuah	44	Company Director	Independent Non-Executive Director	Malaysian	501G-9-1, Diamond Villa 11200 Tanjung Bungah Penang
Loh Yee Sing	42	Senior Accountant	Independent Non-Executive Director	Malaysian	11-8, Desa Golf Persiaran Bukit Jambul 2 11900 Penang

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INFORMATION OF OUR COMPANY (Cont'd)**5.2 Details of Directors' shareholdings**

Save as the pro forma effects of the Rights issue of ICPS on our Directors' shareholdings as disclosed below, none of our Directors have any direct and/or indirect shareholdings in our Company as at the LPD.

Minimum Scenario

	As at the LPD ⁽¹⁾				I After the Rights Issue of ICPS			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
OCS	1,085,490	0.71	19,800,753 ⁽²⁾	12.96	1,085,490	0.71	19,800,753 ⁽²⁾	12.96
NCN	81,216	0.05	3,582 ⁽⁴⁾	*	81,216	0.05	3,582 ⁽⁴⁾	*

	II After (I) and assuming the full conversion of the ICPS ⁽²⁾			
	Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%
OCS	6,335,490	3.78	23,550,753 ⁽²⁾	14.03
NCN	6,081,216	3.62	3,582 ⁽⁴⁾	*

Notes:

* Negligible

(1) Excluding 774 treasury shares held by the Company.

(2) Assuming the ICPS were converted by surrendering ten (10) ICPS for one (1) new ATTA Share, which entails the issuance of the minimum number of ATTA Shares.

(3) Deemed interested by virtue of his interest in Stylitech pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Act.

INFORMATION OF OUR COMPANY (Cont'd)

Maximum Scenario 1

	As at the LPD ⁽¹⁾				After the Rights Issue of ICPS ^I			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Directors								
OCS	1,085,490	0.71	19,800,753 ⁽²⁾	12.96	1,085,490	0.71	19,800,753 ⁽³⁾	12.96
NCN	81,216	0.05	3,582 ⁽⁴⁾	*	81,216	0.05	3,582 ⁽⁴⁾	*

	After (I) and assuming the full conversion of the ICPS ⁽²⁾			
	Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Directors				
OCS	9,769,410	0.71	178,206,777 ⁽³⁾	12.96
NCN	730,944	0.05	32,238 ⁽⁴⁾	*

Notes:

* Negligible

(1) Excluding 774 treasury shares held by the Company.

(2) Assuming the ICPS were converted by surrendering one (1) ICPS together with cash such that in aggregate it amounts to the conversion price for one (1) new ATTA Share, which entails the issuance of the maximum number of ATTA Shares.

(3) Deemed interested by virtue of his interest in Skylitech pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Act.

INFORMATION OF OUR COMPANY (Cont'd)

Maximum Scenario 2

	As at the LPD ⁽¹⁾				Assuming full conversion of the Outstanding Convertible Securities			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Directors								
OCS	1,085,490	0.71	19,800,753 ⁽²⁾	12.96	1,085,490	0.35	19,800,824 ⁽³⁾	6.30
NCN	81,216	0.05	3,582 ⁽⁴⁾	*	593,109	0.19	3,582 ⁽⁴⁾	*
	II				III			
	After (I) and the Rights Issue of ICPS				After (II) and assuming the full conversion of the ICPS ⁽²⁾			
	Direct		Indirect		Direct		Indirect	
	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%	No. of ATTA Shares held	%
Directors								
OCS	1,085,490	0.35	19,800,824 ⁽³⁾	6.30	9,769,410	0.35	178,207,416 ⁽³⁾	6.30
NCN	593,109	0.19	3,582 ⁽⁴⁾	*	5,337,981	0.19	32,238 ⁽⁴⁾	*

Notes:

* Negligible

(1) Excluding 774 treasury shares held by the Company.

(2) Assuming the ICPS were converted by surrendering one (1) ICPS together with cash such that in aggregate it amounts to the conversion price for one (1) new ATTA Share, which entails the issuance of the maximum number of ATTA Shares.

(3) Deemed interested by virtue of his interest in Skylitech and Hock Lok Siew Realty Sdn Bhd pursuant to Section 8 of the Act.

(4) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Act.

INFORMATION OF OUR COMPANY (Cont'd)

6. SUBSIDIARIES AND ASSOCIATED COMPANIES

The details of our subsidiaries as at the LPD are as follows:

Name of company	Date/Place of incorporation	Issued share capital	Effective equity interest %	Principal activities
SMPC Industries Sdn Bhd	9 October 1990/ Malaysia	RM4,000,000	100	Metal sheet and coil processing centre with main services in shearing and reshearing.
SMPC Marketing Sdn Bhd	3 November 1994/ Malaysia	RM2,150,860	100	Dormant.
Edit Systems (M) Sdn Bhd	24 February 1998/ Malaysia	RM200,000	70	Dormant.
Syarikat Perkilangan Besi Gaya Sdn Bhd	17 August 1985/ Malaysia	RM48,261	100	Shredding, shearing, processing and trading of ferrous and non-ferrous scrap metals.
Duro Metal Industrial (M) Sdn Bhd	18 September 1991/ Malaysia	RM1,500,000	100	Manufacturing of steel roofing, wall cladding sheets and other steel related products and provision of related services.
Park Avenue Construction Sdn Bhd	11 July 2005/ Malaysia	RM2	100	Investment holding and provision of recreational and leisure activity.
SMPC Dexon Sdn Bhd	5 January 2006/ Malaysia	RM300,000	100	Manufacturing and trading of steel and other types of furniture and the provision of related services.
Metal Perforators (Malaysia) Sdn Bhd	10 August 1972/ Malaysia	RM500,000	100	Manufacturing and marketing of perforated metals, cable support systems and screen plates.
Kembang Kartika Sdn Bhd	15 March 2012/ Malaysia	RM10,000	100	Property development. The company has not commenced operations.
ATTA Properties Sdn Bhd (<i>formerly known as Duro Marketing (M) Sdn Bhd</i>)	19 November 1993/ Malaysia	RM4	100	Dormant.

INFORMATION OF OUR COMPANY (Cont'd)

Name of company	Date/Place of incorporation	Issued share capital	Effective equity interest	Principal activities
<i>Subsidiary of SMPC Marketing Sdn Bhd:</i>				
Progerex Sdn Bhd	26 January 1993/ Malaysia	RM1,000,000	100	Shredding, processing and trading of ferrous and non-ferrous scrap metals.

We do not have any associated company as at the LPD.

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INFORMATION OF OUR COMPANY (Cont'd)
7. PROFIT AND DIVIDEND RECORD

The profit and dividend records based on our Group's audited consolidated results for the FYEs 31 March 2015, 2016 and 2017 and the unaudited consolidated results for the 3-month FPEs 30 June 2016 and 2017 are as follows:

	Audited FYE 31 March			Unaudited	
	2015 RM'000	2016 RM'000	2017 RM'000	3-month FPE 30 June 2016 RM'000	3-month FPE 30 June 2017 RM'000
Revenue	141,209	122,060	127,928	30,946	41,459
Gross profit	23,203	21,400	23,487	5,935	6,601
Other income	3,225	1,272	17,590	616	283
(Loss)/Profit before interest, taxation, depreciation and amortisation	8,959	3,273	24,134	1,550	2,079
Depreciation	(3,423)	(3,999)	(4,325)	(1,055)	(1,101)
Finance costs	(1,539)	(1,021)	(952)	(234)	(184)
(LBT)/PBT	3,997	(1,747)	18,857	261	794
Taxation	2	(686)	(832)	(97)	(167)
(LAT)/PAT	3,999	(2,433)	18,025	164	627
(Loss)/Profit attributable to:					
- Equity holders of our Company	4,000	(2,431)	18,026	164	627
- Minority interests	(1)	(2)	(1)	-	-
Gross profit margin (%)	16.43	17.53	18.36	19.18	15.92
Weighted average number of ordinary shares in issue ('000)	59,546	69,175	68,049	68,615	104,274
Basic (LPS)/EPS (sen)	6.72	(3.51)	26.49	0.24	0.60
Diluted (LPS)/EPS (sen) ⁽¹⁾	6.72	(3.51)	26.49	0.24	0.60
Dividend per ATTA Share (RM)	-(²)	-	0.24 ⁽³⁾	-	0.05

Notes:

- (1) The effects of the Outstanding Convertible Securities are anti-dilutive in nature.
- (2) Our Company had on 5 January 2015 distributed a share dividend on the basis of one treasury share for every twenty ordinary shares held in respect of the FYE 31 March 2015.
- (3) Our Company had on 30 May 2017 distributed a share dividend on the basis of one treasury share for every twenty ordinary shares held in respect of the FYE 31 March 2017.

INFORMATION OF OUR COMPANY (Cont'd)

Commentaries on past performance:***FYE 31 March 2015 as compared to FYE 31 March 2014***

The Group generated revenue of approximately RM141.21 million, which represented a decrease of approximately RM2.39 million or 1.66% as compared to the revenue generated for the preceding FYE of approximately RM143.60 million. The decrease in revenue was mainly attributable to market slowdown in steel sector and volatility in steel prices due to the influx of low-priced steel products from China, which in turn had affected the traded scrap prices.

The Group recorded other income of approximately RM3.23 million for the FYEs 31 March 2015 and 2014, which were mainly attributable to gain on disposal of investments and disposal of property, plant and equipment, respectively.

The Group recorded PAT of approximately RM4.00 million, which represented an increase of approximately RM1.01 million or 33.78% as compared to the PAT recorded for the preceding FYE of approximately RM2.99 million. The increase in PAT was mainly attributable to the over provision of tax in the previous financial year.

FYE 31 March 2016 as compared to FYE 31 March 2015

The Group generated revenue of approximately RM122.06 million, which represented a decrease of approximately RM19.15 million or 13.56% as compared to the revenue generated for the preceding FYE of approximately RM141.21 million. This was mainly attributable to the decrease in revenue from metal recycling business. The revenue from metal recycling business had decreased from approximately RM57.45 million to approximately RM36.89 million by approximately 35.79% due to significant drop in the traded scrap prices during the financial year. The traded scrap prices continue to be affected by the oversupply of steel products from China at low pricing.

The Group recorded other income of approximately RM1.27 million, which represented a decrease of approximately RM1.96 million or 60.68% as compared to the other income recorded for the preceding FYE of approximately RM3.23 million. The decrease was mainly due to absence of the one-off gain on disposal of investments recorded in 2015.

The Group incurred LAT of approximately RM2.43 million as compared to the PAT recorded for the preceding FYE of approximately RM4.00 million. The LAT was mainly attributable to the decrease in revenue and margin deterioration as a result of the significant drop in the traded scrap prices.

FYE 31 March 2017 as compared to FYE 31 March 2016

The Group generated revenue of approximately RM127.93 million, which represented an increase of approximately RM5.87 million or 4.81% as compared to the revenue generated for the preceding FYE of approximately RM122.06 million. This was mainly attributable to the increase in revenue from the metal recycling business. The revenue from the metal recycling business had increased from approximately RM36.89 million to approximately RM68.35 million by approximately 85.28% due primarily to the increase in the scale of the Group's metal recycling division couple with the recovery of the traded scrap prices along with steel prices following the implementation of certain trade measures by the government, including imposing certain duties, to protect the local steel industry from price dumping by other low cost producing countries.

The Group recorded other income of approximately RM17.59 million, which represented an increase of approximately RM16.32 million as compared to the other income recorded for the preceding FYE of approximately RM1.27 million. The increase was mainly due to the fair value gain on investment property of approximately RM6.87 million arising from revaluation of the property and gain on disposal of other investments amounting to approximately RM6.50 million.

INFORMATION OF OUR COMPANY (Cont'd)

The Group recorded PAT of approximately RM18.03 million as compared to the LAT incurred for the preceding FYE of approximately RM2.43 million. The turnaround financial performance was mainly attributable to the increase in revenue and the margin improvement as a result of the recovered traded scrap prices, coupled with the increase of other income as mentioned above.

Unaudited 3-month FPE 30 June 2017

The Group generated revenue of approximately RM41.46 million, which represented an increase of approximately RM10.51 million or 33.96% as compared to the revenue generated for the preceding year corresponding FPE of approximately RM30.95 million. This was mainly attributable to the increase in revenue from the metal recycling business. The revenue from the metal recycling business had increased from approximately RM13.72 million to approximately RM25.36 million by approximately 84.84% due primarily to higher market demand.

The Group recorded other income of approximately RM0.28 million, which represented a decrease of approximately RM0.34 million or 54.84% as compared to the other income recorded for the preceding year corresponding FPE of approximately RM0.62 million. The decrease was mainly due to absence of the one-off gain on disposal of investments recorded in the preceding year corresponding FPE.

The Group recorded PAT of approximately RM0.63 million, which represented an increase of approximately RM0.47 million or 293.75% as compared to PAT recorded for the preceding year corresponding FPE of approximately RM0.16 million due to increase in the revenue.

8. SHARE PRICES

The following table sets out the monthly highest and lowest market prices of the ATTA Shares as transacted on the Main Market of Bursa Securities for the 12 months from October 2015 to September 2016:

	Highest RM	Lowest RM
<u>Year 2015</u>		
October	0.940	0.700
November	0.940	0.770
December	0.805	0.740
<u>Year 2016</u>		
January	0.730	0.650
February	0.965	0.650
March	1.290	0.905
April	1.240	1.090
May	1.240	1.050
June	1.480	1.210
July	1.370	1.050
August	1.090	1.020
September	1.060	0.805
The last transacted market price on 24 May 2017 (being the last Market Day prior to the announcement of the Corporate Exercises)		1.140
The last transacted market price on 11 October 2017 (being the LPD prior to the printing of this AP)		0.850
The last transacted market price on 1 November 2017 (being the last Market Day prior to the ex-date for the Rights Issue of ICPS)		0.900

(Source: Bloomberg)