



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting of the Company held at the Meeting Room, Wisma Atlan, 8 Persiaran Kampung Jawa, 11900 Bayan Lepas, Penang on Tuesday, 28 August 2018 at 11:00 a.m.

DIRECTORS PRESENT : Dato' Sri Robin Tan Yeong Ching
Mr. Lee Sze Siang
En. Mohd Sharif bin Hj Yusof
Mr. Tan Thiam Chai
Mr. Ong Bok Siong
Tuan Haji Mohd Jaffar bin Awang (Ismail)
Raja Dato' Shaharudin Shah bin Raja Jalil Shah

ABSENT WITH APOLOGIES : Dato' Sri Adam Sani bin Abdullah
Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Haji Ahmad Shah Ah-Mustain Billah, DK II, SSAP
Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B)
Dato' Woo Hon Kong

PRESENT: As per attendance list.

BY INVITATION: As per attendance list.

IN ATTENDANCE: Ms. Amanda Thum Sook Fun (Company Secretary)

CHAIRMAN'S ADDRESS

In the absence of the Chairman of the Board, Dato' Sri Adam Sani bin Abdullah and pursuant to Article 62 of the Company's Constitution, the Board had elected Dato' Sri Robin Tan Yeong Ching ("Dato' Sri Chairman") to chair the Meeting.

Dato' Sri Chairman welcomed all present to the Twenty-Ninth Annual General Meeting of the Company ("the Meeting" or "AGM") and called the Meeting to order at 11:00 a.m.

QUORUM

The requisite quorum being present pursuant to Article 60 of the Company's Constitution, Dato' Sri Chairman declared the Meeting duly convened.

NOTICE

The Notice convening the Meeting having been circulated within the prescribed period was with the permission of the Meeting, taken as read.

VOTING PROCEDURE

Dato' Sri Chairman informed all present that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions which would be put forth for voting at the Meeting be voted by poll and he demanded for a poll to be conducted accordingly.

Dato' Sri Chairman briefed the Meeting on an overview of the process of poll voting and the rights of members, proxies and the corporate representative to speak and vote on the



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

resolutions set out in the Notice of the Meeting. For administrative efficiency, the Meeting noted that the poll process would be conducted upon completion of all deliberations of all the items of the agenda of the Meeting.

The Meeting noted that the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. would act as the Poll Administrator and Commercial Quest Sdn. Bhd. would act as the Independent Scrutineers to verify the results of the poll.

1. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON

The first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 28 February 2018 ("FY2018") together with the reports of the directors' and auditors' thereon ("AFS 2018").

There being no question from the floor, Dato' Sri Chairman declared that the AFS 2018 together with the Reports of the Directors and the Auditors thereon, be received.

2. RE-ELECTION OF RETIRING DIRECTORS PURSUANT TO ARTICLE 78 OF THE COMPANY'S CONSTITUTION

Dato' Sri Chairman briefed the Meeting that pursuant to Article 78 of the Company's Constitution, an election of Directors shall take place each year. At each Annual General Meeting ("AGM"), one third (1/3) of the Board of Directors shall retire from office by rotation, so as all Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

The following three (3) Directors were subject to retirement pursuant to Article 78 of the Company's Constitution: -

- i) Mr. Lee Sze Siang;
- ii) Dato' Woo Hon Kong; and
- iii) Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Hj Ahmad Shah Al-Mustain Billah, DK II., SSAP

Dato' Sri Chairman informed the Meeting that Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Hj Ahmad Shah Al-Mustain Billah, DK II., SSAP had already indicated his intention not to seek for re-election under this Article 78 and thus, he would retire from office at the conclusion of the Meeting. On behalf of the Company, Dato' Sri Chairman extended the Board's appreciations to Yang Amat Mulia Tengku Abdul Rahman Ibni Sultan Hj Ahmad Shah Al-Mustain Billah, DK II., SSAP for his contribution to the Company during the tenure of his service to the Company.



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

i) Resolution 1 - Re-election of Mr. Lee Sze Siang as Director

There being no question from the floor, the resolution for the re-election of Mr. Lee Sze Siang as a Director of Company was proposed by Ms. Teo Bee Wee (proxy holder for E-Fos Sdn. Bhd.) and seconded by Ms. Ong Chhui Ling.

ii) Resolution 2 - Re-election of Dato' Woo Hon Kong as Director

There being no question from the floor, the resolution for the re-election of Dato' Woo Hon Kong as a Director of the Company was proposed by Ms. Lim Ee Hiang (proxy holder for Distinct Continent Sdn. Bhd.) and seconded by Ms. Irene Lee Phaik Theng (Proxy for Distinct Continent Sdn. Bhd.).

3. RE-ELECTION OF RAJA DATO' SHAHARUDIN SHAH BIN RAJA JALIL SHAH AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH ARTICLE 85 OF THE COMPANY'S CONSTITUTION

Dato' Sri Chairman briefed the Meeting that pursuant to Article 85 of the Company's Constitution, any Director who was appointed subsequent to the last AGM is subject to retirement, but shall then be eligible for re-election. At that Meeting, Raja Dato' Shaharudin Shah bin Raja Jalil Shah is subject to retirement under this Article 85 and he had offered himself for re-election.

There being no question from the floor, the resolution for the re-election of Raja Dato' Shaharudin Shah bin Raja Jalil Shah as a Director of the Company was proposed by Cik Sabarina binti Abdul Rahman (proxy holder for Alpretz Capital Sdn. Bhd.) and seconded by Ms. Toh Leong Ean (proxy holder for Alpretz Capital Sdn. Bhd.).

4. RE-APPOINTMENT OF MESSRS. ERNST & YOUNG AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR

The Meeting noted that the current Auditors, Messrs. Ernst & Young, who retired at this AGM, had indicated their willingness to continue in office.

There being no question from the floor, the resolution for the re-appointment of Messrs. Ernst & Young as Auditors of the Company for the ensuing year, was proposed by Ms. Irene Lee Phaik Theng (proxy holder for Distinct Continent Sdn. Bhd.) and seconded by Ms. Lim Ee Hiang (proxy holder for Distinct Continent Sdn. Bhd.).

5. ORDINARY RESOLUTION – APPROVAL FOR THE PAYMENT OF DIRECTORS' FEES OF RM260,500.00 FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2018

Dato' Sri Chairman informed that the next item on the Agenda in relation to the Special Business was to consider and to approve the payment of Directors' fees of RM260,500.00 for the financial year ended 28 February 2018.

There being no question from the floor, the resolution on the payment of Directors' fees of RM260,500.00 for the financial year ended 28 February 2018 was proposed



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

by Ms. Lim Lay Hong (proxy holder for Alpretz Capital Sdn. Bhd.) and seconded by Ms. Yeow Woon Yee (proxy holder for Alpretz Capital Sdn. Bhd.).

6. ORDINARY RESOLUTION – APPROVAL FOR THE PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS

Dato' Sri Chairman informed that the next item on the Agenda was to consider and to approve benefit payable to the Directors of the Company up to an amount of RM200,000.00 from the conclusion of this meeting until the next until the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever is earlier.

There being no question from the floor, the resolution on the payment of benefits payable to the Directors of RM200,000.00 from the conclusion of this meeting until the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever is earlier was proposed by Cik Sabarina binti Abdul Rahman (proxy holder for Alpretz Capital Sdn. Bhd.) and seconded by Ms. Ong Chhui Ling.

7. ORDINARY RESOLUTION - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT, 2016 (“PROPOSED AUTHORITY TO ISSUE AND ALLOT SHARES”)

The Meeting was advised that the proposed adoption of this ordinary resolution was primarily to give flexibility to the Directors to issue and allot shares up to 10% of the total issued share capital of the Company pursuant to Sections 75 & 76 of the Companies Act 2016 at any time in their absolute discretion without convening a general meeting. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the next AGM.

There being no question from the floor, the resolution for Proposed Authority to Issue and Allot Shares was proposed by Ms. Toh Leong Ean (proxy holder for Alpretz Capital Sdn. Bhd.) and seconded by Ms. Teo Bee Wee (proxy holder for E-Fos Sdn. Bhd.).

8. ORDINARY RESOLUTION - MANDATE FOR EN. MOHD SHARIF BIN HJ YUSOF WHO HAS SERVED AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Meeting was informed that both the Nomination Committee and the Board had assessed the independence of En. Mohd Sharif bin Hj Yusof and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on justifications as set out in the explanatory notes to the Notice of the Meeting.

There being no question from the floor, the resolution for giving the mandate for En. Mohd Sharif bin Hj Yusof to continue to act as an Independent Non-Executive Director of the Company was proposed by Ms. Tneh Shu Hoay (proxy holder for



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

Alpretz Capital Sdn. Bhd.) and seconded by Ms. Lim Lay Hong (proxy holder for Alpretz Capital Sdn. Bhd.).

9. TO TRANSACT ANY OTHER ORDINARY BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE COMPANIES ACT, 2016 AND THE COMPANY'S CONSTITUTION

After completing the business on hand for the Meeting, the Company Secretary reported that the Company did not receive any notice to transact any other business.

10. POLLING PROCESS

Dato' Sri Chairman announced the commencement of the polling process. The Company Secretary briefed the Meeting on the polling process. Dato' Sri Chairman adjourned the Meeting at 11:20 a.m. for the polling process.

After the finalisation of the report by the scrutineers on the poll results, the Meeting resumed at 11:25 a.m..

10.1 Announcement of Poll Results

Based on the results of the poll and the report from the scrutineers, Dato' Sri Chairman announced the results of the polls as follow:-

10.1.1 Re-election Mr. Lee Sze Siang (Resolution 1)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato' Sri Chairman informed that Resolution 1 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that the resolution for re-election of Mr. Lee Sze Siang as Director of the Company be carried.



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

10.1.2 Re-election of Dato’ Woo Hon Kong as Director of the Company (Resolution 2)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato’ Sri Chairman informed that Resolution 2 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that the resolution for re-election of Dato’ Woo Hon Kong as Director of the Company be carried.

10.1.3 Re-election of Raja Dato’ Shaharudin Shah bin Raja Jalil Shah as Director of the Company (Resolution 3)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato’ Sri Chairman informed that Resolution 3 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that the resolution for re-election of Raja Dato’ Shaharudin Shah bin Raja Jalil Shah as Director of the Company be carried.

10.1.4 Re-appointment of Messrs. Ernst & Young as Auditors of the Company (Resolution 4)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

Based on the poll results, Dato' Sri Chairman informed that Resolution 4 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that the resolution for re-appointment of Messrs. Ernst & Young as Auditors of the Company be carried.

10.1.5 Payment of Directors' fees of RM260,500.00 for financial year ended 28 February 2018 (Resolution 5)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato' Sri Chairman informed that Resolution 5 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that the Directors' fees of RM260,500.00 for the financial year ended 28 February 2018 be carried.

10.1.6 Payment of benefits payable to the Directors of the Company up to an amount of RM200,000.00 from the conclusion of this meeting until the next until AGM of the Company (Resolution 6)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato' Sri Chairman informed that Resolution 6 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that the benefit payable to the Directors of the Company up to an amount of RM200,000.00 from the conclusion of this meeting until the next until AGM of the Company or the expiration of the period within which the AGM is required to be held, whichever is earlier, be carried.



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

10.1.7 Proposed Authority to Issue and Allot Shares (Resolution 7)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato’ Sri Chairman informed that Resolution 7 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that subject always to the Companies Act 2016 (“Act”), the Company’s Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Act, to issue and allot shares in the Company pursuant to the Act, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company or the expiration of the period within which the next AGM is required to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting, be carried.

10.1.8 Mandate for En. Mohd Sharif bin Hj Yusof to continue to act as an Independent Non-Executive Director of the Company (Resolution 8)

Results of the poll :-

Total number of shares represented by votes for and against the relevant motion	Vote FOR		Vote AGAINST	
	Number of Shares	(%)	Number of Shares	(%)
200,837,230	200,837,230	100%	0	0%

Based on the poll results, Dato’ Sri Chairman informed that Resolution 8 was passed by 200,837,230 shares in number representing 100% in value of the shareholders and proxy holders present and voting.

The Meeting RESOLVED that approval be and is hereby given to En. Mohd Sharif bin Hj Yusof, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as



ATLAN HOLDINGS BHD. (173250-W)
(Incorporated in Malaysia)

Extract of Minutes of the Twenty-Ninth Annual General Meeting held on 28 August 2018

an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2017, be carried.

11. TERMINATION

There being no further matters to discuss, the Meeting terminated at 11:30 a.m. with a vote of thanks to the Chair.

Dated: 28 August 2018