



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-SECOND ("32ND") ANNUAL GENERAL MEETING ("AGM") OF ATLAN HOLDINGS BERHAD ("THE COMPANY" OR "AHB") CONDUCTED ON A FULLY VIRTUAL BASIS HOSTED ON SECURITIES SERVICES E-PORTAL IN MALAYSIA WITH THE CHAIRMAN OF THE MEETING PRESENT IN KUALA LUMPUR ON THURSDAY, 26 AUGUST 2021 AT 11:30 A.M.

- DIRECTORS** : Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B) (Chairman of the Meeting)
Mr. Lee Sze Siang
En. Mohd Sharif bin Hj Yusof
Mr. Tan Thiam Chai
Raja Dato' Shaharudin Shah bin Raja Jalil Shah
Dato' Woo Hon Kong
Tuan Haji Mohd Jaffar bin Awang (Ismail)
- BY INVITATION** : Mr. Chuan Yee Yang (Messrs. Ernst & Young PLT, External Auditors)
- IN ATTENDANCE** : Ms. Chua Siew Chuan (Company Secretary)
- SHAREHOLDERS, CORPORATE REPRESENTATIVES AND PROXIES** : As per participants logged on to the Securities Services e-Portal ("**SSeP**")

1. CHAIRMAN'S ADDRESS

Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B) ("**Jeneral Tan Sri Chairman**") welcomed and thanked all for participating in the 32nd AGM of the Company remotely from their respective locations.

Jeneral Tan Sri Chairman informed the Meeting that the Chairman of the Board, Dato' Sri Adam Sani bin Abdullah conveyed his apologies for not being able to attend the AGM, and pursuant to Regulation 83 of the Company's Constitution, the Board had elected him to chair the AGM. The Meeting also noted Dato' Sri Robin Tan Yeong Ching had also conveyed his apologies for his absence.

Jeneral Tan Sri Chairman informed that in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021, the 32nd AGM was conducted on a fully virtual basis via live stream webcast and online remote voting using the remote participation and voting facilities without any physical attendance.

Jeneral Tan Sri Chairman then introduced the Directors, the Company Secretary and the External Auditor who joined the Meeting remotely.



ATLAN HOLDINGS BHD.
Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

Minutes of the 32nd AGM held on 26 August 2021

2. QUORUM

The requisite quorum being present pursuant to Regulation 81 of the Company's Constitution, Jeneral Tan Sri Chairman declared the Meeting duly convened.

Jeneral Tan Sri Chairman further informed the Meeting that the Company was using the Record of Depositors as of 20 August 2021 for the 32nd AGM.

3. PROCEEDINGS AND VOTING PROCEDURE

Jeneral Tan Sri Chairman informed the Meeting that in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions put forth for voting at the Meeting would be voted by poll. In this regard, he then exercised his rights as the Chairman of Meeting to demand for a poll in accordance with Section 330 of the Companies Act 2016 in respect of all resolutions put forth for voting at the Meeting to demonstrate shareholder democracy of one-share one-vote.

The Meeting was informed by the Company Secretary, Ms. Chua Siew Chuan ("**Company Secretary**") that shareholders, corporate representatives or proxies may exercise their right as a shareholder or proxy to post questions to the Board of Directors of the Company and vote remotely at the Meeting.

The Meeting was then informed that there were shareholders who had appointed the Chairman of the Meeting to vote on their behalf and hence, Jeneral Tan Sri Chairman would be voting as their proxy in accordance with their voting instruction, where indicated.

As there is no legal requirement for a proposed resolution to be seconded, the shareholders and proxies could proceed to vote at their own time. The voting module was made accessible to all shareholders, corporate representatives and proxies to submit their votes from the start of the Meeting and an additional 10 minutes would be given to all to cast and submit their votes after the Meeting had dealt with all the question-and-answer session ("**Q&A session**").

The Company Secretary further informed that that Jeneral Tan Sri Chairman would take the Meeting through all the items on the Agenda followed by the Q&A session to respond to the questions transmitted by shareholders and proxies. As stipulated by the Securities Commission of Malaysia, shareholders and proxies were advised that they could rely on real time submission of typed texts to exercise their rights to speak or communicate in the Meeting by submitting questions or remarks in relation to the items in the Agenda through the text box within the e-Portal page.

The Meeting was further informed that SS E Solutions Sdn. Bhd. was appointed as Poll Administrator while Commercial Quest Sdn. Bhd. was the appointed Independent Scrutineer to verify the results of the poll voting. A step-by-step guide together with a short audio clip on the online voting module within e-Portal was then played.



ATLAN HOLDINGS BHD.
Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

Minutes of the 32nd AGM held on 26 August 2021

4. NOTICE

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

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON ("AFS 2021")

Jeneral Tan Sri Chairman informed that the first item on the Agenda was to receive the AFS 2021.

The Meeting noted that formal approval from shareholders was not required for this item on the Agenda pursuant to Section 340(1)(a) of the Companies Act 2016 and hence, the AFS 2021 was not put forward for voting. Jeneral Tan Sri Chairman declared the AFS 2021 received.

6. ORDINARY RESOLUTIONS 1 TO 3 - RE-ELECTION THE RETIRING DIRECTORS IN ACCORDANCE WITH REGULATION 100 OF THE COMPANY'S CONSTITUTION

The Meeting noted that in accordance with Regulation 100 of the Company's Constitution, the following three (3) Directors were subject to retirement at the Meeting:

- i) Dato' Woo Hon Kong;
- ii) Mr. Lee Sze Siang; and
- iii) Raja Dato' Shaharudin Shah bin Raja Jalil Shah.

7. ORDINARY RESOLUTION 4 – PAYMENT OF DIRECTORS' FEES OF RM253,000 FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2021 ("FY2021")

The Meeting was informed that the next item on the Agenda was to approve the payment of Directors' fees of RM253,000 for FY2021.

8. ORDINARY RESOLUTION 5 – PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS

Jeneral Tan Sri Chairman informed that the next item on the Agenda was to approve the payment of benefit payable to the Directors of the Company up to an amount of RM200,000 for the period commencing from 27 August 2021 until the date of the next AGM of the Company to be held in year 2022 pursuant to Section 230(1)(b) of the Companies Act 2016.

9. ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF MESSRS. ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR UNTIL THE CONCLUSION OF THE NEXT AGM AND AUTHORISATION OF THE DIRECTORS TO FIX THEIR REMUNERATION



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

Minutes of the 32nd AGM held on 26 August 2021

Jeneral Tan Sri Chairman informed that the fifth item on the agenda was to re-appoint Messrs. Ernst & Young PLT (“EY”) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

The Meeting was informed that EY had indicated their willingness to continue in office as the Company’s Auditors.

10. ANY OTHER ORDINARY BUSINESS

The Meeting was advised that there was no notice of any other ordinary business received.

11. ORDINARY RESOLUTION 7 – AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016

Jeneral Tan Sri Chairman informed that next item on the agenda was to seek the renewal of a general mandate for the Board of Directors to issue and allot shares pursuant to the Companies Act 2016.

Jeneral Tan Sri Chairman further informed that the proposed adoption of this Ordinary Resolution was to give flexibility to the Board of Directors, when the need arises, to issue shares of not more than 10% of the issued share capital of the Company. This authority shall, unless be revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

12. ORDINARY RESOLUTIONS 8 & 9 - MANDATE FOR EN. MOHD SHARIF BIN HJ YUSOF AND JENERAL TAN SRI DATO’ SRI ABDULLAH BIN AHMAD @ DOLLAH BIN AMAD (B) WHO HAVE SERVED AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR A CUMULATIVE TERM OF MORE THAN NINE (9) YEARS, TO CONTINUE TO ACT AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY

Jeneral Tan Sri Chairman informed that resolutions 8 and 9 was to give mandate for En. Mohd Sharif bin Hj Yusof and himself, Jeneral Tan Sri Dato’ Sri Abdullah bin Ahmad @ Dollah bin Amad (B), who had served for a cumulative term of more than nine (9) years in the Company, to continue acting as Independent Non-Executive Directors of the Company.

The Meeting was informed that both the Nomination Committee and the Board of Directors had assessed the independence of En. Mohd Sharif bin Hj Yusof and Jeneral Tan Sri Chairman respectively, and recommended to retain them to continue to serve as Independent Non-Executive Directors of the Company based on justifications as set out in the explanatory notes to the Notice of the Meeting.

13. Q&A SESSION

Jeneral Tan Sri Chairman informed the Meeting that the Company had received some questions from Minority Shareholders Watch Group (“MSWG”) via their letter dated 16 August 2021. Jeneral Tan Sri Chairman requested the Company Secretary to present the Company’s reply to the questions raised by MSWG, details of which is as per Appendix “A” attached hereto.



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

Minutes of the 32nd AGM held on 26 August 2021

Apart from the questions raised by MSWG, the following questions were raised during the Meeting and Mr. Lee Sze Siang (“**Mr. Lee**”), Executive Director of the Company responded as follows:

i) In view of COVID-19 pandemic, what is the future outlook of the Company and its shareholders?

The Group’s fundamentals are still intact and it is backed by its undervalued assets and strong balance sheet.

The Board acknowledged the outlook for the coming financial year to be challenging and highly uncertain due to the global economic crisis, travel restrictions, consumers’ cautious spending and more importantly, the unpredictable duration of the global COVID-19 pandemic.

The Group’s main focus is now on strategic planning, resource allocation and further cost optimisation as a preparation for challenges going forward.

ii) Please reward your loyal shareholders for participating and supporting the resolutions in this virtual AGM.

The Group is going through challenging times. Nevertheless, the Board will deliberate on the said request.

iii) May I know, what is the Company’s future outlook?

The question has been answered earlier.

iv) How is the impact of MCO to the Company?

The Group’s businesses had been greatly affected by the unprecedented event as a result of lockdowns, international border closures and other control measures imposed by governments worldwide to curb the spread of the COVID-19 pandemic. However, the Group had swiftly implemented tough but necessary measures which included closing down non-performing outlets, suspending non-essential capital expenditures and carrying out cost containment exercises to mitigate the pandemic’s impact on the Group’s business and ensuring the safety and well-being of the Group’s employees.

v) How much is the cost saving for this virtual AGM as compared to the physical one?

The virtual AGM is more costly by approximately RM5,000 as compared to physical AGM.

14. POLLING PROCESS

At this juncture, the step-by-step guide together with a short audio clip on the SSeP online voting module within SSeP was played again. Shareholders and proxies were given another 10 minutes to cast and submit their votes.



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

Minutes of the 32nd AGM held on 26 August 2021

Upon the closure of the voting session, the Scrutineer proceeded to verify the poll results.

15. DECLARATION OF POLLING RESULTS

After the verification of the poll results by the Scrutineer, the results of the poll as follows were shown on the screen:

Resolution	Vote For		Vote Against		Total Votes	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
1	183,221,717	99.9991	1,701	0.0009	183,223,418	100
2	183,221,717	99.9991	1,701	0.0009	183,223,418	100
3	183,221,717	99.9991	1,701	0.0009	183,223,418	100
4	183,221,617	99.9990	1,901	0.0010	183,223,518	100
5	183,221,617	99.9990	1,901	0.0010	183,223,518	100
6	183,221,727	99.9991	1,701	0.0009	183,223,428	100
7	183,221,817	99.9991	1,701	0.0009	183,223,518	100
8	183,221,717	99.9990	1,801	0.0010	183,223,518	100
9	183,221,717	99.9990	1,801	0.0010	183,223,518	100

Based on the above verified poll voting results, Jeneral Tan Sri Chairman declared that Resolutions 1 to 9 were all carried.

It is hereby **RESOLVED**:

Resolution 1

THAT Dato' Woo Hon Kong, the retiring Director in accordance with Regulation 100 of the Company's Constitution, be hereby re-elected as Director of the Company.

Resolution 2

THAT Mr. Lee Sze Siang, the retiring Director in accordance with Regulation 100 of the Company's Constitution, be hereby re-elected as Director of the Company.

Resolution 3

THAT Raja Dato' Shaharudin Shah bin Raja Jalil Shah, the retiring Director in accordance with Regulation 100 of the Company's Constitution, be hereby re-elected as Director of the Company.

Resolution 4

THAT the payment of Directors' Fees of RM253,000 for the financial year ended 28 February 2021 be hereby approved.

Resolution 5

THAT the payment of benefits to Directors up to an amount of RM200,000 for the period commencing from 27 August 2021 up to the date of the next Annual General Meeting of the Company to be held on year 2022 be hereby approved.



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

Minutes of the 32nd AGM held on 26 August 2021

Resolution 6

THAT the re-appointment of Messrs. Ernst & Young PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration be hereby approved.

Resolution 7

THAT subject always to the Companies Act 2016 (the "Act"), the Company's Constitution, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and any relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

Resolution 8

THAT approval be and is hereby given to En. Mohd Sharif bin Hj Yusof who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company.

Resolution 9

THAT approval be and is hereby given to Jeneral Tan Sri Dato' Sri Abdullah bin Ahmad @ Dollah bin Amad (B) who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.

16. TERMINATION

There being no further matters to discuss, the Meeting terminated at 12:25 p.m. with a vote of thanks to the Chair.

Confirmed as a correct record

SIGNED

Jeneral Tan Sri Dato' Sri Abdullah bin
Ahmad @ Dollah bin Amad (B)
Chairman

Dated: 26 August 2021

**ATLAN HOLDINGS BHD.**

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

No.	Questions raised by the MSWG	Company's reply
1)	<p><u>Operational and Financial Matters</u></p> <p>The Group's core business, duty-free segment reported revenue of RM223.5 million in FY2021, a decrease of 63.8% compared to RM616.6 million in FY2020. The lockdowns and closure of international borders by the Malaysian Government led to the Group's retail outlets' closure at the airport and Malaysia-Thailand border since 18 March 2020. Outlets that were opened experienced an overall decline in sales due to subdued consumer demand. Consequently, the duty-free segment reported loss before tax of RM28.2 million as compared to profit after tax of RM26.0 million in FY2020 (page 20 & 21 of Annual Report (AR) 2021).</p> <p>(a) What is the impact on the duty-free segment's operations as a result of the latest Movement Controlled Order (MCO) 3.0?</p> <p>(b) How is the Board planning to mitigate the impact of the prolonged closure of international borders on duty-free segment's business activities? How many duty-free outlets the Group is currently operating and how many were closed in FY2021?</p> <p>(c) The duty-free segment business environment is expected to remain challenging (page 22 of AR 2021). Does the Group have an e-commerce or online strategy to complement its duty-free outlets? If none, why was it not considered by the Group?</p> <p>(d) What are the Group's strategic growth plans going forward? How will the Group prepare itself for a post-pandemic environment to ensure</p>	<p>a) All of the Group's duty-free retail outlets were closed during the period of MCO 3.0.</p> <p>b) The Group had carried out cost containment exercise which included cost cutting measures on operating overheads, such as reduction of casual labours, salary cuts, downsizing of manpower, deferral of all discretionary expenses and non-critical capital expenditures. Of the 36 duty-free outlets in the Group, 11 outlets had been permanently closed.</p> <p>Should the international borders and airports remain closed, it is expected that when the nation moves into Phase 2 or 3 or 4 of the National Recovery Plan ("NRP") in these 2 locations, namely Langkawi Island retail outlet and Johor Bahru retail outlets in the duty-free zone are expected to operate, whilst the other outlets will continue to perform only export sales during this period.</p> <p>c) E-commerce or online strategy is not feasible for the Group's duty-free business as duty free products can only be purchased by travellers in compliance with Customs rules and regulations. i.e., travellers that meet the following conditions:</p> <ul style="list-style-type: none"> • Non-residents having intention to visit Malaysia of not less than 72 hours; and



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

No.	Questions raised by the MSWG	Company's reply
	<p>timely business recovery and sustainability?</p>	<ul style="list-style-type: none"> • Residents returning after an absence from Malaysia of not less than 72 hours (for Labuan is 24 hours and for Langkawi or Pulau Tioman is 48 hours). <p>d) In addition to the Group's strong net assets position, the Group has put in place cost optimization plans which has kept and will continue to keep the Group relatively stable. Other than ensuring that the Group is able to meet its financial and operational obligations, the Group's strategic and cost containment plans will be constantly reviewed, attuned and adapted so as to remain relevant, viable and sustainable. Equipped with the knowledge and experience gained through navigating the pandemic, as well as a much leaner cost structure, the Group is well positioned to thrive in the duty-free retail industry when the industry returns to normalcy.</p>
<p>2)</p>	<p>The Company remains actively on the look-out for acquisition targets that bring synergy to its value chain. It believes that it is during times of challenges that pockets of opportunity exist (page 15 & 22 of AR 2021).</p> <p>What are the types of acquisitions that the Company is considering? Have any business opportunities been explored or evaluated?</p>	<p>The Company is actively on the look-out for acquisitions that will bring greater value to the shareholders of the Company. As of to-date, several business opportunities have been evaluated and a few are still currently being reviewed and assessed. The Company will provide updates on a timely manner when there is material development on the proposed acquisition(s).</p>
<p>3)</p>	<p>Realised loss on foreign exchange has increased by 316% from RM177,000 in FY2020 to RM737,000 in FY2021 (Note 8 to the Financial Statements, page 134 of AR 2021).</p>	<p>a) The realised loss on foreign exchange of approximately RM400,000 in FY2021 was due to the conversion of US Dollar currency to Singapore Dollar currency by Duty Free International Limited for its Capital Repayment exercise in</p>



ATLAN HOLDINGS BHD.

Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

No.	Questions raised by the MSWG	Company's reply
	<p>(a) What were the reasons for the significant increase in realised loss on foreign exchange?</p> <p>(b) Approximately 74% of the Group's purchases are denominated in foreign currencies in FY2021 (page 198 of AR 2021). Given the large swing in foreign exchange gain/loss, how does the Group plan to better manage its currency exposure? What is the current hedging policy of the Group?</p>	<p>May 2020. The remaining realised loss was mainly attributed to the weakened Ringgit Malaysia at the point of payment of certain trade transactions.</p> <p>b) The Group also holds cash and cash equivalents denominated in foreign currencies. The respective Treasury Department in each segment in the Group would assess the adequacy of the foreign currency available to pay the trade transactions and/ or whether to enter into foreign currency forward contracts to manage its exposure against foreign currency fluctuations on its trade transactions.</p>
<p><u>Corporate Governance Matters</u></p> <p>1) Encik Mohd Sharif bin Hj Yusof ("Encik Mohd Sharif") has served the Board for 12 years 7 months as an Independent Non-Executive Director. The Board will seek shareholders' approval for Encik Mohd Sharif to continue to act as the Independent Non-Executive Director through a single tier voting process in the upcoming 32nd Annual General Meeting (AGM) of the Company (page 59 & 218 of AR 2021).</p> <p>Why is the Board's not adopting two-tier voting for Resolution 8 to retain Encik Mohd Sharif as the independent director?</p>	<p>The Board, through the Nomination Committee, assessed the independence of its Independent Non-Executive Directors on an annual basis based on criteria set out in the Main Market Listing Requirements of Bursa Securities and has taken into account of the following factors before seeking for shareholders' approval to retain Encik Mohd Sharif as Senior Independent Non-Executive Director at the 32nd AGM:</p> <p>a) Encik Mohd Sharif has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and being independent, he would be able to function as a check and balance, bringing an element of objectivity to the Board</p> <p>b) Encik Mohd Sharif has exercised due care during his tenure as</p>	



ATLAN HOLDINGS BHD.
 Registration No. 198801005893 (173250-W)
 (Incorporated in Malaysia)

No.	Questions raised by the MSWG	Company's reply
		<p>Independent Non-Executive Director of the Company as well as the Chairman of the Audit and Risk Management Committee. As the Senior Independent Non-Executive Director, he has also carried out his duties proficiently in the best interest of the Company and the shareholders; and</p> <p>c) Encik Mohd Sharif has been with the Company for more than nine (9) years and is familiar with the Company's operations. His long tenure of services on the Board has neither impaired nor compromised his independent judgement as he is always independent in character, independent of management and free from any relationships or circumstances which would likely affect or could appear to affect his judgment, and ability to act in the best interest of the Company.</p> <p>The Board takes cognizance of the recommendation of Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG") which states that if the Board continues to retain an Independent Director after the twelfth year, the Board should seek annual shareholders' approval through a two-tier voting process.</p> <p>However, in this AGM, the Company will seek approval of shareholders through a single tier voting process for the ordinary resolution to retain Encik Mohd Sharif who has served the Board for more than twelve years. This is in line with the general rule on voting as provided in the Companies Act 2016 which states that every shareholder has one vote for every share he holds and resolutions are to</p>



ATLAN HOLDINGS BHD.
Registration No. 198801005893 (173250-W)
(Incorporated in Malaysia)

No.	Questions raised by the MSWG	Company's reply
		<p>be passed by a simple majority for ordinary resolutions and 75% of votes for special resolutions through a single tier voting process.</p> <p>Nevertheless, the Nomination Committee of the Company will review and re-assess Practice 4.2 of the MCGG and will make the appropriate and necessary recommendations to the Board.</p>