

**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused this Statement prior to its issuance and takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.



**INFORMATION ON ANNUAL GENERAL MEETING**

**AND**

**STATEMENT TO SHAREHOLDERS**

**IN RELATION TO**

**PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY  
("PROPOSED SHARE BUY BACK")**

The Notice of the Thirty-Seventh Annual General Meeting ("AGM") of the Company to be held at Terrace, Level 2, Sunway Hotel Seberang Jaya, 11, Lebuh Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Tuesday, 28 August 2018 at 12.00 noon, together with the Form of Proxy are enclosed in this Statement. Shareholders are advised to refer to the Notice of the AGM and the accompanying Form of Proxy which are enclosed. The Form of Proxy must be lodged at the Registered Office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Faxed or emailed copies are not acceptable. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Date and time for the AGM	:	Tuesday, 28 August 2018 at 12.00 noon
Last date and time for lodging the Form of Proxy	:	Sunday, 26 August 2018 at 12.00 noon
Venue of the AGM	:	Terrace, Level 2, Sunway Hotel Seberang Jaya, 11, Lebuh Tenggiri Dua, Pusat Bandar Seberang Jaya, 13700 Prai, Penang

This Statement is dated 31 July 2018

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#### Note to Shareholders:

The 2018 Annual Report is enclosed in CD-ROM format. Should a printed copy of the Annual Report be required, please fill up the attached “2018 Annual Report Request Form”, and forward the same to the Share Registrar. A printed copy of the Annual Report will be forwarded to you within 4 market days from the date of receipt of your request. Shareholders who require assistance with the viewing of the CD-ROM, kindly contact Ms Parimala Devi at Tel No. : +604-3972324.

**ATTA GLOBAL GROUP BERHAD (79082-V)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirty-Seventh (37<sup>th</sup>) Annual General Meeting (“37<sup>th</sup> AGM and/or “AGM”) of the Company will be held at Terrace, Level 2 Sunway Hotel Seberang Jaya, 11, Lebuhraya Duta, Pusat Bandar Seberang Jaya, 13700 Prai, Penang on Tuesday, 28 August 2018 at 12.00 noon.

<b>A G E N D A</b>	<b>ORDINARY RESOLUTION</b>
<b>AS ORDINARY BUSINESS:</b>	
1. To receive the Audited Financial Statements for the year ended 31 March 2018, together with the Directors’ and Auditors’ Reports thereon.	(Please refer to Note 2)
2. To approve payment of the Directors’ fees of RM36,000 in respect of the financial year ended 31 March 2018.	1
3. To approve the payment of Directors’ benefits to Non-Executive Directors up to an amount of RM24,000 from 29 August 2018 until the next AGM of the Company.	2
4. To re-elect Mr. Tan Kim Hee who was appointed during the year and retires in accordance with the Company’s Articles of Association.	3
5. To re-elect the following Directors retiring in accordance with the Company’s Articles of Association:	
5.1 Mr. Ooi Chieng Sim	4
5.2 Mr. Ng Chin Nam	5
5.3 Mr. Chow Choon Hoong	6
6. To re-appoint Messrs Grant Thornton as Auditors of the Company for the financial year ending 31 March 2019 and to authorise the Directors to fix their remuneration.	7
<b>As SPECIAL BUSINESS:</b>	
7. To consider and, if thought fit, pass the following Resolutions:	
<b>7.1 RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR     - Mr. Sudesh a/l K.V. Sankaran</b>	8
“That, Mr. Sudesh a/l K.V. Sankaran, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company”.	

## **7.2 AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016**

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“That, subject to the Companies Act, 2016 and the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Companies Act, 2016 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deemed fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

“And that the Directors of the Company be and are hereby 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 continue to be in force until the conclusion of the Annual General Meeting of the Company held next after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier.”

## **7.3 Proposed Renewal of Share Buy Back Authority**

10

“That, subject to the Companies Act, 2016, the provisions of the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“the Proposed Share Buy Back”) provided that:

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back. The Retained Profits of the Company based on its audited financial statements as at 31 March 2018 is RM1,042,970.
- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):
  - a) the shares so purchased may be cancelled; and/or
  - b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
  - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled; and/or

- d) in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/ or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 2016, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities.”

- 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

**FURTHER NOTICE IS HEREBY GIVEN THAT** only members whose names appear on the Record of Depositors as at 20 August 2018 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

**CHAN YOKE YIN (MAICSA 7043743)**

**CHAN EOI LENG (MAICSA 7030866)**

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia

31 July 2018

## **NOTES:**

### **1. PROXY**

A member entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.

Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.

Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an Omnibus Account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds but the proportion of holdings to be represented by each proxy must be specified.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney/Letter of Authorisation must be attached.

The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting. Faxed or emailed copies are not acceptable.

For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.

Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

### **2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2018**

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and not shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

### **3. DIRECTORS' FEES AND BENEFITS**

Section 230(1) of the Companies Act, 2016 provides amongst others, that “fees” of the directors and “any benefits” payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders’ approval is sought for these payments in two (2) separate resolutions as follows:

Resolution 1: Payment of Directors’ fees in respect of the financial year ended 31 March 2018

Resolution 2: Payment of Directors’ benefits from 29 August 2018 until the next AGM

The Directors’ benefits payable to the Non-Executive Directors for the period from 29 August 2018 until the next AGM of the Company are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

### **4. RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTIONS 3, 4, 5 AND 6**

Mr. Tan Kim Hee, Mr. Ooi Chieng Sim, Mr. Ng Chin Nam and Mr. Chow Choon Hoong are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 37<sup>th</sup> AGM.

The Board has via the Nominating Committee conducted an assessment on the effectiveness and contributions of the said retiring Directors including their skills, experience, competency and commitment, and has recommended for them to be re-elected to the Board. The profile of the retiring Directors is set out in the Profile of Directors on page 9} to page 11} of the Annual Report 2018.

### **5. RE-APPOINTMENT OF AUDITORS**

The Audit Committee (“AC”) has carried out an assessment of the suitability and independence of the external auditors, Grant Thornton and was satisfied with the suitability of Grant Thornton based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC in its assessment also found Grant Thornton to be sufficiently objective and independent.

The Board therefore approved the AC’s recommendation that the re-appointment of Grant Thornton as external auditors of the Company be put forward for the shareholders’ approval at the 37<sup>th</sup> AGM.

### **6. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Ordinary Resolution 8 proposed under item 7.1, if passed, will allow Mr. Sudesh a/l K.V. Sankaran to continue to hold office as an Independent Non-Executive Director of the Company.

In line with the Malaysian Code on Corporate Governance, the Board on the recommendation of the Nominating Committee who has carried out an assessment of the Director has recommended that Mr. Sudesh a/l K.V. Sankaran who has served as Director of the Company for a cumulative term of fourteen (14) years, be retained as Independent Non-Executive Director of the Company based on the following justifications:

- (i) He has fulfilled the criteria under the definition of Independent Director pursuant to paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as he is independent from management and free from any business or other relationship which could interfere with his independent judgment or ability to act objectively;

- (ii) He remains independent and actively participate in board discussions and decision making of the Board and Board Committees. He remains objective and independent in expressing his views and voice on the Board.
- (iii) He possesses insight and in depth knowledge of the Company's business operations and he is committed to devote sufficient time and attention to the Company.
- (iv) He acts in the best interest of all shareholders and will provide the check and balance to the Board.

## **7. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 OF THE COMPANIES ACT, 2016**

The Ordinary Resolution 9 proposed under item 7.2, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the total issued share capital of the Company ("Share Mandate") for the time being for such purposes as the Directors consider would be in the interests of the Company.

This Share Mandate will expire at the conclusion of the next AGM of the Company, unless revoked or varied at a general meeting. With this Share Mandate, the Company will be able to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate. The Share Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares.

In addition, any delay arising from and cost involved in convening an Extraordinary General Meeting ("EGM") to approve such issuance of shares should be eliminated. However, the Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold contained in the Share Mandate.

This Share Mandate is a renewal of the mandate obtained from the shareholders of the Company at the AGM held on 16 August 2017. The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

## **8. PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY**

The Ordinary Resolution 10 proposed under item 7.3, if passed, will empower Directors to buy back the Company's own shares. This authority will expire at the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company at a general meeting.

Further information on the above Ordinary Resolution is set out in the Statement to Shareholders of the Company, which is sent out together with the Company's 2018 Annual Report.





# Form of Proxy



No. of shares held	
CDS A/C No.	
Telephone No.	

I/We \_\_\_\_\_ (FULL NAME IN BLOCK CAPITALS)

NRIC No./Company No. \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ (FULL ADDRESS)

being a member of ATTA GLOBAL GROUP BERHAD hereby appoint the following person(s):

Name of Proxy & NRIC No.	No. of Shares	%
1. _____	_____	_____
2. _____	_____	_____

or failing him/her

1. _____	_____	_____
2. _____	_____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the Thirty-Seventh Annual General Meeting of the Company to be held on 28 August 2018 and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

Ordinary Resolution No.	Ordinary Business	For	Against
1	The payment of Directors' Fees		
2	The payment of Non-Executive Directors' benefits		
3	The re-election of Directors: Mr. Tan Kim Hee Mr. Ooi Chieng Sim Mr. Ng Chin Nam Mr. Chow Choon Hoong		
4			
5			
6			
7	The appointment of Auditors and their remuneration		
	<b>Special Business</b>		
8	Retention of Independent Non-Executive Director – Mr. Sudesh a/l K.V. Sankaran		
9	Authority to Allot and Issue Shares in General Pursuant to Section 75 of the Companies Act, 2016		
10	Proposed Share Buy Back Authority		

Please indicate with (√) or (X) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

**NOTES:**

- Only members whose names appear on the Record of Depositors as at only members whose names appear on the Record of Depositors as at 20 August 2018 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an Omnibus Account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds but the proportion of holdings to be represented by each proxy must be specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney/Letter of Authorisation must be attached.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting. Faxed or emailed copies are not acceptable.
- For verification purposes, members and proxies are required to produce their original identity card at the registration counter. No person will be allowed to register on behalf of another person even with the original identity card of that other person.
- Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

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80 SEN  
STAMP  
(Within  
Malaysia)

The Company Secretary  
ATTA GLOBAL GROUP BERHAD  
55A Medan Ipoh 1A  
Medan Ipoh Bistari  
31400 Ipoh, Perak

*1<sup>st</sup> fold here*

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**ATTA GLOBAL GROUP BERHAD (79082-V)**  
(Incorporated in Malaysia)

**REQUEST FORM**

To : The Share Registrar  
ATTA GLOBAL GROUP BERHAD  
Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan

Tel. No. : 03-78490777

Fax No. : 03-78418151

Please send me/us a printed copy of the 2018 Annual Report.

Name of Shareholder	
NRIC No./Passport No.	
CDS Account No.	
Correspondence Address	
Tel. No.	

Date :

Signature :

*Then fold here*

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80 SEN  
STAMP  
(Within  
Malaysia)

The Share Registrar  
ATTA GLOBAL GROUP BERHAD  
Level 6, Symphony House, Pusat Dagangan Dana 1,  
Jalan PJU 1A/46, 47301 Petaling Jaya,  
Selangor Darul Ehsan.

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STATEMENT TO SHAREHOLDERS

in relation to

**PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY  
("PROPOSED SHARE BUY BACK")**

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## DEFINITIONS

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In this Statement, unless otherwise stated, the following abbreviations shall have the following meanings:

- “AGM” - Annual General Meeting
- “ATTA” or “the Company” - ATTA GLOBAL GROUP BERHAD (79082-V)
- “ATTA Group” or “Group” - ATTA and its subsidiary companies as defined in Section 4 of the Companies Act, 2016 which are not dormant companies
- “ATTA Share(s)” or “Share(s)” - Ordinary share(s) in ATTA
- “Bursa Securities” - Bursa Malaysia Securities Berhad (635998-W)
- “Director(s)” - A director shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a director of ATTA or any other company which is its subsidiary or holding company or a chief executive officer of ATTA, its subsidiary or holding company
- “EPS” - Earnings per share
- “ICULS” - Zero coupon 10-year irredeemable convertible unsecured loan stock of nominal value of RM0.10 each
- “Listing Requirements” - Main Market Listing Requirements of Bursa Securities including any amendments to the Main Market Listing Requirements that may be made from time to time
- “Major Shareholder” - Any person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of those shares, is
  - (a) equal to or more than 10% of the aggregate number of all the voting shares in the Company; or
  - (b) equal to or more than 5% of the aggregate number of all the voting shares in the Company where such person is the largest shareholder of the Company

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Companies Act, 2016.
- “NA” - Net Assets
- “Ordinary Resolution” - The Ordinary Resolution set out in the Notice of AGM pertaining to the Proposed Share Buy Back

## DEFINITIONS *(cont'd)*

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- “Person(s) Connected” - In relation to a Director or a Major Shareholder, mean such person(s) who fall(s) under one of the following categories:
- i. a family member of the Director or Major Shareholder;
  - ii. a trustee of a trust (other than a trustee for share scheme for employees or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
  - iii. a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
  - iv. a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
  - v. a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
  - vi. a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions, or wishes of the Director or Major Shareholder;
  - vii. a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal to act;
  - viii. a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
  - ix. a body corporate which is a related corporation
- “Proposed Share Buy Back” - Proposed purchase by the Company of its own Shares up to ten percent (10%) of its total number of issued shares
- “Subsidiary(ies)” - A subsidiary company of ATTA as defined in Section 4 of the Companies Act, 2016
- “Substantial Shareholder” - A person who has an interest or interests in one or more voting shares in the Company and the number, or the aggregate number of those shares, is not less than five percent (5%) of the aggregate of the total number of all the voting shares of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Companies Act, 2016
- “Treasury Shares” - ATTA Shares which have been bought back by the Company in accordance with the Companies Act, 2016 as authorised by the Articles and retained in treasury

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安達環球集團有限公司

**ATTA GLOBAL GROUP BERHAD**

(79082-V)

(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office: -**

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

31 July 2018

**Board of Directors: -**

Ooi Chieng Sim	<i>(Executive Chairman)</i>
Ng Chin Nam	<i>(Executive Director)</i>
Chow Choon Hoong	<i>(Executive Director)</i>
Dato' Dennis Chuah	<i>(Independent Non-Executive Director)</i>
Sudesh a/l K.V. Sankaran	<i>(Independent Non-Executive Director)</i>
Loh Yee Sing	<i>(Independent Non-Executive Director)</i>
Tan Kim Hee	<i>(Non-Independent Non-Executive Director)</i>

**To: The shareholders of ATTA**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY (“PROPOSED SHARE BUY BACK”)**

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**1. INTRODUCTION**

At the Thirty-Sixth Annual General Meeting held on 16 August 2017, the Shareholders of the Company approved, inter-alia, the authorisation for the Company to buy back or hold its own shares up to a limit of not exceeding ten percent (10%) of its total number of issued shares of ATTA which as at 31 July 2017 was 114,154,614 shares. The said authorisation shall, in accordance with the Listing Requirements of Bursa Securities, expire at the conclusion of the forthcoming AGM which will be held on 28 August 2018.

On 11 July 2018, your Directors announced the proposal to seek a renewal of the Share Buy Back Authority.

The purpose of this statement is to provide you with details of the Proposed Share Buy Back and to seek your approval for the Ordinary Resolution to be tabled at the forthcoming AGM.

## **2. DETAILS OF THE PROPOSED SHARE BUY BACK**

Your Directors propose that the shareholders give authority for the Company to purchase such amounts of its own Shares as may be determined by the Directors from time to time through Bursa Securities so that the net amount of Shares bought back or held as Treasury Shares do not exceed ten per centum (10%) of the Company's total number of its issued shares at any one time subject to compliance with the provisions of the Companies Act, 2016, the Listing Requirements of Bursa Securities and/or any other relevant authorities.

The actual number of Shares to be purchased, the total amount of funds to be utilized as well as the timing of the Proposed Share Buy Back will be dependent on the market conditions, sentiments at Bursa Securities, the availability of the retained profits as well as the financial resources available to ATTA.

The authority for the Proposed Share Buy Back shall commence upon passing of the Ordinary Resolution at the AGM and shall expire at the conclusion of the next AGM of ATTA unless renewed by ordinary resolution passed at that meeting or earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first.

## **3. PURCHASE PRICE**

The Company may only purchase its own Shares at a price which is not more than fifteen percent (15%) above its weighted average market price on Bursa Securities for the past five (5) market days immediately preceding the date of the purchase(s).

## **4. FUNDING**

The maximum amount of funds to be allocated for the Proposed Share Buy Back will be subject to the Retained Profits of the Company. The Proposed Share Buy Back will be funded from internally generated funds.

The Proposed Share Buy Back is likely to reduce the working capital and cash flow of the Company, the quantum of which depends on the purchase price and the actual number of Shares purchased. However, it is not expected to have a material effect on the working capital and cash flow of its subsidiaries.

The Retained Profits of the Company based on its audited financial statements as at 31 March 2018 is RM1,042,970.

## **5. IMPLICATIONS OF THE CODE**

Under the Malaysian Code on Take-Over and Mergers, 2010 ("Code"), a Director and any person acting in concert with him/her or a relevant shareholder will be required to make a mandatory general offer if his/her stake in the Company is increased to beyond thirty-three percent (33%) or if his/her existing shareholdings is between thirty-three and fifty percent (33% and 50%) and it increases by another two percent (2%) in any six (6) months' period.

In the event that the Proposed Share Buy Back results in the shareholdings of any of the above parties being affected, the affected person will be obliged to make a mandatory offer for the remaining ATTA Shares not held by him/her.

However, under Practice Note 9.24.1 of the Code, the affected party may apply for an exemption from making a mandatory offer arising from the circumstances mentioned above.

## **5. IMPLICATIONS OF THE CODE (Cont'd)**

Based on the Company's total number of issued shares and the shareholdings of the Directors and the Substantial Shareholders as at 29 June 2018, none of the Directors and Substantial Shareholders of the Company (please refer Section 11) will be required to make a mandatory general offer under the above-mentioned requirements of the Code if the Proposed Share Buy Back is carried out in full.

## **6. TREATMENT OF SHARES BOUGHT-BACK**

The Directors may resolve to cancel the Shares so purchased and/or retain them to be held as Treasury Shares and/or resell them. The rationale for the decision to retain and/or resell the Treasury Shares will be based on the performance of the Shares on the stock market. Should the price of the Shares reach a level which will result in a gain to the Company, a decision to sell and/or distribute the Shares as share dividends will be considered. A decision to cancel any of the Treasury Shares would be taken if circumstance requires that the share capital of the Company should be reduced.

An announcement will be made to Bursa Securities in respect of the intention of the Directors on the proposed treatment of Shares bought back and the rationale of the alternatives chosen and if available, information as to the percentage or number of Shares purchased which are to be retained and/or cancelled.

Where the Directors resolve to cancel the Shares so purchased, the Company's total number of issued shares shall be diminished by the Shares so cancelled. We wish to highlight that the cancellation of Shares made pursuant to Section 127 of the Companies Act, 2016, shall not be deemed to be a reduction of share capital.

Where the Directors resolve to retain the Shares so purchased as Treasury Shares, the Directors may:

- a) distribute the Treasury Shares to shareholders as share dividends;
- b) resell the Treasury Shares in accordance with the relevant rules of the stock exchange;
- c) transfer the Treasury Shares for the purposes of or under an employees' share scheme;
- d) transfer the Treasury Shares as purchase consideration;
- e) cancel the Treasury Shares; or
- f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

In the case of a re-sale or transfer of Treasury Shares, if any, the Company may only resell or transfer Treasury Shares on Bursa Securities at:

- (a) a price which is not less than the weighted average market price for the Shares for the five (5) market days immediately prior to the re-sale; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for the shares for the five (5) market days immediately prior to the re-sale provided that:
  - (i) the re-sale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
  - (ii) the re-sale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

## 7. PUBLIC SHAREHOLDING SPREAD

As at 29 June 2018, the public shareholding spread of the Company was 42.94% based on the total number of issued shares capital of 208,318,162 Shares. Assuming the Proposed Share Buy Back is fully implemented, the public shareholding spread of the Company would reduce to approximately 36.60%.

## 8. RATIONALE FOR THE PROPOSED SHARE BUY BACK

The Proposed Share Buy Back will enable the Company to utilize its financial resources, which are not immediately required, to purchase its Shares which may lead to stability in the performance of the Shares on the stock market.

## 9. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY BACK

Potential advantages of the Proposed Share Buy Back are as follows:

- a) The Company may be able to stabilise the supply and demand of its Shares in the open market and thereby support its fundamental value.

The stability of the Share prices is important in order to maintain investors' confidence to facilitate the Company's future funds raising exercises via issues of equity Shares or other instruments, should there be any such exercise in future.

- b) If the Shares bought back are kept as Treasury Shares, it will give the Directors an option to re-sell the Shares so purchased at a higher price when market conditions improve and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to shareholders.

The Proposed Share Buy Back, if executed, will however temporarily reduce the financial resources of ATTA Group and should there be any good investment opportunity arising in the future, the Company may have to re-sell the Shares for cash in the market not at an opportune time.

In any event, the Directors will be mindful of the interests of the ATTA Group and the shareholders in implementing the Proposed Share Buy Back.

## 10. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK

The effects of the Proposed Share Buy Back are as follows:

- (i) Share Capital

In the event that the Company acquires the full amount of ATTA Shares authorised under the Proposed Share Buy Back and all the ATTA Shares so acquired are cancelled, the to number of issued shares of the Company will be as follows:

	<u>No. of Shares</u>
# Total Issued Shares as at 29 June 2018	208,318,936
Less: No. of shares to be cancelled pursuant to the Proposed Share Buy Back	20,831,893
Total Issued Shares upon completion of the Proposed Share Buy Back	<u>187,487,043</u>

# Total Issued Shares as at 29 June 2018, which includes 774 Treasury Shares

## 10. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK (Cont'd)

The effects of the Proposed Share Buy Back are as follows: (Cont'd)

### (i) Share Capital (Cont'd)

In the event that the Shares purchased pursuant to the Proposed Share Buy Back are retained as Treasury Shares, the issued capital of the Company will not be reduced but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distribution or otherwise will be suspended. While these Shares remain as Treasury Shares, the Companies Act, 2016 prohibits the taking into account of such Shares in calculating the number or percentage of Shares in the Company for any purpose whatsoever including, without limiting the generality of this provision, the provisions of any law or requirement of the Articles of Association of the Company or Listing Requirements of Bursa Securities, substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

If the Shares so purchased pursuant to the Proposed Share Buy Back are resold in the open market, the Proposed Share Buy Back will have no effect on the Share Capital.

### (ii) NA per share and EPS

The effect on the NA per Share of ATTA Group will depend on the purchase price of the Shares and the number of Shares purchased. However, the Proposed Share Buy Back, if exercised, is not expected to materially affect the NA per Share of ATTA Group for the financial year ending 31 March 2019 whether the Shares so purchased are retained as Treasury Shares or are cancelled or are resold in the open market.

The effect on the EPS of ATTA Group will depend on the purchase prices of the Shares, the opportunity cost and the number of Shares purchased. However, the Proposed Share Buy Back, if exercised, is not expected to materially affect the EPS of ATTA Group for the financial year ending 31 March 2019 whether the Shares so purchased are retained as Treasury Shares or are cancelled or are resold.

### (iii) Working Capital

The working capital of ATTA Group will be reduced to the extent of the amount of funds utilized for the purchases of the Shares but is not expected to have a material adverse effect on the working capital of ATTA Group.

### (iv) Cash Flow

The Proposed Share Buy Back is not expected to adversely affect the cash requirements of the Company as the cash outflow is not substantial.

### (v) Dividends

The Proposed Share Buy Back is not expected to adversely affect the payment of dividends as the amount required for the Proposed Share Buy Back is not substantial and can be generated from internal funds.

The amount of dividends paid will be reduced, as there will be less Shares qualifying for dividends whether the Shares so purchased are retained as Treasury Shares or are cancelled.

However, if the Shares so purchased are retained as Treasury Shares, they can be used for subsequent payment of dividends in the form of share dividends.

## 10. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK (Cont'd)

The effects of the Proposed Share Buy Back are as follows: (Cont'd)

### (vi) Convertible Securities

As at 29 June 2018, the Company has the following Outstanding Convertible Securities:

- (i) RM12,348,986.90 nominal value of ICULS with a conversion price of RM0.87;
- (ii) 1,176,961,720 ICPS of RM1,023,956,696.40 nominal value of ICPS with a conversion price of RM0.80;
- (iii) 24,619,674 Warrants B with an exercise price of RM0.87 per Warrant B;
- (iv) 4,837,053 Warrants C with an exercise price of RM0.87 per Warrant C; and
- (v) 2,845,539 ESOS Options.

Save for the above, the Company does not have any other convertible securities.

## 11. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, Substantial Shareholders and persons connected to the Directors and/or Substantial Shareholders (as defined in the Listing Requirements of Bursa Securities) have any direct or deemed interest in the Proposed Share Buy Back and re-sale of Treasury Shares.

The table below shows the direct and deemed equity interests held by the Directors, Substantial Shareholders and persons connected to the Directors and/or Substantial Shareholders as at 29 June 2018 and their pro-forma percentage shareholdings in the Company upon completion of the Proposed Share Buy Back, assuming that the Proposed Share Buy Back was carried out in full on 29 June 2018.

	Based on Issued Capital as at 29 June 2018 of 208,318,936 Shares (after excluding Treasury Shares)				Based on Pro-forma Issued Capital as at 29 June 2018 of 187,487,043 (after excluding 20,831,893 Shares being cancelled) upon completion of Proposed Share Buy Back			
	Direct	%	Deemed	%	Direct	%	Deemed	%
<u>Directors</u>								
Ooi Chieng Sim	21,980,985	10.552	-	-	21,980,985	11.724	-	-
Ng Chin Nam	187,193	0.089	3,582 <sup>(1)</sup>	0.002	187,193	0.10	3,582 <sup>(1)</sup>	0.002
Chow Choon Hoong	-	-	-	-	-	-	-	-
Dato' Dennis Chuah	-	-	-	-	-	-	-	-
Sudesh a/l K.V. Sankaran	52,000	0.025	-	-	52,000	0.028	-	-
Loh Yee Sing	-	-	-	-	-	-	-	-
Tan Kim Hee	46,500,000	22.322	-	-	46,500,000	24.802	-	-
<u>Substantial Shareholders</u>								
Ooi Chieng Sim	21,980,985	10.552	-	-	21,980,985	11.724	-	-
Tan Kim Hee	46,500,000	22.322	-	-	46,500,000	24.802	-	-

Notes:

- 1) Deemed interested by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Companies Act, 2016.

## 12. PURCHASES AND CANCELLATION OF SHARES AND RE-SALES OF TREASURY SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

In the preceding twelve (12) months from July 2017 to June 2018, ATTA has not made any purchase or resale or cancellation of purchased Shares in the preceding twelve (12) months. There are currently 774 shares held as Treasury Shares.

## 13. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the preceding twelve (12) months are as follows:

	<b>High (RM)</b>	<b>Low (RM)</b>
<b>2017</b>		
July	1.259	0.965
August	1.002	0.938
September	0.938	0.775
October	0.905	0.780
November	0.881	0.727
December	0.940	0.665
<b>2018</b>		
January	1.090	0.905
February	1.050	0.900
March	0.960	0.810
April	0.900	0.810
May	0.930	0.770
June	0.895	0.810
The last transacted price on 11 July 2018 (being the last Market Day prior to the announcement made on 11 July 2018)	0.80	
The last transacted price on 18 July 2018 (being the LPD)	0.84	

*(Source: Investing.com)*

## 14. CONDITIONS OF THE PROPOSED SHARE BUY BACK

The Proposed Share Buy Back is subject to the approval of the Shareholders of the Company.

## 15. DIRECTORS' STATEMENT AND RECOMMENDATION

Your Directors, having considered all aspects of the Proposed Share Buy Back, are of the opinion that the Proposed Share Buy Back is in the best interests of ATTA Group. Accordingly, they recommend that you vote in favour of the Proposed Share Buy Back at the forthcoming AGM.

## 16. AGM

The notice of AGM that contains the Ordinary Resolution pertaining to the Proposed Share Buy Back had been incorporated into the Information on Annual General Meeting attached to this Circular.

**17. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix for further information.

Yours faithfully  
For and on behalf of the Board of Directors  
**ATTA GLOBAL GROUP BERHAD**

**DATO' DENNIS CHUAH**  
Independent Non-Executive Director



**FURTHER INFORMATION**

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Statement has been seen and approved by the Directors of ATTA and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which, will make any statement herein misleading

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of ATTA at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak, during office hours and on Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the forthcoming AGM:

- (i) Memorandum and Articles of Association of ATTA;
- (ii) Audited Financial Statements of ATTA Group for the past two (2) financial years ended 31 March 2017 and 2018;

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