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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.

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INFORMATION ON ANNUAL GENERAL MEETING

AND

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

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

The Notice of the Thirty-Sixth Annual General Meeting ("AGM") of the Company to be held at Iconic 2, Level 7, Iconic Hotel, Jalan Icon City, Bukit Mertajam, 14000 Penang on Wednesday, 16 August 2017 at 2.00p.m., together with the Form of Proxy are enclosed in this Circular. 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	:	Wednesday, 16 August 2017 at 2.00p.m.
Last date and time for lodging the Form of Proxy	:	Monday, 14 August 2017 at 2.00 p.m.
Venue of the AGM	:	Iconic 2, Level 7, Iconic Hotel, Jalan Icon City, Bukit Mertajam, 14000 Penang.

CONTENTS

INFORMATION ON ANNUAL GENERAL MEETING

- NOTICE OF ANNUAL GENERAL MEETING
- FORM OF PROXY
- 2017 ANNUAL REPORT REQUEST FORM

CIRCULAR TO SHAREHOLDERS

- PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

Note to Shareholders:

The 2017 Annual Report is enclosed in CD-ROM format. Should a printed copy of the Annual Report be required, please fill up the attached “2017 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-Sixth (36th) Annual General Meeting of the Company will be held at Iconic 2, Level 7, Iconic Hotel, Jalan Icon City, Icon City, Bukit Mertajam, 14000 Penang on Wednesday, 16 August 2017 at 2.00 p.m.

A G E N D A

As ORDINARY BUSINESS:

**ORDINARY
RESOLUTION**

- | | | |
|----|--|-----------------------------|
| 1. | To receive the Audited Financial Statements for the year ended 31 March 2017, together with the Directors' and Auditors' Reports thereon. | (Please refer to
Note 2) |
| 2. | To approve the payment of a final dividend of 2 sen per share and special dividend of 8 sen per share under the single tier system in respect of the financial year ended 31 March 2017. | 1 |
| 3. | To approve payment of the Directors' fees of RM32,000 in respect of the year ended 31 March 2017. | 2 |
| 4. | To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM26,000 from 31 January 2017 until the next AGM of the Company. | 3 |
| 5. | To re-elect the following Directors retiring in accordance with the Company's Articles of Association: | |
| | Dato' Dennis Chuah | 4 |
| | Loh Yee Sing | 5 |
| 6. | To re-appoint Messrs Grant Thornton as Auditors of the Company for the financial year ending 31 March 2018 and to authorise the Directors to fix their remuneration. | 6 |

As **SPECIAL BUSINESS**, to consider and, if thought fit, pass the following Resolutions:

- | | | |
|----|---|---|
| 7. | RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR | 7 |
| | “That, 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.” | |

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

8

“That, subject to the Companies Act, 2016 and the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad 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.”

9. **PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY**

9

“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 authorized, 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 issued and paid-up share capital 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 2017 is RM20,930,090.
- 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 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.”

10. 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 7 August 2017 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.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that the final single-tier dividend of 2 sen per share and a special dividend of 8 sen per share in respect of the financial year ended 31 March 2017, if approved by the shareholders, will be paid on 27 October 2017 to depositors who are registered in the Record of Depositors at the close of business on 28 September 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 28 September 2017 in respect of ordinary transfers; and
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

CHAN YOKE YIN (MAICSA 7043743)
CHAN EOI LENG (MAICSA 7030866)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
24 July 2017

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 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 Authorization 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.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017

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. FINAL DIVIDEND

Section 131 of the Companies Act, 2016 states that a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. The Board of Directors having considered the available profits has decided to recommend the proposed dividend for the shareholders' approval.

The Board of Directors is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

4. 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 2: Payment of Directors' fees in respect of the financial year ended 31 March 2017

Resolution 3: Payment of Directors' benefits from 31 January 2017 until the next AGM

The Directors' benefits payable to the Non-Executive Directors for the period from 31 January 2017 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.

5. RE-ELECTION OF DIRECTORS

Mohd Shahril Fitri Bin Hashim, Dato' Dennis Chuah, Loh Yee Sing are standing for re-election as Directors of the Company at this 2017 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 2017.

However, Mohd Shahril Fitri Bin Hashim, an Executive Director who was appointed on 27 September 2007 has indicated that he will not be seeking for re-election at the Company's 36th Annual General Meeting to be held on 16 August 2017. Hence, he would retire at the conclusion of the Company's 36th AGM in accordance with Article 29.7 of the Company's Articles of Association. Dato' Dennis Chuah and Loh Yee Sing being eligible have offered themselves for re-election.

6. 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 Company's 36th Annual General Meeting.

7. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Ordinary Resolution proposed under item 7, if passed, will allow Sudesh a/l K.V. Sankaran to continue to act as an Independent Non-Executive Director of the Company.

Sudesh a/l K.V. Sankaran was appointed as an Independent Non-Executive Director of the Company on 20 December 2004, and has therefore served the Company for thirteen (13) years. The Malaysian Code on Corporate Governance provides that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years.

However, Sudesh a/l K.V. Sankaran fulfilled the independence requirement as stipulated in paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements 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. As a long-serving Director, Sudesh a/l K.V. Sankaran possesses insight and knowledge of the Company's business and affairs. Sudesh a/l K.V. Sankaran also has the relevant experience, expertise, skills and competencies in serving the Board and remains objective in expressing his views and participating in deliberations and decision making of the Board and Board Committees and thus would be able to function as a check and balance. The Board, therefore, considers Sudesh a/l K.V. Sankaran to be independent and believes that Sudesh a/l K.V. Sankaran should be retained as an Independent Non-Executive Director.

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

The Ordinary Resolution proposed under item 8 if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting (“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 issued share capital of the Company (“Share Mandate”). 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 30 August 2016. The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

9. PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY

The Ordinary Resolution proposed under item 9, if passed, will give authority to 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 Circular to Shareholders of the Company, which is sent out together with the Company’s 2017 Annual Report.

No. of Shares Held	
CDS A/C No.	
Telephone No.	

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

FORM OF PROXY

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-Sixth Annual General Meeting of the Company to be held on 16 August 2017 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 a Final & Special Dividend		
2	The payment of Directors' Fees		
3	The payment of Non-Executive Directors' benefits		
4	The re-election of Directors: Dato' Dennis Chuah Loh Yee Sing		
5			
6	The appointment of Auditors and their remuneration		
	Special Business		
7	Retention of Independent Non-Executive Director		
8	Authority to Allot and Issue Shares in General Pursuant to Section 75 of the Companies Act, 2016		
9	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 7 August 2017 shall be entitled to attend the Annual General Meeting 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 or two proxies to attend and vote instead of him. A proxy 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 holding 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 Authorization 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.

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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

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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 2017 Annual Report.

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

Date :

Signature :

Then fold here

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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CIRCULAR TO SHAREHOLDERS

in relation to

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

DEFINITIONS

In this Circular, 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*)

- “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 issued and paid-up share capital
- “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

CONTENTS

LETTER TO THE SHAREHOLDERS RELATING TO PROPOSED SHARE BUY BACK CONTAINING

	Page
1 INTRODUCTION	1
2 DETAILS OF THE PROPOSED SHARE BUY BACK	2
3 PURCHASE PRICE	2
4 FUNDING	2
5 IMPLICATIONS OF THE CODE	2-3
6 TREATMENT OF SHARES BOUGHT BACK	3
7 PUBLIC SHAREHOLDINGS SPREAD	4
8 RATIONALE FOR THE PROPOSED SHARE BUY BACK	4
9 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY BACK	4
10 FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY BACK	5-6
11 SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	6-7
12 PURCHASES AND CANCELLATION OF SHARES AND RE-SALES OF TREASURY SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS	7
13 SHARE PRICES	7-8
14 CONDITIONS OF THE PROPOSED SHARE BUY BACK	8
15 DIRECTORS' STATEMENT AND RECOMMENDATION	8
16 AGM	8
17 FURTHER INFORMATION	Appendix



安達環球集團有限公司
ATTA ATTA GLOBAL GROUP BERHAD
(79082-V)

Registered Office: -

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

24 July 2017

Board of Directors: -

Ooi Chieng Sim	<i>(Executive Chairman)</i>
Ng Chin Nam	<i>(Executive Director)</i>
Mohd Shahril Fitri Bin Hashim	<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>

To: The shareholders of ATTA

Dear Sir/Madam,

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

1. INTRODUCTION

At the Thirty-Fifth Annual General Meeting held on 30 August 2016, 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 the issued and paid up share capital of ATTA which as at 31 July 2016 was 3,590,500 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 16 August 2017.

On 22 June 2017, your Directors announced the proposal to seek a renewal of the Share Buy Back Authority.

The purpose of this circular 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 issued and paid-up share capital 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 2017 is RM20,930,090.

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 issued and paid-up share capital and the shareholdings of the Directors and the Substantial Shareholders as at 30 June 2017, 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 issued and paid-up share capital 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 of Treasury Shares, if any, the Company may only resell 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 takes place no earlier than thirty (30) days from the date of purchase; and
 - (ii) the re-sale price is not less than the cost of purchase of the shares being resold.

7. PUBLIC SHAREHOLDING SPREAD

As at 30 June 2017, the public shareholding spread of the Company was 43.14% based on the issued and paid-up share capital of 104,272,840 Shares. Assuming the Proposed Share Buy Back is fully implemented, the public shareholding spread of the Company would reduce to approximately 36.82%.

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.

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

- a) 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 issued and fully paid-up share capital of the Company will be as follows:

	<u>No. of Shares</u>	<u>RM</u>
# Issued Share Capital as at 30 June 2017	104,273,614	104,273,614
Less: No. of shares to be cancelled pursuant to the Proposed Share Buy Back	10,427,361	10,427,361
Issued Share Capital upon completion of the Proposed Share Buy Back	<u>93,846,253</u>	<u>93,846,253</u>

Issued Share Capital as at 30 June 2017, which includes 774 Treasury Shares

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 2018 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 2018 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.

A final dividend of 2 sen per share and special dividend of 8 sen per share under the single tier system has been proposed for the financial year ended 31 March 2017.

(vi) Convertible Securities

As at 30 June 2017, the Company has the following Outstanding Convertible Securities:

- (i) 180,778,569 ICULS of RM18,077,856.90 nominal value of ICULS with a conversion price of RM1.00;
- (ii) 21,382,993 Warrants B with an exercise price of RM1.00 per Warrant B;
- (iii) 4,782,065 Warrants C with an exercise price of RM1.00 per Warrant C; and
- (iv) 3,162,414 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 30 June 2017 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 30 June 2017.

	Based on Issued Capital as at 30 June 2017 of 104,272,840 Shares (after excluding Treasury Shares)				Based on Pro-forma Issued Capital as at 30 June 2017 of 93,846,253 (after excluding 10,427,361 Shares being cancelled) upon completion of Proposed Share Buy Back			
	Direct	%	Deemed	%	Direct	%	Deemed	%
Directors								
Ooi Chieng Sim	1,085,490	1.04	19,800,753 ¹	18.99	1,085,490	1.16	19,800,753 ¹	21.10
Ng Chin Nam	81,216	0.08	3,583 ²	0.003	81,216	0.09	3,583 ²	0.004
Mohd Shahril Fitri Bin Hashim	100,000	0.096	-	-	100,000	0.11	-	-
Chow Choon Hoong	100,000	0.096	-	-	100,000	0.11	-	-
Dato' Dennis Chuah	-	-	-	-	-	-	-	-
Sudesh a/l K.V. Sankaran	-	-	-	-	-	-	-	-
Loh Yee Sing	-	-	-	-	-	-	-	-

Substantial Shareholders								
Ooi Chieng Sim	1,085,490	1.04	19,800,753 ¹	18.99	1,085,490	1.16	19,800,753 ¹	22.34
Tan Sun Ping	8,530,109	8.18	-	-	8,530,109	9.09	-	-
A1 Capital Sdn Bhd	5,346,365	5.13	-	-	5,346,365	5.70	-	-
ATTA Worldwide Group Sdn. Bhd.	24,193,890	23.20	-	-	24,193,890	25.78	-	-
Skylitech Resources Sdn Bhd	19,800,753	18.99	-	-	19,800,753	21.10	-	-

Notes:

- 1) Deemed interested by virtue of his interest in Skylitech Resources Sdn Bhd pursuant to Section 8 of the Companies Act, 2016.
- 2) 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 2016 to June 2017, ATTA has purchased a total 882,800 of its own Shares as follows:

Date	No. of Shares Purchased/ (Cancelled)	Purchase Price Per Share			Total Consideration (RM)
		Lowest	Highest	Average	
July 2016	-	-	-	-	-
August 2016	-	-	-	-	-
September 2016					
02.09.2016	120,000	0.475	0.490	0.483	58,139.30
October 2016	-	-	-	-	-
November 2016	-	-	-	-	-
December 2016	-	-	-	-	-
January 2017	-	-	-	-	-
February 2017	-	-	-	-	-
March 2017					
29.03.2017	244,700	1.200	1.260	1.230	301,816.39
April 2017					
26.04.2017	479,600	1.100	1.100	1.100	529,605.41
May 2017					
05.05.2017	38,500	1.082	1.082	1.082	41,984.94
June 2017	-	-	-	-	-
	882,800				931,546.04

There was no purchase of Shares in the months of July 2016, August 2016, November to December 2016, January to February 2017 and June 2017. There was no cancellation of purchased Shares or re-sales of Treasury Shares in the preceding twelve (12) months. There are currently 774 shares held as Treasury Shares.

13. SHARE PRICES

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

	High (RM)	Low (RM)
2016		
July	0.520	0.490
August	0.525	0.490
September	0.880	0.475
October	0.940	0.700
November	0.940	0.770
December	0.805	0.740
2017		
January	0.730	0.650
February	0.965	0.650
March	1.290	0.905
April	1.240	1.090
May	1.240	1.050
June	1.480	1.210
The last transacted price on 21 June 2017 (being the last Market Day prior to the announcement made on 22 June 2017)	1.32	
The last transacted price on 30 June 2017 (being the LPD)	1.36	

(Source: Bloomberg)

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 Circular 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. MATERIAL CONTRACTS

Proposed subscription of 55% equity interest in Tetap Gembira Development Sdn. Bhd. ("TGSB") by ATTA ("**Proposed Subscription**")

On 16 February 2017, the Company has issued a letter of undertaking to TGSB whereby ATTA undertakes to subscribe for 1,237,500 new ordinary shares in TGSB ("**New TGSB Shares**") representing 55% equity interest in TGSB for a total cash consideration of RM6,187,500 ("**Subscription Price**") subject to the terms and upon the condition contained in the said letter. The Subscription Price shall be payable by ATTA to TGSB in the following manner:

- (a) RM1,237,500 upon allotment and issuance of the New TGSB Shares to ATTA; and
- (b) RM4,950,000 will be used to pay Malayan Banking Berhad, being the financier of TGSB, to redeem a property held under title number known as Lot 71113 No. Hakmilik 3416, Mukim 12, Daerah Barat Daya, Penang which is charged to Malayan Banking Berhad for the loan obtained by TGSB.

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

3. MATERIAL LITIGATION

The Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Directors have no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might adversely and materially affect the financial position or business of the Group.

4. 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 Circular 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 2016 and 2017;
- (iii) The material contracts referred to in Section 2 of this Appendix.

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