

ATLAS GROUP HOLDINGS LIMITED

ACN 098 674 545

PROXY FORM

To be sent to the Company Secretary, Atlas Group Holdings Limited at Lynch Road, Altona North, VIC 3025, or by facsimile to +613 9272 9965.

I/We being a member(s) of Atlas Group Holdings Limited (“Company”)

hereby appoint (Name) _____

Of (Address) _____

Or in his/her absence (Name) _____

Of (Address) _____

Or in his/her absence the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11.00am (EST) on 22nd November 2004 at St. Michael's Hall, Ground Floor, 120 Collins Street, Melbourne, VIC 3000 and at any adjournment of that meeting.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.

I/We direct my/our proxy to vote as indicated below:

RESOLUTION:

Re-election of Mr Malcolm Mitchell

FOR

AGAINST

ABSTAIN

If a natural person:

(Signature)

If a Company:

EXECUTED by)

)

in accordance with the)
Corporations Act)

)

Director

Director/Secretary

PROXIES

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at or sent by facsimile transmission to the registered office of the Company** at Lynch Road, Altona North, VIC 3025, or facsimile number +613 9272 9965 no later than 11am 20 November 2004.

A proxy must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not, be a shareholder of the Company.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on 20 November 2004. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

PRIVACY STATEMENT

Chapter 2C of the Corporations Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting ASX Perpetual Registrars at GPO Box 1736, Melbourne, VIC 3001 or via accessing www.asxperpetual.com.au.