

12 October 2007

Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, 20 Bridge Street  
Sydney NSW 2000

### **Notice of Meeting and Chairman's Letter**

Attached is the Notice of Meeting in respect of the Company's AGM to be held on 20 November 2007 and a covering letter from the Chairman. The Notice of Meeting is being printed along with the 2007 Annual Report and will be sent to shareholders early next week.

Regards



**David Cleland**  
Company Secretary

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*The Atlas Group is Australasia's leading distributor of specialty metals with a growing presence in Asia-Pacific. Its Australian Bisalloy operation is the only local producer of wear resistant, structural and armour plate, supplying the resources, transport, construction and defence sectors.*

**Competency, Consistency and Growth**

12 October 2007

Dear Shareholders

Attached are the Company's 2007 Annual Report and Notice of Meeting for the AGM.

The AGM will be held in the Banking Chamber – Theatrette, 147 Collins Street, Melbourne Victoria, on Tuesday 20 November 2007 at 10:00am. If you are unable to attend the meeting, you may wish to appoint a proxy either by completing and returning the attached Proxy Form or online by following the directions on the form.

Copies of the presentations given at the AGM and the results of the meeting will be announced to the ASX and placed on the Company's website at [www.atlasgroup.com.au](http://www.atlasgroup.com.au). The presentations will be available immediately prior to the AGM with the results available immediately afterwards.

Recent changes to the reporting requirements mean that the Company will no longer send a printed Annual Report to members who have not expressly asked to receive a copy. In future, the Annual Report will be primarily available on the Company's website although you can still elect to receive a printed copy by completing and returning the attached election form.

The Company has announced a final dividend of 1.5 cents per share unfranked for shareholders as at 1 November 2007 bringing the total to the year to 3.0 cents unfranked. The Company's Dividend Reinvestment Plan will operate with shares issued at a 5% discount under the Plan. If you wish to elect to participate in the plan or vary your election, you can download the relevant form from the Company's website at [www.atlasgroup.com.au](http://www.atlasgroup.com.au) or contact our share registry on 1300 738 768 or +61 (0)3 9415 4377.

I look forward to welcoming you to the annual general meeting.

Yours sincerely



Mr Phillip Cave AM  
Chairman

**ATLAS GROUP HOLDINGS LIMITED** ACN 098 674 545

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Atlas Group Holdings Limited (the "Company") will be held in the Banking Chamber – Theatrette, 147 Collins Street, Melbourne Victoria, on Tuesday 20 November 2007 at 10:00am.**

**ITEMS OF BUSINESS**

**Financial Statements and Reports**

To receive and consider the Financial Statements for the Company for the year ended 30 June 2007, together with the Directors' Report and Auditor's Report as set out in the Annual Report which has been sent to members and is also available on the Company's website at [www.atlasgroup.com.au](http://www.atlasgroup.com.au).

**Resolutions to be considered**

**Election of directors**

1. Mr Phillip Cave AM retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.
2. Mr Graeme Pettigrew retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

**Adoption of the Remuneration Report for the year ended 30 June 2007**

To consider and put to a non-binding vote the following resolution:

3. That the Remuneration Report required by section 300A of the Corporations Act 2001 as set out in the Annual Report of the Company, for the year ended 30 June 2007 be adopted.

Further information in relation to each of the items of business are set out in the accompanying Explanatory Notes.

BY ORDER OF THE BOARD



David Cleland

Company Secretary

12 October 2007

# EXPLANATORY NOTES

## Financial Statements and Reports

The Financial Statements, Directors' Report, and Auditor's Report are presented for information purposes only and do not require a vote by members.

## Election of directors

The Company's Constitution and the ASX Listing Rules require that an election of directors be held each year and that each director be re-elected at least every three years. The Company's Constitution further requires that two directors must retire and stand for re-election each year where there are less than 5 directors.

### 1. Re-election of Mr Phillip Cave AM

**Mr Phillip Cave AM, B.Bus, FCPA**, is a Non Executive Director and the Chairman of the Company. He is a founding Director of the Company having been appointed on 7 November 2001. He was last re-elected by shareholders on 23 November 2005.

Mr Cave is an experienced Director, Chairman and Chief Executive Officer with a career in major corporate turnaround projects, structured finance and corporate advisory services. Over a 35 year career, Mr Cave has held the position of Executive Director with PayConnect Solutions, Parbury Limited, Wormald International, Reil Corporation and Macquarie Bank. He is currently the Chairman of the Northcott Society, Omni Plastics Group and Anchorage Capital Partners. Mr Cave's experience combines a mixture of operational management expertise across a wide variety of industries with an in depth knowledge of finance and banking.

Your Board unanimously recommends you vote in favour of the re-election of Mr Cave. The Chairman intends to vote undirected proxies in favour of the resolution.

### 2. Re-election of Mr Graeme Pettigrew

**Mr Graeme Pettigrew, FPNA, FAIM, FAICD**, is a non executive director. Mr Pettigrew was appointed as a director by the Board on 24 April 2006 and elected by shareholders on 20 November 2006.

Mr Pettigrew is an experienced company director. A former Chief Executive Officer of CSR Building Products Pty Ltd, he has extensive experience in manufacturing, supply and distribution in the building products industry both in Australia and Asia. Previously he was the Managing Director of Chubb Australia Limited and Wormald Security Australia Pty Limited and involved in the manufacturing, contracting and service industries.

Your Board unanimously recommends you vote in favour of the election of Mr Pettigrew. The Chairman intends to vote undirected proxies in favour of the resolution.

## Remuneration Report

### 3. Adoption of the Remuneration Report for the year ended 30 June 2007

The Annual Report for the year ended 30 June 2007 which has been sent to shareholders contains a Remuneration Report setting out the Company's remuneration policy and reports the remuneration arrangements in place for executive directors, non executive directors and senior executives.

At the meeting there will be a reasonable opportunity for discussion of the Remuneration Report.

#### The report includes:

- an explanation of the Board's policies in relation to the nature and level of remuneration of directors and executives;
- a discussion of the link between directors and executives' remuneration and the Company's performance;
- details of any element of the remuneration of directors and executives that is dependent upon the satisfaction of a performance condition; and
- details of the total remuneration (as well as a categorised break-down of its components) of each director of the Company and the senior executives of the Company and the group.

Your Board unanimously recommends you vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

# VOTING INSTRUCTIONS

## Voting Entitlement

Members on the register as at 10am EST on Sunday 18 November 2007 may vote at the Annual General Meeting by:

- attending in person or appointing a proxy (for individuals and joint holders); or
- appointing a proxy or corporate representative (for companies).

## Attending in Person

Please present the Proxy Form accompanying this Notice at the registration desk at the meeting to assist with registration.

## Proxies

Pursuant to Section 249X of the Corporations Act, if you are entitled to attend and vote at the Annual General Meeting, you may appoint a proxy to vote on your behalf if you cannot attend in person. Your proxy does not have to be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise.

Individuals or companies who wish to appoint a proxy(s) must either:

- complete the Proxy Form accompanying this Notice of Meeting and deposit it with Computershare, the Company's share registry; or
- follow the online appointment process set out in the Proxy Form and register the proxy via Computershare's website.

To be valid a proxy must:

- be received by Computershare before 10:00am EST on Sunday 18 November 2007;
- be signed by all holders if the shares are jointly held by two or more persons; and
- if the Proxy Form is signed under a power of attorney or any other instrument, include the original or a certified copy of the original power of attorney or other instrument.

You may appoint the Chairman of the meeting as your proxy. If you appoint a proxy other than the Chairman of the meeting, your appointed proxy/proxies should present a copy of the completed Proxy Form/s accompanying this Notice at the registration desk on the day of the meeting.

## Corporate Representatives

A Company that has appointed a corporate representative to vote on its behalf at the meeting must either forward evidence of the appointment to the Company's share registry, Computershare, or present evidence of the appointment at the registration desk on the day of the meeting. A Company's appointed representative should also present a copy of the Proxy Form accompanying this Notice at the registration desk on the day of the meeting.

The Proxy Form is enclosed with this Notice.