

ATLAS GROUP HOLDINGS LIMITED
ACN 098 674 545

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2004 Annual General Meeting of shareholders of Atlas Holdings Group Limited (the "Company") will be held at St. Michael's Hall, Ground Floor, 120 Collins Street, Melbourne, VIC 3000 on 22nd November 2004 at 11.00am (EST).

ORDINARY BUSINESS

1. ACCOUNTS AND REPORTS

"To receive the Financial Statements for the year ended 30th June 2004, together with the Reports of the Directors and Auditors thereon and the Directors' Declaration"

2. APPOINTMENT OF MR PETER SMALLER AS A DIRECTOR

To consider and, if thought fit, to pass, the following **ordinary resolution**:

"That, having retired in accordance with Clause 8.1(d) of the Company's Constitution, Mr Peter Smaller be re-elected as a director of the Company in accordance with the Company's Constitution with effect immediately"

3. APPOINTMENT OF MR KYM GODSON AS A DIRECTOR

To consider and, if thought fit, to pass, the following **ordinary resolution**:

"That, having retired in accordance with Clause 8.1(d) of the Company's Constitution, Mr Kym Godson be re-elected as a director of the Company in accordance with the Company's Constitution with effect immediately"

OTHER BUSINESS

To transact any other business, which may be brought forward in accordance with the Company's Constitution.

BY ORDER OF THE BOARD

Stephen McDonald
Company Secretary
20 September 2004

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 at least 48 hours prior to the meeting or adjourned meeting, as the case may be, at which the individual named in the proxy form proposes to vote.

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 Law. 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.

A proxy form is enclosed with this Notice.

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 18th November 2004. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.