



**SKH CONSORTIUM BERHAD**  
(Formerly known as The Media Shoppe Berhad)  
(Company Registration No. 383028-D)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of SKH CONSORTIUM BERHAD (formerly known as THE MEDIA SHOPPE BERHAD) (383028-D) ("Company" or "SKH") will be held at Level 16, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 19 August 2016 at 3.00 p.m. for the following purposes:

- To receive the Audited Financial Statements for the financial period ended 31 March 2016 together with the Reports of the Directors and Auditors thereon.
- To re-elect Dato' Chairil Nazri Bin Ahmad, Director who is retiring in accordance with Article 83 of the Company's Articles of Association.
- To re-elect Dato' Low Liong Kian, Director who is retiring in accordance with Article 90 of the Company's Articles of Association.
- To re-elect Mr Tan Tzu Pin, Director who is retiring in accordance with Article 90 of the Company's Articles of Association.
- To re-elect Mr Lim Bun Hwa, Director who is retiring in accordance with Article 90 of the Company's Articles of Association.
- To re-elect Mr Sam Kok Hong, Director who is retiring in accordance with Article 90 of the Company's Articles of Association.
- To approve the payment of Directors' fees of RM350,000 for the financial year ending 31 March 2017 which is payable quarterly in arrears.
- To re-appoint Messrs Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)  
(Ordinary Resolution 1)  
(Ordinary Resolution 2)  
(Ordinary Resolution 3)  
(Ordinary Resolution 4)  
(Ordinary Resolution 5)  
(Ordinary Resolution 6)  
(Ordinary Resolution 7)

**As Special Business**

- To consider and, if thought fit, with or without any modification, to pass the following Resolution:

**Authority to issue Shares**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

(Ordinary Resolution 8)

**10. SPECIAL RESOLUTION**

(Special Resolution 1)

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"THAT the following proposed amendment to the Articles of Association of the Company be and is hereby approved and adopted:-

Article No.	Existing Article	Proposed Article
137	The interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed four(4) months. The Company must issue to its shareholders an annual report relating to it within <b>six (6)</b> months after the expiry of its financial year end in printed form or in CD_ROM or in such other form of electronic media, not less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year of the receipt of notice of the meeting pursuant to Article 155), and be sent to every Member of, and to every holder of debentures of the Company and all other persons who are entitled to receive notice of any general meeting of the Company under the provisions of the Act or of these Articles. <b>The requisite number of copies of each such document as may be required by Bursa Securities shall at the same time be likewise sent to Bursa Securities</b> provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application to the Company at the Office. In the event that the annual report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four(4) market days from the date of receipt of the Members' request.	The interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed four(4) months. The Company must issue to its shareholders an annual report relating to it within <b>four (4)</b> months after the expiry of its financial year end in printed form or in CD_ROM or in such other form of electronic media, not less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year of the receipt of notice of the meeting pursuant to Article 155), and be sent to every Member of, and to every holder of debentures of the Company and all other persons who are entitled to receive notice of any general meeting of the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application to the Company at the Office. In the event that the annual report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four(4) market days from the date of receipt of the Members' request.

AND THAT the Directors and Secretary of the Company be and are hereby authorized to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendment to the Articles of Association of the Company."

- To transact any other business that may be transacted at an Annual General Meeting of which due notice shall have been given in accordance with the Companies Act, 1965 and the Articles of Association of the Company.

**By Order of the Board**

**LEONG SUE CHING** (MAICSA 7040814)  
Company Secretary  
Kuala Lumpur  
28 July 2016

**Explanatory Notes on Ordinary and Special Business:**

- Item 1 of the Agenda**  
The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 9 of the Agenda**  
The proposed Ordinary Resolution 8, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.  
As at the date of this notice, no new shares in the Company were issued pursuant to the general authority to the directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 at the Nineteenth Annual General Meeting held on 22 May 2015 and which will lapse at the conclusion of the Twentieth Annual General Meeting.  
The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further possible fund raising exercises, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
- Item 10 of the Agenda**  
The proposed Special Resolution – Proposed Amendment to the Articles of Association of the Company is to streamline the Articles of Association of the Company with the recent amendments to the ACE LR of Bursa Securities.

**Notes:**

- A member may appoint up to two (2) proxies to attend and vote instead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
- Where a Member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("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.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- To be valid, this form which is duly completed must be deposited at the registered office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than forty eight (48) hours before the time for holding the meeting PROVIDED THAT in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/his proxy, PROVIDED ALWAYS that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 58 of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 15 August 2016 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting.
- All resolutions as set out in this notice of AGM are to be voted by poll.