



Shangri-La Hotels (Malaysia) Berhad

(10889-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Seventh Annual General Meeting of the Company will be held at Sabah Room, B2 Level, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 17 May 2018 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Report of the Directors and Audited Financial Statements for the year ended 31 December 2017 and the Auditors' Report thereon. **Ordinary Resolution 1**
2. To approve the payment of a final single-tier dividend of 12 sen per share for the year ended 31 December 2017 as recommended by the Directors. **Ordinary Resolution 2**
3. To approve the payment of Directors' fees for the year ended 31 December 2017. **Ordinary Resolution 3**
4. To elect the following Directors, each of whom are retiring pursuant to Article 76 of the Company's Articles of Association:
 - i) Ahmed Reza bin Mohd Ghazali **Ordinary Resolution 4**
 - ii) Goh Ching Yin **Ordinary Resolution 5**
 - iii) Dato' Sri Khazali bin Ahmad **Ordinary Resolution 6**
5. To re-elect the following Directors, each of whom are retiring by rotation pursuant to Article 95 of the Company's Articles of Association:
 - i) Tan Sri A. Razak bin Ramli **Ordinary Resolution 7**
 - ii) Datin Rozina Mohd Amin **Ordinary Resolution 8**
 - iii) Dato' Haris Onn bin Hussein **Ordinary Resolution 9**
6. To re-appoint Messrs KPMG PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**

AS SPECIAL BUSINESS

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

7. **Continuing in office as Independent Non-Executive Director of the Company**

“ THAT subject to the passing of Ordinary Resolution 9, approval be and is hereby given to Dato' Haris Onn bin Hussein, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company. ” **Ordinary Resolution 11**

Voting on all Resolutions will be by way of poll

By Order of the Board

DATIN ROZINA MOHD AMIN
Company Secretary

Kuala Lumpur
23 April 2018

NOTES

1. With respect to deposited securities, only members whose names appear in the Record of Depositors on Tuesday, 8 May 2018 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the Registered Office of the Company, not less than 48 hours before the time set for the Meeting or any adjournment thereof.
4. The proposed final single-tier dividend, if approved, will be paid on Monday, 2 July 2018 to shareholders whose names appear in the Record of Depositors on Thursday, 7 June 2018.

EXPLANATORY NOTE ON SPECIAL BUSINESS

Ordinary Resolution 11 - Continuing in office as Independent Non-Executive Director of the Company
Resolution 11 is proposed pursuant to Practice 4.2 of the 2017 Malaysian Code on Corporate Governance and, if passed, allows Dato' Haris Onn bin Hussein, who has served on the Board for more than nine years but less than twelve years, to continue serving as an Independent Non-Executive Director of the Company.

The Nomination & Remuneration Committee and the Board have assessed the independence of Dato' Haris Onn bin Hussein and have determined that he remains independent in character and judgement, and continues to carry out his duties in the best interest of the Company and its shareholders, notwithstanding his length of service.

Addendum to Notice of Annual General Meeting

Statement Accompanying the Notice of Annual General Meeting dated 23 April 2018

Directors who are seeking election at the Forty-Seventh Annual General Meeting of the Company

The Directors appointed since the date of the last Annual General Meeting and who are seeking election pursuant to Article 76 of the Company's Articles of Association are:-

- (i) Ahmed Reza bin Mohd Ghazali;
- (ii) Goh Ching Yin; and
- (iii) Dato' Sri Khazali bin Ahmad.

Pursuant to Paragraph 8.27(2) and Appendix 8A of Bursa Malaysia's Main Market Listing Requirements, the details and profiles of the above Directors are set out on pages 9 to 10 of the Company's Annual Report 2017. Each of the above Directors do not have any interest in the shares of the Company and its subsidiaries.