



SHH RESOURCES HOLDINGS BERHAD

(Company No. 304227-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting of the Company will be held at Pendeta 4, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor Darul Takzim on 26th November 2013 at 11.00 a.m. for the transaction of the following businesses:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 30th June 2013 together with the Reports of the Directors and the Auditors thereon. (Resolution 1)
- To re-appoint Tan Sri Abdul Aziz bin Mohd Yassin as Director pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the next Annual General Meeting of the Company. (Resolution 2)
- To re-elect the following Directors who retire in accordance with Article 76 of the Company's Articles of Association:-

Dato' Teo Wee Cheng; and (Resolution 3)
Datin Teo Chan Huat (Resolution 4)
- To re-appoint Messrs Peter Chong & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESSES

To consider, and if thought fit, to pass the following resolutions with or without amendment as ordinary resolutions:

- Continuing in Office as Independent Non-Executive Directors**
 - "That subject to the passing of Ordinary Resolution 2 above, authority be and is hereby given to Tan Sri Abdul Aziz bin Mohd Yassin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Resolution 6)
 - "That authority be and is hereby given to Mr. Lim Swee Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)
- Proposed Renewal of Shareholders' mandate for Recurrent Related Party Transactions**
"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company and the Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into all arrangements and/or transactions involving interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Company and/or its subsidiaries ("Related Parties"), details which are more particularly set out in Part A Section 2 of the Circular to Shareholders dated 31st October 2013 ("the Shareholders' Mandate");

PROVIDED THAT such arrangements and/or transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- not to the detriment of minority shareholders;

AND THAT the Shareholders' Mandate, unless earlier revoked or varied by the Company in a general meeting, shall continue to be in force until the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act);

AND THAT disclosure will be made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate." (Resolution 8)

To consider, and if thought fit, to pass the following Special Resolution

- "THAT the entire set of Articles of Association as set out in Appendix I to the Circular to Shareholders dated 31 October 2013 be adopted in substitution for and to the exclusion of the Articles of Association of the Company now subsisting". (Resolution 9)
- To transact any other ordinary business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

Pang Kah Man (MIA : 18831)
Company Secretary

Muar, Johor Darul Takzim
31st October 2013

Notes:-

- Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- The Form of Proxy shall be executed under the hand of the appointer or his/her attorney duly authorised in writing or if such an appointer is a corporation, under its common seal or under the hand of its attorney.
- The Form of Proxy must be duly completed and deposited at the Registered Office of the Company at No. 7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not less than forty-eight (48) hours before the time set for holding of the Annual General Meeting.
- Only members registered in the Record of Depositories as at 20th November 2013 shall be eligible to attend the 19th Annual General Meeting or appoint a proxy to attend and vote on his/her behalf.

Explanation Note on Special Business:-

- The Ordinary Resolutions proposed under Item 5 (Resolutions 6 and 7) of the Notice of Annual General Meeting relate to the Continuing in Office as Independent Non-Executive Directors. The Board of Directors has assessed the independence of Tan Sri Abdul Aziz bin Mohd Yassin and Mr. Lim Swee Chong who each has served on the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board of Directors is of the opinion that Tan Sri Abdul Aziz bin Mohd Yassin and Mr. Lim Swee Chong have met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The length of their service does not interfere with Tan Sri Abdul Aziz bin Mohd Yassin's and Mr. Lim Swee Chong's ability and exercise of independent judgment as Independent Directors. Therefore, the Board of Directors has recommended that the approval of the shareholders be sought to retain Tan Sri Abdul Aziz bin Mohd Yassin and Mr. Lim Swee Chong to continuously act as the Independent Non-Executive Directors of the Company.
- The Ordinary Resolution proposed under Item 6 (Resolution 8), if passed, will authorise the Company and/or its subsidiaries (Group) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Further details on the Shareholders' Mandate are provided in the Circular to Shareholders dated 31st October 2013.
- The Special Resolution proposed under Item 7 (Resolution 9) of the Notice of General Meeting relates to the proposed adoption of an entire new set of Articles of Association for the Company to ensure continued compliance with Bursa Malaysia's Main Market Listing Requirements and to bring the administration and governance of the Company in line with the Malaysian Code of Corporate Governance 2012 and other regulatory requirements. Further details on the proposed adoption of New Articles of Association are provided in the Circular to Shareholders dated 31st October 2013.