



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of SHL Consolidated Bhd (the Company) will be held at Ballroom 1, Level 1, Corus Hotel Kuala Lumpur, Jalan Ampang, 50450 Kuala Lumpur, on Tuesday, 30 August 2016 at 11.00 a.m. for the purpose of transacting the following businesses :-

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of the Directors and the Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To declare a Final Single-Tier Dividend of 6 sen per share in respect of the financial year ended 31 March 2016. | Resolution 1 |
| 3. To approve the payment of Directors' fees for the financial year ended 31 March 2016. | Resolution 2 |
| 4. To re-elect the following Directors who retire in accordance with Article 88 of the Company's Articles of Association: | |
| i. Dato' Sri Yap Teiong Choon | Resolution 3 |
| ii. Mr. Wong Tiek Fong | Resolution 4 |
| 5. To re-elect Mr. Au Lai Koong who retires in accordance with Article 94 of the Company's Articles of Association. | Resolution 5 |
| 6. To re-appoint Messrs Khoo Wong & Chan as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | Resolution 6 |

AS SPECIAL BUSINESS

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

7. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject always to Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries (SHL Group) to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Section 2.3 of the Circular to Shareholders dated 29 July 2016, which are necessary for the day to day operations in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the SHL Group on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company (AGM) at which time it will lapse, unless by a resolution passed at the AGM the mandate is again renewed; or
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act, (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier,

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

**(Please refer to Explanatory Note 2)
Resolution 7**

8. Authority to Directors to issue shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed ten (10) per cent of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company".

**(Please refer to Explanatory Note 3)
Resolution 8**

9. To transact any other ordinary business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Annual General Meeting (AGM), the Company shall be requesting for a Record of Depositors as at 23 August 2016. Only a depositor whose name appears on the Record of Depositors as at 23 August 2016 shall be entitled to attend the AGM or appoint a proxy/proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that the Final Single-Tier Dividend of 6 sen in respect of the financial year ended 31 March 2016, if approved, will be paid on 5 October 2016 to depositors registered in the Record of Depositors of the Company on 19 September 2016.

A Depositor shall qualify for entitlement to the dividend only in respect of: -

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 19 September 2016 in respect of transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

WINNIE CHOK KWEE WAH (MACS 00550)
LIM CHEW SUAN (MAICSA 7008940)
Secretaries

Kuala Lumpur
29 July 2016

EXPLANATORY NOTES:

- Item 1 of the Agenda: Receipt of Audited Financial Statements and Report.**
This agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require shareholders' approval for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Item 7 of the Agenda: Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.**
The Ordinary Resolution 7 is to seek a fresh shareholders' mandate for the recurrent related party transactions comprising the shareholders' mandate which has been obtained on 3 September 2015 as well as additional recurrent related party transactions. Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 29 July 2016, which is despatched together with this Annual Report 2016.
- Item 8 of the Agenda: Authority to issue shares pursuant to Section 132D of the Companies Act, 1965.**
 - The Ordinary Resolution 8 is to seek a fresh general mandate which will empower the Directors to issue shares in the Company up to an amount not exceeding in total ten percent (10%) of the issued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company in order to avoid any delay and cost involved in convening a general meeting to approve such issue of shares. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
 - This general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions as well as any strategic opportunities involving equity deals which require the Company to allot and issue new shares on urgent basis.
 - The Company has not issued any shares pursuant to Section 132D of the Companies Act, 1965 under the previous general mandate which has been obtained on 3 September 2015 and which will lapse at the conclusion of the 22nd AGM to be held on 30 August 2016.
- Proxy.**
 - A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
 - Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
 - In the case of a corporate member, the instrument appointing a proxy must be either executed under its common seal or under the hand of its officer or attorney duly authorised.
 - 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.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at 6th Floor, Wisma Sin Heap Lee, 346, Jalan Tun Razak, 50400 Kuala Lumpur not less than forty-eight (48) hours before the time set for the Annual General Meeting or at any adjournment thereof.