



# Shangri-La Hotels (Malaysia) Berhad

(10889-U)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Sixth 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, 18 May 2017 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 2016 and the Auditors' Report thereon. **Ordinary Resolution 1**
2. To approve the payment of a final single-tier dividend of 11 sen per share for the year ended 31 December 2016 as recommended by the Directors. **Ordinary Resolution 2**
3. To approve the payment of Directors' fees for the year ended 31 December 2016. **Ordinary Resolution 3**
4. 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) Kuok Oon Kwong **Ordinary Resolution 4**
  - ii) Dato' Seri Ismail Farouk Abdullah **Ordinary Resolution 5**
  - iii) Datuk Supperamaniam a/l Manickam **Ordinary Resolution 6**
  - iv) Tan Yew Jin **Ordinary Resolution 7**
5. 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 8**

### AS SPECIAL BUSINESS

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

6. **Continuing in office as Independent Non-Executive Directors of the Company**
  - i) " THAT subject to the passing of Ordinary Resolution 5, approval be and is hereby given to Dato' Seri Ismail Farouk Abdullah, 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 9**
  - ii) " THAT subject to the passing of Ordinary Resolution 6, approval be and is hereby given to Datuk Supperamaniam a/l Manickam, 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 10**
  - iii) " THAT approval be and is hereby given to Dato' Dr Tan Tat Wai, 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**
  - iv) " THAT 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 12**

*Voting on all Resolutions will be by way of poll*

By Order of the Board

DATIN ROZINA MOHD AMIN  
*Company Secretary*

Kuala Lumpur  
26 April 2017

#### Notes:

1. With respect to deposited securities, only members whose names appear in the Record of Depositors on 9 May 2017 (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 Friday, 30 June 2017 to shareholders whose names appear in the Record of Depositors on Tuesday, 6 June 2017.

#### Explanatory Note on Special Business

**Ordinary Resolutions 9 to 12 - Continuing in office as Independent Non-Executive Directors of the Company**  
Resolutions 9 to 12 are proposed pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 and, if passed, will allow Dato' Seri Ismail Farouk Abdullah, Datuk Supperamaniam a/l Manickam, Dato' Dr Tan Tat Wai and Dato' Haris Onn bin Hussein who have each served on the Board for more than nine years to continue serving as Independent Non-Executive Directors of the Company, to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Nomination & Remuneration Committee and the Board have assessed the independence of Dato' Seri Ismail Farouk Abdullah, Datuk Supperamaniam a/l Manickam, Dato' Dr Tan Tat Wai and Dato' Haris Onn bin Hussein, and the Board has recommended that all four of them be retained as Independent Non-Executive Directors of the Company. The Board's justifications for their retention are set out in the Statement on Corporate Governance in the Company's 2016 Annual Report.