



Shangri-La Hotels (Malaysia) Berhad

(10889-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Eighth Annual General Meeting of the Company will be held at the Sabah Room, B2 Level, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 29 May 2019 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 2018 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 2018 as recommended by the Directors. **Ordinary Resolution 2**
3. To approve the payment of Directors' fees and meeting allowance for the year ended 31 December 2018. **Ordinary Resolution 3**
4. To re-elect the following Directors, each of whom is retiring by rotation pursuant to Article 95 of the Company's Articles of Association:
 - i) Kuok Oon Kwong **Ordinary Resolution 4**
 - ii) Goh Ching Yin **Ordinary Resolution 5**
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 6**

AS SPECIAL BUSINESS

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

6. **Proposed Adoption of the New Constitution of the Company**

“ THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and, in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variation and/or amendments as may be required by the relevant authorities and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the foregoing. ” **Special Resolution**

Voting on all Resolutions will be by way of poll

By Order of the Board

DATIN ROZINA MOHD AMIN
Company Secretary

Kuala Lumpur
30 April 2019

NOTES

1. With respect to deposited securities, only members whose names appear in the Record of Depositors on Friday, 17 May 2019 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Forty-Eighth Annual General Meeting (48th AGM) is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
3. The Form of Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the date and time set for holding the 48th AGM or any adjournment thereof.
4. The proposed final single-tier dividend, if approved, will be paid on Monday, 15 July 2019 to shareholders whose names appear in the Record of Depositors on Monday, 17 June 2019.

EXPLANATORY NOTE ON SPECIAL BUSINESS

Special Resolution – Proposed Adoption of the New Constitution of the Company

The proposed Special Resolution seeks approval for the adoption of the new Constitution of the Company which, if passed by Shareholders, will bring the Company's Constitution into line with the Companies Act 2016 that came into force on 31 January 2017 and the updated Main Market Listing Requirements of Bursa Malaysia Securities Berhad issued on 29 November 2017.

Due to the substantial changes required to be made to the existing Memorandum and Articles of Association of the Company, the Board is proposing that a new Constitution be adopted instead, to replace the existing Memorandum and Articles of Association.

The proposed new Constitution of the Company is set out in the Circular to Shareholders dated 30 April 2019 that accompanies the Company's Annual Report for the financial year ended 31 December 2018.