



SHL CONSOLIDATED BHD.  
(293565-W)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 25th 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 Thursday, **29 August 2019** 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 2019 together with the Reports of the Directors and the Auditors thereon.  | (Please refer to Explanatory Note 1)                              |
| 2. To approve a Final Dividend of 8 sen per share in respect of the financial year ended 31 March 2019.   | <b>Resolution 1</b>   |
| 3. To approve the payment of Directors' fees for the financial year ended 31 March 2019.  | <b>Resolution 2</b>   |
| 4. To re-elect the following Directors who retire in accordance with Article 88 of the Company's Articles of Association:<br>i. Dato' Sri Yap Teiong Choon<br>ii. Wong Tiek Fong<br>iii. Au Lai Koong | <b>Resolution 3</b><br><b>Resolution 4</b><br><b>Resolution 5</b> |
| 5. To re-appoint Messrs Khoo Wong & Chan as Auditors of the Company for the financial year ending 31 March 2020 and to authorise the Directors to fix their remuneration.                             | <b>Resolution 6</b>   |

**AS SPECIAL BUSINESS**

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

**Ordinary Resolutions:**

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| 6. <b>Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature</b><br><br>"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, Part A of the Circular to Shareholders dated 31 July 2019, 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:<br>i. 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<br>ii. the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or<br>iii. revoked or varied by resolution passed by the shareholders in a general meeting,<br><br>whichever is the earlier,<br><br>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." | <b>Resolution 7</b><br>(Please refer to Explanatory Note 2) |
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**7. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental/ regulatory authorities, where such approval is required, the Directors be and are hereby authorised to issue and allot shares in the Company to such persons, 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 to be issued does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the 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 AGM of the Company."

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

**8. Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution")**

"THAT the existing Memorandum and Articles of Association of the Company be deleted in its entirety and that the new Constitution as set out in Appendix II of the Company's Circular to Shareholder dated 31 July 2019 be and is hereby adopted as the new Constitution of the Company.  
  
AND THAT the Board of Directors be and is hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the Proposed Adoption of New Constitution with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant regulatory authorities."

**Special Resolution**

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

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT the Final Dividend of 8 sen per share in respect of the financial year ended 31 March 2019, if approved, will be paid on 4 October 2019 to depositors registered in the Record of Depositors of the Company on 20 September 2019.

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 20 September 2019 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

**CHOK KWEE WAH** (MACS 00550)  
**TAN KEAN WAI** (MAICSA 7056310)  
Secretaries

Kuala Lumpur  
31 July 2019

**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 340(1)(a) of the Act does not require shareholders' approval for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Item 6 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 29 August 2018 as well as additional recurrent related party transactions. Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 31 July 2019, which is despatched together with this Annual Report 2019.
- Item 7 of the Agenda: Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
i. 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.  
ii. 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.  
iii. The Company has not issued any shares under the previous general mandate which has been obtained on 29 August 2018 and which will lapse at the conclusion of the 25th AGM to be held on 29 August 2019.
- Item 8 of the Agenda: Proposed Adoption of New Constitution**  
The details of the proposal are set out in Part B of the Circular to Shareholders dated 31 July 2019, which is despatched together with this Annual Report 2019.

**NOTES:**

- Appointment of Proxy.**  
(a) Only depositors whose names appear in the Register of Depositors as at 21 August 2019 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 25th Annual General Meeting.  
(b) 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 stead. A proxy may but does not need to be a member of the Company pursuant to Section 334 of the Act.  
(c) Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.  
(d) In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).  
(e) 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. The corporation may by its resolution of its Board or a certificate of authorisation by the Corporation to appoint a person or persons to act as its representative or representatives to attend and vote on their behalf.  
(f) 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.  
(g) 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 at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand, or join in demanding a poll on behalf of the appointor.
- Registration of members/proxies**  
(a) Registration will start at 9.30 a.m. on the day of the 25th AGM.  
(b) Members/proxies are required to produce original identity cards (IC)/documents during registration for verification. Please remember to collect your IC thereafter.  
(c) Parking tickets can be validated at the registration counter for members/proxies who park their vehicles in Corus Hotel Kuala Lumpur only. SHL will NOT validate nor reimburse members/proxies for parking charges using Touch 'N Go card, or the valet parking services of the podium.  
(d) Each members/proxy will be given a wristband upon registration. No person will be allowed to enter the meeting room without wearing the wristband. There will be no replacement in the event members/proxies lose or misplace the wristband. Members/proxies are allowed to enter the meeting room at 10.45 a.m.  
(e) The registration counter will only process verification of identities and registration. For other queries/clarification, please proceed to the Help Desk counter.  
(f) The registration counters will be closed at 11.45 a.m. Unregistered members/proxies are not allowed to enter the meeting room after the registration is closed.  
(g) Each member and/or proxy attending the 25th AGM in person will be entitled for one (1) lunch voucher only. Where a member and/or proxy is also appointed as proxy for other members to attend the 25th AGM, he or she will only be entitled to one (1) lunch voucher only regardless of the number of members he or she is representing.  
(h) If you are attending the meeting as shareholder as well as proxy, you will be registered once and will be given only one identification wristband to enter the meeting hall.