



SHH RESOURCES HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) 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 26 November 2019 at 11.00 a.m. for the transaction of the following businesses:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30th June 2019 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note A)**
- To approve the payment of Directors' fees up to RM444,000 for the financial year ending 30th June 2020 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Resolution 1)**
- To re-elect following Directors who retires in accordance with Article 95 of the Company's Articles of Association:-
 - Dato' Tan Seng Hu **(Resolution 2)**
 - Tan Siong Sun **(Resolution 3)**
- To re-appoint Messrs Peter Chong & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESSES

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

- Continuing in Office as Independent Non-Executive Director
"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 5)**
- Proposed Shareholders' Mandate for Recurrent Related Party Transactions
"THAT, subject to the Companies Act 2016 ("the Act"), the Memorandum and Articles of Association of the Company and Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be 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 of which are more particularly set out in Section 2 of the Circular to Shareholders dated 29 October 2018 ("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;

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 of the Company or the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) 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;

FURTHER THAT the Directors of the Company be 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 6)

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

- Proposed adoption of new Constitution of the Company to replace the existing Memorandum and Articles of Association
THAT the existing Memorandum and Articles of Association of the Company be hereby replaced in its entirety with a new Constitution as set out in Appendix I of the Circular to Shareholders dated 29 October 2019." **(Resolution 7)**
- 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
29 October 2019

Notes:-

(A) This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.

- A proxy may but need not be a member of the Company pursuant to Section 334 of the Companies Act 2016.
- 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. 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor Darul Takzim not less than twenty-four (24) hours before the time set for holding of the 25th Annual General Meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Annual General Meeting to vote by poll.
- 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 25th Annual General 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).
- Only members registered in the Record of Depositors as at 20 November 2019 shall be eligible to attend the 25th Annual General Meeting or appoint a proxy to attend and vote on his/her behalf.
- 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 accounts ("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.

Explanation Note on Special Business:-

- The Ordinary Resolution proposed under Item 5 (**Resolution 5**) of the Notice of 25th Annual General Meeting relates to the Continuing in Office as Independent Non-Executive Director. The Board of Directors has assessed the independence of Mr. Lim Swee Chong who has served on the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years from the date of his appointment on 3 May 1996.

The Board of Directors is of the opinion that Mr. Lim Swee Chong has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The length of his service does not impair with Mr. Lim Swee Chong's ability and exercise of independent judgment as an Independent Director of the Company. Therefore, the Board of Directors has recommended that the approval of the shareholders be sought through a two-tier voting process for the continuing of office of Mr. Lim Swee Chong as the Independent Non-Executive Director of the Company.

- The Ordinary Resolution proposed under Item 6 (**Resolution 6**), if passed, will authorise the Company and/or its subsidiaries ("Group") to enter into the 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 29 October 2019.

- The Special Resolution proposed under item 7 (**Resolution 7**), the proposed adoption of new Constitution is intended to align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provisions of the Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that may arise from the Act and the Listing Requirements. Please refer to Appendix I of the Circular to Shareholders dated 29 October 2019 for further information.