



## Shangri-La Hotels (Malaysia) Berhad

197101000484 (10889-U)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting of the Company (49th AGM) will be held as a fully virtual meeting at the Broadcast Venue in the Johor Room, Lower Lobby, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 26 August 2020 at 2.30 p.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 2019 and the Auditors' Report thereon. **Ordinary Resolution 1**
2. To approve the payment of Directors' fees and meeting allowances for the financial year ended 31 December 2019. **Ordinary Resolution 2**
3. To elect Mr Ng Chih Kaye who is retiring pursuant to Article 76 of the Company's Constitution. **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 Constitution:
  - i) Dato' Sri Khazali bin Ahmad **Ordinary Resolution 4**
  - ii) Encik Ahmed Reza bin Mohd Ghazali **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**

By Order of the Board

**Datin Rozina Mohd Amin** (MAICSA 0788380)  
SSM Practising Certificate No: 201908000189  
Company Secretary

Kuala Lumpur  
28 July 2020

#### NOTES

##### Virtual AGM

- i) Due to the ongoing COVID-19 outbreak and the significant public health concerns over the virus, the 49th AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (RPEV) facilities which are available on Boardroom Share Registrars Sdn Bhd's website at the Boardroom Smart Investor Online Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the procedures provided in the Administrative Guide for the 49th AGM in order to register, participate and vote remotely via the RPEV facilities.
- ii) The main venue for the 49th AGM, namely the Broadcast Venue, is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue to conduct the proceedings of the meeting. Kindly take note that no shareholders/proxies from the public shall be physically present at the Broadcast Venue on the day of the 49th AGM.

**Appointment of Proxies**

- i) A Member of the Company entitled to attend and vote at the 49th AGM is entitled to appoint a proxy or proxies to attend, participate and vote in his/her stead. Where a Member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company. If a Member is unable to participate in the 49th AGM via the RPEV facilities, he/she may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
- ii) The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or, if the Member is a corporation, executed under its common seal or by its attorney or officer duly authorised in writing.
- iii) The instrument appointing a proxy must either (a) be deposited at the office of Boardroom Share Registrars Sdn Bhd, 11th Floor Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than 48 hours before the date and time appointed for holding the 49th AGM, i.e. no later than 2.30 p.m. on Monday, 24 August 2020, or (b) be submitted via electronic means through the Boardroom Smart Investor Online Portal. Please follow the link at [www.boardroomlimited.my](http://www.boardroomlimited.my) to login and deposit your Proxy Form electronically no later than 2.30 p.m. on Monday, 24 August 2020.

**Entitlement to Participate and Vote**

- i) In respect of deposited securities, only Members whose names appear in the Record of Depositors on Friday, 14 August 2020 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 49th AGM.
- ii) Voting on all resolutions set out in the Notice of the 49th AGM will be conducted by way of a poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**EXPLANATORY NOTES ON ORDINARY BUSINESS****a) Proposed Payment of Directors' Fees and Meeting Allowances**

The proposed Directors' fees and meeting allowances payable to the Non-Executive Directors of the Company for the financial year ended 31 December 2019 amount to RM228,000 (2018:RM265,000), details of which are set out on page 40 of the Company's Annual Report 2019.

**b) Re-election of Directors**

The profiles of Directors standing for re-election under Article 95 of the Company's Constitution can be found in the Profile of Directors' section of the Company's Annual Report 2019.

**STATEMENT ACCOMPANYING THE NOTICE OF THE 49TH AGM OF THE COMPANY**

Mr Ng Chih Kaye was appointed after the date of the last Annual General Meeting and is seeking election pursuant to Article 76 of the Company's Constitution.

Pursuant to Paragraph 8.27(2) and Appendix 8A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the details and profile of Mr Ng Chih Kaye are provided on page 8 of the Company's Annual Report 2019. He does not have any interest in the shares of the Company and its subsidiaries.



# Shangri-La Hotels (Malaysia) Berhad

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## ADMINISTRATIVE GUIDE for the Fully Virtual 49th Annual General Meeting of the Company (AGM)

DATE : Wednesday, 26 August 2020  
TIME : 2.30 p.m.  
BROADCAST VENUE : Johor Room, Lower Lobby, Shangri-La Hotel Kuala Lumpur,  
11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia

### 1. Fully Virtual AGM

- a) As a result of the current COVID-19 pandemic, and to minimise the health exposure risk to shareholders, employees and the public, the forthcoming AGM will be held as a fully virtual meeting.
- b) The AGM will be conducted virtually through live streaming and online remote voting using Remote Participation and Electronic Voting (RPEV) facilities. These facilities are available at Boardroom Share Registrars Sdn Bhd's website at the Boardroom Smart Investor Online Portal, [www.boardroomlimited.my](http://www.boardroomlimited.my).
- c) You are strongly encouraged to go online, participate, and vote at the AGM via the RPEV facilities. These facilities will allow you to view a live streaming of the AGM, ask questions online and submit votes remotely.
- d) The Board Chairman of the Company will conduct the proceedings by electronic means at the Broadcast Venue in compliance with Section 327(2) of the Companies Act 2016. No shareholders/proxies will be permitted to be physically present at the Broadcast Venue on the day. Please note that there will also be no vouchers for meal packs for shareholders/proxies who participate in the AGM.

We thank you for your understanding and appreciate your support for these arrangements.

### 2. Entitlement to Participate and Vote

In respect of deposited securities, only Members of the Company whose names appear in the Record of Depositors on Friday, 14 August 2020 (General Meeting Record of Depositors) will be entitled to attend, participate and vote at the AGM.

### 3. Appointment of Proxies

- a) If you are unable to participate in the AGM via the RPEV facilities, you may either:
  - Appoint the Chairman of the Meeting as your proxy and indicate your voting instructions in the Proxy Form, or
  - Appoint a proxy or proxies (other than the Chairman of the Meeting) to attend, participate and vote in your stead. If you appoint more than one proxy, the appointments will be invalid unless you specify the proportion of your shareholding to be represented by each proxy. A proxy need not be a Member of the Company.
- b) If you wish to appoint a proxy(ies), please complete the Proxy Form in accordance with the notes and instructions printed on the form.
- c) The Proxy Form must be signed by you or your attorney duly authorised in writing. If the Member is a corporation, the Proxy Form must be executed under the corporation's common seal or by its attorney or an officer duly authorised in writing.

## Administrative Guide

for Shangri-La Hotels (Malaysia) Berhad 49th AGM

- d) **No later than 2.30 p.m. on Monday, 24 August 2020**, the Proxy Form must either:
- Be deposited at the office of Boardroom Share Registrars Sdn Bhd, 11th Floor Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, or
  - Be submitted via electronic means through the Boardroom Smart Investor Online Portal. Please follow the link at [www.boardroomlimited.my](http://www.boardroomlimited.my) to login and deposit your Proxy Form electronically.
- e) If you have submitted your Proxy Form and subsequently decide to appoint another proxy, or wish to participate and vote at the AGM yourself, please email [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier Proxy Form.

### 4. Voting Procedures

- a) Voting on all resolutions set out in the Notice of the AGM will be conducted by way of a poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- b) The Company has appointed Boardroom Share Registrars Sdn Bhd (Boardroom) as Poll Administrator to conduct the poll by way of electronic voting (e-voting); and Deloitte Risk Advisory Sdn Bhd as the Scrutineers to verify the results of the poll.
- c) During the AGM, the Chairman will invite the Poll Administrator to brief shareholders and proxies on the e-voting procedures.
- d) For the purpose of this AGM, e-voting will be carried out via smart mobile phones, tablets or computers/laptops. There are three ways of e-voting, as follows:
- Before the meeting, download the free **Lumi AGM App** onto your personal voting device from Apple App Store or Google Play Store, or
  - Launch **Lumi AGM** by scanning the QR Code which will be given to you in the email that contains your remote access user ID and password (see 5c below), or
  - Access **Lumi AGM** via <https://web.lumiagm.com/>.
- e) The voting session will start as soon as the Chairman calls for the poll to be opened and will continue till the Chairman announces the closure of the poll.
- f) When voting has ended, the Scrutineers will verify the poll result reports, after which the Chairman of the Meeting will announce whether the resolutions have been passed.

## Administrative Guide

for Shangri-La Hotels (Malaysia) Berhad 49th AGM

### 5. Steps for Registration for Remote Participation and Electronic Voting

- a) The RPEV facilities are available to individual members, corporate shareholders, Authorised Nominees and Exempt Authorised Nominees.
- b) The RPEV facilities will enable you to view a live streaming of the AGM proceedings, pose questions and submit your votes in real-time.
- c) To request a remote participation user ID and password in order to participate in the AGM, please follow the steps below.

#### **STEP 1 - Register Online with the Boardroom Smart Investor Portal (for first time registration only)**

*(Note: If you have already signed up with the Boardroom Smart Investor Online Portal, you are not required to register again. You may proceed to Step 2.)*

- Go to [www.boardroomlimited.my](http://www.boardroomlimited.my).
- Click <<Login>> then click <<Register>> to sign up as a user.
- Complete your registration and upload a soft copy of your MyKad (front and back) or your passport.
- Enter a valid email address and wait for Boardroom's email verification.

Your registration will be verified and approved within one business day and you will be notified by email.

#### **STEP 2 - Submit a Request for a Remote Participation User ID and Password**

*(Note: The registration for remote access will open on Tuesday, 28 July 2020. The closing time and date to submit your request is no later than 2.30 p.m. on Monday, 24 August 2020.)*

##### **Individual Members**

- Login to [www.boardroomlimited.my](http://www.boardroomlimited.my) using your user ID and password.
- Select <<Virtual Meeting>> from the main menu and, under <<Corporate Event>>, select <<SHMB 49TH AGM>>.
- Enter your CDS Account Number.
- Read and agree to the terms and conditions, then submit your request.

##### **Corporate Shareholders**

- Email [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com), providing the name of the shareholder, the CDS Account Number and the Certificate of Appointment of Corporate Representative or Proxy Form.
- Attach a copy of the Corporate Representative's MyKad (front and back) or passport and his/her email address.

##### **Authorised Nominees and Exempt Authorised Nominees**

- Email [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com), providing the name of the shareholder, the CDS Account Number and the Proxy Form.
- Provide a copy of the proxy holder's MyKad (front and back) or passport and his/her email address.

##### **Thereafter**

- Boardroom will notify you that your request has been received and is being verified.
- Following verification against the Record of Depositors as at Friday, 14 August 2020, Boardroom will email you either approving or rejecting your registration for remote participation.
- If your registration is approved, the email will tell you your remote access user ID and password.

#### **STEP 3 - Login to Virtual Meeting Portal**

*(Note: The Virtual Meeting Portal will open for login one hour before the start of the AGM, i.e. at 1.30 p.m. on Wednesday, 26 August 2020.)*

- To login to the Virtual Meeting Portal, follow the steps given to you in the email from Boardroom, using the remote access user ID and password provided.
- The Boardroom email will also guide you on how to view live streaming, ask questions and vote.
- Once the Chairman of the Meeting announces the closure of the AGM, the live streaming will end and the Messaging window will be disabled. You can then logout from the Virtual Meeting Portal.

## Administrative Guide

for Shangri-La Hotels (Malaysia) Berhad 49th AGM

### 6. Further Information on the Virtual AGM

- a) A Login User Guide to participating, posing questions and voting at the AGM will be emailed to you together with your remote access user ID and password when your registration has been approved.
- b) No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.
- c) Please stay connected to the internet at all times in order to participate and vote at the AGM. Please be aware that the quality of the connectivity to the Virtual Meeting Portal for live streaming as well as for online voting is dependent on the bandwidth and the stability of the internet connectivity at your location.
- d) The Board of Directors will try to address as many questions as possible about the business set out in the Notice of the AGM and any other matters about the Company's business. Shareholders/proxies may use the Messaging window to transmit questions to the Board of Directors during the live streaming, and may also send questions to the Company Secretary by email to [shmb@shangri-la.com](mailto:shmb@shangri-la.com) before the meeting by 5.00 p.m. on Tuesday, 18 August 2020.

### 7. Annual Report 2019

The Company's Annual Report 2019 (AR 2019) was sent to all shareholders on 11 June 2020. The AR 2019 can also be downloaded from the Company's website at <https://www.shangri-la.com/group/investors/public-disclosures-malaysia>. Should you need a copy of the printed AR 2019, please email our Share Registrar at [pcs@ppb.com.my](mailto:pcs@ppb.com.my).

### 8. Personal Data Privacy

By registering for the RPEV facilities and/or submitting the instrument appointing a proxy(ies) and/or representative(s), you have consented to the use of such data for the purposes of processing and administration by the Company or its agents, and to comply with any relevant laws, listing rules, regulations and/or guidelines.

### 9. Enquiries

Should you have any enquiries about the virtual AGM, please contact Boardroom Share Registrars Sdn Bhd between 8.30 a.m. and 5.30 p.m., Mondays to Fridays, as follows:

<u>Contact Persons</u>	<u>Telephone No.</u>
(i) Ms Fadhilatun Yahaya	+603-7890 4747
(ii) Mr Poobalan A/L Kannaiah	+603-7890 4993

Office Helpdesk No. : +603-7890 4700  
Fax No. : +603-7890 4670  
Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)  
: [fadhilatun@boardroomlimited.com](mailto:fadhilatun@boardroomlimited.com)  
: [balan@boardroomlimited.com](mailto:balan@boardroomlimited.com)



# Shangri-La Hotels (Malaysia) Berhad

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## PROXY FORM

for the Forty-Ninth Annual General Meeting of the Company

No. of shares held: \_\_\_\_\_

I/We \_\_\_\_\_ NRIC/Company No. \_\_\_\_\_  
of \_\_\_\_\_ Tel. No. \_\_\_\_\_  
*(full address)*

being a Member of **SHANGRI-LA HOTELS (MALAYSIA) BERHAD**, hereby appoint  
\_\_\_\_\_ NRIC No. \_\_\_\_\_  
of \_\_\_\_\_  
*(full address)*

or failing him/her \_\_\_\_\_ NRIC No. \_\_\_\_\_  
of \_\_\_\_\_  
*(full address)*

or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to vote for me/us and on my/our behalf at the Forty-Ninth Annual General Meeting of the Company to be held as a fully virtual meeting at the Broadcast Venue in the Johor Room, Lower Lobby, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 26 August 2020 at 2.30 p.m. or at any adjournment thereof in the following manner:

NO.	ORDINARY RESOLUTIONS	For	Against
1	To receive the Reports and Financial Statements		
2	To approve the payment of Directors' Fees and Meeting Allowances		
3	To elect Mr Ng Chih Kaye as Director		
4	To re-elect Dato' Sri Khazali bin Ahmad as Director		
5	To re-elect Encik Ahmed Reza bin Mohd Ghazali as Director		
6	To re-appoint Messrs KPMG PLT as Auditors		

To indicate how you wish your votes to be cast, please tick (✓) in the appropriate box for each Resolution. If no voting instruction is given, the proxy/proxies will vote or abstain from voting at his/her discretion.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

\_\_\_\_\_  
Signature or Common Seal of Member

The proportions of my/our holding to be represented by my/our proxies are as follows:	
First Proxy	_____ %
Second Proxy	_____ %
<b>Total</b>	<b>100%</b>

## NOTES

- A Member of the Company entitled to attend and vote at the Forty-Ninth Annual General Meeting (49th AGM) is entitled to appoint a proxy or proxies to attend, participate and vote in his/her stead. Where a Member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company.
- The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or, if the Member is a corporation, executed under its common seal or by its attorney or officer duly authorised in writing.
- The instrument appointing a proxy must either (a) be deposited at the office of Boardroom Share Registrars Sdn Bhd, 11th Floor Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than 48 hours before the date and time appointed for holding the 49th AGM, i.e. no later than 2.30 p.m. on Monday, 24 August 2020, or (b) be submitted via electronic means through the Boardroom Smart Investor Online Portal. Please follow the link at [www.boardroomlimited.my](http://www.boardroomlimited.my) to login and deposit your Proxy Form electronically no later than 2.30 p.m. on Monday, 24 August 2020.
- Only Members whose names appear in the Record of Depositors on Friday, 14 August 2020 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 49th AGM.



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**BOARDROOM SHARE REGISTRARS SDN BHD**

Reg. No: 199601006647 (378993-D)

11th Floor Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13,  
46200 Petaling Jaya,  
Selangor, Malaysia.

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