



SHL Consolidated Bhd.  
Registration No. 199401007886 (2935665-W)

## NOTICE OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 27th Annual General Meeting ("27th AGM") of SHL Consolidated Bhd. ("Company") will be held virtual and entirely via remote participation and voting at the Broadcast Venue at the **Conference Room, 18th Floor, Wisma Sin Heap Lee, 346 Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia** on Wednesday, 29 September 2021 at 11.00 a.m. for the purpose of transacting the following businesses, with or without modifications thereto:-

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve a Final Dividend of 8 sen per share in respect of the financial year ended 31 March 2021. **Resolution 1**
- To approve the payment of Directors' fees for the financial year ended 31 March 2021. **Resolution 2**
- To approve the payment of Directors' benefits for the period from 30 September 2021 until the next Annual General Meeting of the Company. **Resolution 3**
- To re-elect the following Directors who retire in accordance with Clause 86.1 of the Company's Constitution:-
  - Dato' Sri Ir. Yap Chong Lee **Resolution 4**
  - Wong Tiek Fong **Resolution 5**
- To re-appoint Messrs Khoo Wong & Chan as Auditors of the Company for the financial year ending 31 March 2022 and to authorise the Directors to fix their remuneration. **Resolution 6**

### AS SPECIAL BUSINESS

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

- Approval for Allotment of shares or Grant of rights** *(Resolution 7 (Please refer to Explanatory Note 3))*  
 "THAT the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue not more than 20% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be allotted and issued after the expiration of the approval hereof, and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad."
- 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 2021, if approved, will be paid on 26 October 2021 to depositors registered in the Record of Depositors of the Company on 12 October 2021.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 12 October 2021 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)  
(SSM PC No. 202008002837)  
**TAN KEAN WAI** (MAICSA 7056310)  
(SSM PC No. 202008000801)  
Company Secretaries

Kuala Lumpur  
30 August 2021

### NOTES:

- Only depositors whose names appear in the Register of Depositors as at 22 September 2021 shall be eligible to participate in this 27th AGM via remote participation and voting facilities.
- 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.
- 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.
- 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).
- 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.
- 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.
- 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, 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.
- The 27th AGM will be conducted on virtual and the Company has appointed Bina Management (M) Sdn. Bhd. as the Poll Administrator for the 27th AGM to facilitate the remote participation and voting facilities. Please refer to the procedures set out in the Administrative Notes for the 27th AGM on the registration and voting process for the Meeting.
- Due to the COVID-19 pandemic, the Broadcast Venue of the 27th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman shall be present at the main venue of the 27th AGM. **NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES** from the public will be allowed to be physically present at the Broadcast Venue on the day of the 27th AGM.
- In view of the constantly evolving Covid-19 situation in Malaysia, the Company may be required to change the arrangements of the Meeting at short notice. Kindly refer to the websites of Bursa Malaysia Securities Berhad and of the Company for the latest updates of the Meeting.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, the resolution set out in this Notice will be put to vote by poll.

### 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.
- Items 3 and 4 of the Agenda: Directors' fees and benefits payable**  
 Section 230(1) of the Companies Act 2016 provides amongst other, that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a General Meeting.  
 In this respect, the Board wishes to seek shareholders' approval for payment of Directors' fees of RM370,000 and benefits payable up to RM24,500 for the period from 30 September 2021 until the next AGM to be held in year 2022.  
 In determining the estimated total amount of Directors' fees and benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees of the Company as well as the number of Directors involved in these meetings based on the current number of Directors.  
 In the event, the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.
- Item 7 of the Agenda: Approval for Allotment of shares or Grant of rights**  
 Pursuant to Bursa Malaysia Securities Berhad ("BMSB")'s letter dated 16 April 2020, the Company is allowed to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing requirements ("MMLR") of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities (20% General Mandate) subject to fulfillment of the conditions as stipulated therein during these trying and challenging times due to the Covid-19 pandemic. This 20% General Mandate may be utilised by the Company to issue new securities until 31 December 2021 and thereafter, the 10% limit under Paragraph 6.03(1) of the MMLR will be reinstated. The authorisation, if approved, and unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given, or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier.  
 The Board of Directors are of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to the rising risk from the uncertain global and domestic economic environment, coupled with weak Ringgit performance, and this measure could give access to additional fundraising flexibility for the Company to ensure its long term sustainability and to meet its funding requirements such as funding current and/or future investment project(s), working capital, operational expenditure, repayment of bank borrowings and/or strategic opportunities involving equity deals and/or so forth which may require issuance of new shares, expeditiously and efficiently, during this challenging time. In addition, any delay arising from and cost involved in convening a general meeting to approve such issuance of shares could be eliminated.  
 As at the date of this Notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming annual general meeting.

### 4. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.