



SHL CONSOLIDATED BHD
(Registration No. 199401007886 (293565-W))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth (“30th”) Annual General Meeting of **SHL CONSOLIDATED BHD** (“the 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 **Thursday, 19 September 2024 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 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve a Final Dividend of 18.0 sen per share in respect of the financial year ended 31 March 2024. Resolution 1
- To approve the payment of Directors’ fees not exceeding RM430,000.00 for the financial year ended 31 March 2024 to be divided amongst the Directors in such manner as they may determine. Resolution 2
- To approve the payment of Directors’ benefits up to an amount of RM24,500.00 for the period from 20 September 2024 until the next Annual General Meeting of the Company. Resolution 3
- To re-elect the following Directors who retire pursuant to Clause 86.1 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - Y.A.M. Tengku Abdul Samad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Resolution 4
 - Dato’ Sri Ir. Yap Chong Lee Resolution 5
- To re-appoint Messrs. Khoo Wong & Chan as Auditors of the Company for the financial year ending 31 March 2025 and to authorise the Directors to fix their remuneration. Resolution 6

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:-

- AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** Resolution 7 (Please refer to Explanatory Note 5)

“THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Companies Act, 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares for the time being of the Company 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 the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/she/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.”

ANY OTHER BUSINESS

- To transact any other business of the Company of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the Final Dividend of 18.0 sen per share in respect of the financial year ended 31 March 2024, if approved, will be paid on 21 October 2024 to depositors registered in the Record of Depositors of the Company on 7 October 2024.

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 7 October 2024 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
SHL CONSOLIDATED BHD

CHOK KWEE WAH
(MACS 00550)
(SSM Practising Certificate No. 202008002837)
WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretaries

Kuala Lumpur
30 July 2024

NOTES:-

- Only depositors whose names appear in the Register of Depositors as at 12 September 2024 shall be eligible to participate in this 30th 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/their 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, Malaysia, 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 30th AGM will be conducted on virtual and the Company has appointed Bina Management (M) Sdn. Bhd. as the Poll Administrator for the 30th AGM to facilitate the remote participation and voting facilities. Please refer to the procedures set out in the Administrative Notes for the 30th AGM on the registration and voting process for the Meeting.
- The Broadcast Venue of the 30th 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 30th 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 30th AGM.
- 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:

1. Item 1 of the Agenda – Receipt of Audited Financial Statements and Reports

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.

2. 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 not exceeding RM430,000 and benefits payable up to RM24,500 for the period from 20 September 2024 until the next AGM to be held in year 2025.

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.

3. Item 5 of the Agenda – Re-election of Directors

The resolutions, if approved, will authorise the continuity in office of the Directors. An annual assessment on the performance and effectiveness of the Directors (including the independence of Independent Non-Executive Directors for the financial year ended 31 March 2023 had been undertaken, and the results were satisfactory to the Board.

4. Item 6 of the Agenda – Re-appointment of Auditors

Khoo Wong & Chan (AF 0736), being the Auditors of the Company for the financial year ended 31 March 2024, have expressed their willingness to continue in office.

5. Item 7 of the Agenda – Authority for Directors to Issue and Allot Shares

The Resolution proposed under Item 7 above, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company’s total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding ten per centum (10%) is in the best interest of the Company.

This authority will expire at the conclusion of the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

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 AGM of the Company.

6. 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 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 disclose the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent 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.