

**Notice Of Annual General Meeting**

NOTICE IS HEREBY GIVEN that the 16th 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, 2 September 2010 at 11.30 a.m. for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2010 together with the Reports of the Directors and the Auditors thereon. **Resolution 1**
2. To declare a First and Final Dividend of 7% less tax in respect of the financial year ended 31 March 2010. **Resolution 2**
3. To approve the payment of Directors' fees for the financial year ended 31 March 2010. **Resolution 3**
4. To re-elect Wong Tiek Fong retiring in accordance with Article 88 of the Company's Articles of Association. **Resolution 4**
5. To re-elect Souden Norendra retiring in accordance with Article 94 of the Company's Articles of Association. **Resolution 5**
6. To re-appoint Messrs Khoo Wong & Chan as Auditors of the Company until the conclusion of the next Annual General Meeting 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 resolutions:

7. Ordinary Resolution – Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature (Proposed Shareholders' Mandate)

"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 Sections 2.2 and 2.3 of the Circular to Shareholders dated 11 August 2010, which are necessary for the SHL Group's day-to-day operations subject further to the following:

- (i) the transactions are 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; and
- (ii) disclosure is made in the annual report a breakdown of the aggregate value of the recurrent transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year, where:
 - (a) the consideration, value of the assets, capital outlay or costs of the recurrent transactions is RM1 million or more; or
 - (b) the percentage ratios of such recurrent transactions is 1% or more,

whichever is the higher.

And amongst others, based on the following information:

- the type of the recurrent transactions made; and
- the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company.

AND THAT the authority conferred by the Proposed Shareholders' Mandate shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is again renewed;
- (ii) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (Act) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier;

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." **Resolution 7**

8. Ordinary Resolution – Authority to Directors to issue shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, 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 issued pursuant to this resolution in any one financial year does not exceed ten (10) per cent of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain 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 Annual General Meeting of the Company". **Resolution 8**

9. Special Resolution – Proposed Amendment to the Articles of Association of the Company

"THAT the proposed amendment to the existing Article 108 of the Articles of Association of the Company as set out in Part B of the Circular to Shareholders dated 11 August 2010, be and is hereby approved" **Resolution 9**

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

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that the First and Final Dividend of 7% less tax in respect of the financial year ended 31 March 2010, if approved, will be paid on 12 October 2010 to depositors registered in the Record of Depositors of the Company on 15 September 2010.

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

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 15 September 2010 in respect of transfers; and
- (b) 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

WINNIE CHOK KWEE WAH (MACS 00550)

LIM CHEW SUAN (MAICSA 7008940)

Secretaries

Kuala Lumpur
11 August 2010

NOTE 1:

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 need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. 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. Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an attorney duly authorized.

NOTE 2:

Resolution pertaining to the Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.

The Ordinary Resolution 7 proposed under item 7 is to seek a fresh Shareholders' Mandate for the recurrent related party transactions comprising the Shareholders' Mandate which has been obtained on 28 September 2009 as well as additional recurrent related party transactions. The proposed Shareholders' Mandate will enable the SHL Group to enter into recurrent transactions of a revenue or trading nature which are necessary for the SHL 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.

NOTE 3:

Resolution pursuant to Section 132D of the Companies Act, 1965.

- *The Ordinary Resolution 8 proposed under item 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 (10) per cent 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.*
- *This general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.*
- *The Company has not issued any shares pursuant to Section 132D of the Companies Act, 1965 under the previous general mandate which has been obtained on 28 September 2009 and which will lapse at the conclusion of the 16th AGM to be held on 2 September 2010.*

NOTE 4:

The Special Resolution 9 proposed under item 9 is to facilitate the implementation of electronic dividend payment system ("eDividend") in line with the latest changes to the Listing Requirements.

The main objective of implementing the eDividend are, amongst others, to promote greater efficiency of the dividend payment system to reflect the new initiatives with regard to the capital market, specifically to provide shareholders with an eDividend payment system which is an alternative method of receiving cash dividends that is convenient to the shareholders. The eDividend will allow the Company to credit dividend entitlements in respect of the shares of the Company directly into the shareholders' bank accounts and improve the efficiency of the Company.