

**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the 18th 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, 6 September 2012 at 11.30 a.m. for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESS**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and the Auditors thereon.                                     | <b>Please refer to Note 2</b> |
| 2. To declare a First and Final Dividend of 8% less tax in respect of the financial year ended 31 March 2012.  | <b>Resolution 1</b>           |
| 3. To approve the payment of Directors' fees for the financial year ended 31 March 2012.   | <b>Resolution 2</b>           |
| 4. To re-elect Dato' Ir. Yap Chong Lee retiring in accordance with Article 88 of the Company's Articles of Association.  | <b>Resolution 3</b>           |
| 5. To re-appoint Chin Yu Tow @ Cheng Yu Thou who retire pursuant to Section 129 of the Companies Act, 1965, to hold office until the conclusion of the next Annual General Meeting of the Company. | <b>Resolution 4</b>           |
| 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.              | <b>Resolution 5</b>           |

**AS SPECIAL BUSINESS**

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

**7. 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 15 August 2012, which are necessary for the SHL Group's day-to-day operations subject further to the following:

- 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
- 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:
  - the consideration, value of the assets, capital outlay or costs of the recurrent transactions is RM1 million or more; or
  - 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:

- 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;
  - 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
  - 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 6****8. 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 7****9. Proposed Renewal of Share Buy-Back Authority of up to 10% of its own Issued and Paid-Up Share Capital of the Company ("Proposed Share Buy-Back Authority")**

"THAT subject to the Companies Act, 1965 ("Act"), provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- The maximum aggregate number of ordinary shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at any point in time;
- The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits and share premium account of the Company;
- The authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:
  - the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Share Buy-Back Authority is passed, at which time the said authority will lapse, unless the authority is renewed by a resolution passed at the next AGM, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM after that date is required by the Act to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;
 whichever occurs first;
- Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner:
  - cancel the Shares so purchased;
  - retain the Shares so purchased as Treasury Shares;
  - distribute the Treasury Shares as dividend to shareholders;
  - resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and
  - any combination of the above (a), (b), (c) and (d).

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all acts and enter in all agreements, arrangements and guarantees with any party or parties for and on behalf of the Company as are necessary to implement, finalise and to give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments in any manner as may be required by any relevant authorities from time to time or otherwise as they deem fit in the best interests of the Company."

**Resolution 8**

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

**10. Proposed Amendments to the Articles of Association of the Company**

"THAT the Proposed Amendments to the Articles of Association of the Company as set out in Part C of the Circular to Shareholders dated 15 August 2012, be and are hereby approved.

AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments of the Articles of Association of the Company."

**Resolution 9****11. 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 8% less tax in respect of the financial year ended 31 March 2012, if approved, will be paid on 28 September 2012 to depositors registered in the Record of Depositors of the Company on 18 September 2012.

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

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 18 September 2012 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

**WINNIE CHOK KWEE WAH** (MACS O0550)  
**LIM CHEW SUAN** (MAICSA 7008940)  
Secretaries

Kuala Lumpur  
15 August 2012

**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 authorised.

For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting for the Record of Depositors as at 30 August 2012. Only a depositor whose name appears in the Record of Depositors as at 30 August 2012 shall be entitled to attend, speak and vote at the 18th Annual General Meeting or appoint a proxy/proxies to attend and vote instead of him.

**NOTE 2:** To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and the Auditors thereon.

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.

**NOTE 3:** Resolution pertaining to the Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.

The Ordinary Resolution 6 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 8 September 2011 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. Further information on the Proposed Shareholders' Mandate is set out in Part A of the Circular to Shareholders dated 15 August 2012, which is despatched together with this Annual Report 2012.

**NOTE 4:** Resolution pursuant to Section 132D of the Companies Act, 1965.

- The Ordinary Resolution 7 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 8 September 2011 and which will lapse at the conclusion of the 18th AGM to be held on 6 September 2012.

**NOTE 5:** Resolution pertaining to the Proposed Share Buy-Back Authority.

The Ordinary Resolution 8 proposed under item 9 is to seek a shareholders' approval to empower the Directors to purchase the Company's shares up to ten per cent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits and share premium account of the Company. Further information on the Proposed Share Buy-Back Authority is set out in Part B of the Circular to Shareholders dated 15 August 2012, which is despatched together with this Annual Report 2012.

**NOTE 6:** Resolution pertaining to the Proposed Amendments to the Articles of Association.

The Special Resolution 9 proposed under item 10 is to enable the Company to streamline the existing Articles of Association with current developments under the Listing Requirements and provide clarity in the Company's Articles of Association.