



ARBN 603 010 868

Level 12 QV1 Building  
250 St Georges Terrace  
Perth WA 6000

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the second Annual General Meeting of SHKL Group Limited (the “**Company**”) will be held at the following place, date and time:

**Place:** 5<sup>th</sup> Floor, Building D  
China Guigu Science Park  
Jiashan County, Jiaxing City  
Zhejiang Province  
China

**Date:** 31 August 2017

**Time:** 4:30 p.m.

to transact the following business:

- (A) To accept the Directors’ Report, Statement by directors and audited financial statements of the Company for the financial year ended 31 March 2017 (collectively, the “**2017 Annual Report**”).

Explanatory Note:

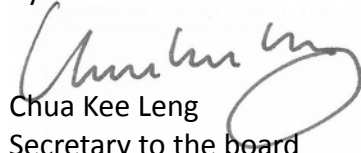
Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2017 Annual Report.

- (B) To consider and, if thought fit, to pass with or without modification the following proposed resolutions:-

**AS ORDINARY RESOLUTIONS**

1. THAT the Company’s be and is hereby approved to pay directors a total sum of A\$16,000 (to be divided in any proportion as the directors may determine) as directors’ fees for the financial year ended 31 March 2017; and
2. THAT J.K. Tan & Co., Chartered Accountants (Malaysia) be and is hereby reappointed as auditors of the Company AND THAT directors are hereby authorised to fix their remuneration.

By Order of the Board



Chua Kee Leng  
Secretary to the board  
Singapore  
31 July 2017

## VOTING EXCLUSION STATEMENT

All directors in office during the financial year ended 31 March 2017, namely Messrs ZHANG Yeping, ZHOU Xinghang, SHEN Weiguo and WU Jiping (the “**Qualifying Directors**”) will abstain from voting on the proposed Resolution 1, and the Company will disregard any votes cast on the proposed Resolution 1 any Qualifying Director and his associates.

## EXPLANATORY NOTES

### **Explanatory Note 1:**

A copy of the 2017 Annual Report may be obtained, **free of cost** in one or more of the following manner:

1. by downloading an electronic copy thereof from NSX’s market announcements portal on NSX’s official website (URL: [www.nsx.com.au](http://www.nsx.com.au)) under the “Market Data | Announcements” tab; or
2. by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to [skv.ir@mybiztrack.com](mailto:skv.ir@mybiztrack.com); or
3. by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
  - (a) by e-mail to [skv.ir@mybiztrack.com](mailto:skv.ir@mybiztrack.com);
  - (b) by telephone to 02 82807100.

### **Explanatory Note 2:**

#### **Proposed Resolution 1**

Article 21.1(a) of the Company's Articles of Association provides that subject to, amongst others, the Listing Rules, directors will be paid remuneration for services rendered as directors as the Company in general meeting may from time to time determine, which may be divided among directors in any proportions and in any manner as they may from time to time determine.

### **Explanatory Note 3:**

#### **Proposed Resolution 2**

Under Article 36.1(c) of the Company’s Articles of Association, auditors of the Company is appointed at each annual general meeting, and shall hold office until the

conclusion of the next general meeting. J.K. Tan & Co., Chartered Accountants (Malaysia) were appointed at the first annual general meeting of the Company held on 29 August 2016 and, being qualified under Article 36.1(g)(i)<sup>#</sup> of the Company's Articles of Association, consents to be re-appointed as auditors.

<sup>#</sup> A person is capable of being appointed auditor at an annual general meeting if he held office as auditor immediately before the meeting.

### **Explanatory Note 3**

Article 20.2 of the Company's Articles of Association requires that one-third of the Company's directors for the time being (excluding a director who was appointed by other directors and who must retire under Article 19.5) must retire at an annual general meeting. If this number is not a multiple of 3, the number of directors retiring under this Article shall be the nearest one-third.

As of the date of this notice, there are four directors, namely Messrs ZHANG Yeping, ZHOU Xinghang, SHEN Weiguo and WU Jiping. Therefore, the number of directors who must retire under Article 20.2 is one, being the whole number nearest one-third. Mr WU Jiping shall be retiring under this Article 20.2 and he has informed the Company that he will not be seeking re-election.



SHKL Group Limited  
ARBN 603 010 868

## LODGE YOUR INSTRUCTION



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

SHKL Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138;



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

## VOTING FORM

I/We being a member(s) of SHKL Group Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

**A**

### DIRECTION TO CHESS DEPOSITORY NOMINEES PTY LTD



I/We being a holder of CHESS Depository Interests (CDI) of SHKL Group Limited (the Company) hereby direct CHESS Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of the Company to be held at **4:30pm on Thursday, 31 August 2017 at 5th Floor, Building D, China Guigu Science Park, Jiashan County, Jiaxing City, Zhejiang Province, China (the Meeting)** and at any adjournment of that meeting, in the manner set out below.

OR

**B**

### APPOINT A PROXY

OR if you are **NOT** appointing Chess Depository Nominees Pty Ltd as your proxy, please write the name of the person or body corporate you are appointing as your proxy below

or failing the person/body corporate named, or if no person/body corporate is named, the Chess Depository Nominees Pty Ltd, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **4:30pm on Thursday, 31 August 2017 at 5th Floor, Building D, China Guigu Science Park, Jiashan County, Jiaxing City, Zhejiang Province, China (the Meeting)** and at any adjournment or postponement of the meeting.

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 72 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

### Resolutions

- 1 THAT the Company's be and is hereby approved to pay directors a total sum of A\$16,000 (to be divided in any proportion as the directors may determine) as directors' fees for the financial year ended 31 March 2017
- 2 THAT J.K. Tan & Co., Chartered Accountants (Malaysia) be and is hereby reappointed as auditors of the Company AND THAT directors are hereby authorised to fix their remuneration

For Against Abstain\*

|                          |                          |                          |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

CDI Holder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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## YOUR NAME AND ADDRESS

This is your name and address as it appears on the company's CDI register. If this information is incorrect, please make the correction on the form. CDI holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

## DIRECTION TO CHESS DEPOSITORY NOMINEES PTY LTD BOX A

Each CHESS Depository Interest (CDI) is evidence of an indirect ownership in a Common Share. The underlying Common Shares are registered in the name of CHESS Depository Nominees Pty Ltd (CDN). As holders of CDI's are not the legal owners of the Common Shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDI's. For voting purposes each CDI is equivalent to one Common Share.

## VOTING UNDER BOX B – APPOINTMENT OF A PROXY

If you do not wish to appoint Chess Depository Nominees Pty Ltd (CDN) as your proxy by marking Box A, please write the name of the Person or body Corporate you are appointing as your proxy in Box B. If you leave this section blank, or your named proxy does not attend the meeting, the Chess Depository Nominee Pty Ltd will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

## VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the company's security registry or you may copy this form.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

## SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

## CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:30pm on Monday, 28 August 2017**, being not later than 72 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged:



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



### BY MAIL

SHKL Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



### BY FAX

+61 2 9287 0309



### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)