



ARBN 603 010 868

Level 12 QV1 Building
250 St Georges Terrace
Perth WA 6000

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that third annual General Meeting of SHKL Group Limited will be held at the following place, date and time:

Place: 5th Floor, Building D
China Guigu Science Park
Jiashan County, Jiaxing City
Zhejiang Province
China

Date: 16 October 2018

Time: 11:30 a.m.

to transact the following business:

ORDINARY BUSINESS

- (A) To accept the directors' report, statement by directors and audited financial statements of the Company for the financial year ended 31 March 2018 (collectively, the **2018 Annual Report**).

Explanatory Note:

Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2018 Annual Report.

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

As ordinary resolutions

1. Resolution 1

THAT Mr SHEN Weiguo who retires as a director of the Company by rotation pursuant to Article 20.2, and whom being eligible for re-election under Article 20.3, be and is hereby re-elected as a director of the Company.

2. Resolution 2

THAT the Company's be and is hereby approved to pay directors a total sum of A\$10,000 (to be divided in any proportion as the directors may determine) as directors' fees for the financial year ended 31 March 2018; and

3. Resolution 3

THAT J.K. Tan & Co., Chartered Accountants (Malaysia) be and is hereby re-appointed as auditors of the Company AND THAT directors are hereby authorised to fix their remuneration.

OTHER BUSINESS

- (C) To deal with any other business that may legally be brought forward in accordance with the Company's Constitution and the Act.

EXPLANATORY NOTES

Explanatory notes for the proposed resolutions appear on the following pages.

By Order of the Board



CHUA Kee Leng

Company secretary

17 September 2018

EXPLANATORY NOTES

VOTING EXCLUSION

The Company will disregard any votes cast in favour of Resolution 2, by the Chairman, any director of the Company and their associates. However, the Company will not disregard a vote if it is cast by an above-mentioned person:

- (a) who votes in accordance with the directions on the proxy form, or
- (b) if it is cast by that person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

1. The 2018 Annual Report was lodged with the NSX on 2 July 2018, and it can be downloaded from the NSX announcements page at the following URL: <https://www.nsx.com.au/ftp/news/021735380.PDF>. If you wish to obtain a printed copy of the 2018 Annual Report, please inform the Company by e-mail (E-Mail: info@mybiztrack.com).

2. Resolution 1

Article 21.1(a) of the Articles of Association requires that directors' fees be determined by the Company in general meeting.

3. Resolution 2

Article 20.2 of the Articles of Association provides, inter alia, that one-third the number of directors for the time being must retire from office at each annual general meeting. Therefore, Mr SHEN Weiguo, being the director longest in service since his re-appointment, will retire at this forthcoming annual general meeting. Article 20.3 of the Articles of Association provides that a director who retires from office under the Company's constitution shall be eligible for re-election as a director. Mr SHEN Weiguo, being eligible, offers himself for re-election as a director.

4. Resolution 3

J.K. Tan & Co., Chartered Accountants was appointed auditor of the Company at the second annual general meeting to hold office until conclusion of the next annual general meeting as required by Article 36.1(c) of the Articles of Association. Article 36.1(g) states, among others, that a Qualified Auditor (as defined in the Articles of

Association) must hold office before the meeting to qualify being appointed as auditor of the Company. Therefore, being so qualified under Article 36.1(c) of the Articles of Association, J.K. Tan & Co., Chartered Accountants has expressed their willingness to be re-appointed auditors of the Company.

VOTING INSTRUCTIONS AND RIGHT TO APPOINT PROXIES

Under the Company's constitution, a CDI-holder may either:

- (a) give CDN voting instructions in relation to the number of CDIs he or she holds; or
- (b) requests CDN to appoint him or her or another person he or she nominates as CDN's proxy to attend the general meeting as CDN's proxy in relation to the number of CDIs he or she holds.

At a general meeting, on a show of hands, a CDI holder present in person or by proxy has one vote and, upon a poll, each CDI shall have one vote.

If you wish to give CDN voting instructions

If you wish to register your voting instructions, please complete the attached CDI Voting Instruction Form, and send it in person, by post, facsimile or e-mail (as the case may be) to the Company's share registry at the following contacts:

In person	By post	By Facsimile	By E-Mail
Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138	SHKL Group Limited c/- Link Market Services Limited, Locked Bag A14 Sydney South NSW 1235 Australia	Link Market Services Limited on facsimile number +61 2 9287 0309	By visiting https://investorcentre.linkmarketservices.com.au Enter SHKL Group Limited or the NSX code (SKV) in the Issuer name field in the Single Holding section, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your voting form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

If you wish to attend the meeting in person or by proxy

If you wish to attend the general meeting either in person or by proxy, please complete the attached Proxy Form, and send it in person, by post, facsimile or e-mail (as the case may be) to the Company's share registry at the following contacts:

In person	By post	By Facsimile	By E-Mail
Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138	SHKL Group Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia	Link Market Services Limited on facsimile number +61 2 9287 0309	By visiting https://investorcentre.linkmarketservices.com.au Enter SHKL Group Limited or the NSX code (SKV) in the Issuer name field in the Single Holding section, your

Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your voting form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

A CDI-holder who is entitled to attend and vote at the general meeting may appoint up to two proxies to attend and vote on his or her behalf. If a CDI-holder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. A proxy need not be a Shareholder of the Company.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the chairperson of the meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of that item on a poll.



SHKL Group Limited
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LODGE YOUR INSTRUCTION



ONLINE

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 **11:30am on Tuesday, 16 October 2018 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 **11:30am on Tuesday, 16 October 2018 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 Mr SHEN Weiguo who retires as a director of the Company by rotation pursuant to Article 20.2, and whom being eligible for re-election under Article 20.3, be and is hereby re-elected as a director of the Company
- 2 THAT the Company's be and is hereby approved to pay directors a total sum of A\$10,000 (to be divided in any proportion as the directors may determine) as directors' fees for the financial year ended 31 March 2018
- 3 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"/>
<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).

SKV PRX1802N



HOW TO COMPLETE THIS VOTING FORM

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:

- (a) 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.
- (b) 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.

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 **11:30am on Saturday, 13 October 2018**, 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

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)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**