



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting ("AGM") of Chin Well Holdings Berhad ("CWHB" or "the Company") will be held at the Conference Room of Chin Well Holdings Berhad at No. 1586, MK. 11, Lorong Perusahaan Utama 1, Bukit Tengah Industrial Park, 14000 Bukit Mertajam, Penang on Wednesday, 25 November 2020 at 11.00 a.m., for the following purposes :-

AGENDA

As Ordinary Business :

- | | |
|---|------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 7 |
| 2. To re-elect Mr. Tsai Yung Chuan, a Director who retires by rotation in accordance with Article 111 of the Company's Constitution and who, being eligible, offers himself for re-election. | Resolution 1 |
| 3. To re-elect Mr. Ang Seng Oo, a Director who retires by rotation in accordance with Article 111 of the Company's Constitution and who, being eligible, offers himself for re-election. | Resolution 2 |
| 4. To re-elect Mr. Low Yeaw Seng, a Director who retires in accordance with Article 118 of the Company's Constitution and who, being eligible, offers himself for re-election. | Resolution 3 |
| 5. To approve the payment of Directors' fees amounting to RM270,000 for the financial year ended 30 June 2020. | Resolution 4 |
| 6. To approve the payment of Directors' Benefits payable up to an amount not exceeding RM60,000 for the financial year ending 30 June 2021. | Resolution 5 |
| 7. To re-appoint Messrs. Grant Thornton as auditors of the Company to hold office until the conclusion of the next AGM of the Company 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 TO ISSUE SHARES | Resolution 7 |
| 8. "THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company.

AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution."

AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." | |
| 9. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY
"THAT, subject always to the Companies Act, 2016 ("the Act"), rules and regulations and orders made pursuant to the Act, the Constitution of the Company and the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares ("CWHB Shares") comprised in the total number of issued shares of the Company as may be determined by the Directors from time to time through Bursa Securities subject further to the following:
(i) the aggregate number of CWHB Shares which may be purchased or held by the Company shall not exceed 10% of the total number of issued shares of the Company ("Proposed Share Buy-Back"), subject to the restriction that the issued shares of the Company does not fall below the minimum share capital requirements of the Main LR of Bursa Securities that the Company continues to maintain a shareholding spread that is in compliance with the Main LR after the share purchase;
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the CWHB Shares under the Proposed Share Buy-Back shall not exceed the retained profits of the Company;
(iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until;
i. the conclusion of the next AGM of the Company at which such resolution was passed at the which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
ii. the expiration of the period within the next AGM of the Company after that date is required by law to be held; or
iii. the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the CWHB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
(iv) upon completion of the purchase(s) of the CWHB Shares by the Company, the Directors of the Company be and are hereby authorised to retain the CWHB Shares so purchased as treasury shares, which may be distributed as dividends to shareholders, cancel and/or resold on Bursa Securities, in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main LR of Bursa Securities and any other relevant authority for the time being in force,

And that, the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give full effect to and to complete the purchase of CWHB Shares. | Resolution 8 |
| 10. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. | |

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
Date : 23 October 2020

NOTES ON APPOINTMENT OF PROXY

- For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 17 November 2020. Only a depositor whose name appears on the Record of Depositors as at 17 November 2020 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.
- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the registered office during the office hour a day before the meeting.
- A member shall be entitled to appoint a maximum of 2 proxies to attend and vote instead of him at the same meeting and where a member appoints 2 proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Exempt Authorised Nominee") which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- Where a member is an Exempt Authorised Nominee, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- In the case of a corporate member, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1) (a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 5, if passed, will enable the Company to pay meeting allowances and other benefits to the Directors of the Company in accordance with Section 230(1) of the Companies Act 2016. The total amount of Directors' benefits payable is estimated based on the number of the Directors involved as well as the number of scheduled meetings of the Board and Board Committees.

NOTES ON SPECIAL BUSINESS

- The Resolution 7, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

- The Resolution 8, if passed, will enable the Directors of the Company to purchase the Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM. Further information on the Proposed Share Buy-Back Renewal is set out in Share Buy-Back Statement dated 23 October 2020, dispatched together with the Company's Annual Report for the financial year ended 30 June 2020.

NOTES ON ADMINISTRATIVE MATTERS

- According to the Guidance issued by the Securities Commission on 18 April 2020 and revised on 15 July 2020, a member who wish to attend the forthcoming AGM has to register ahead of the meeting and in any event, no later than 24 November 2020 at 11.00 am so as to enable the Company to make the necessary preparations and/or arrangements by providing the following information to the Company's Share Registrar:-

- Full Name
- Identity Card or Passport Number
- CDS Account Number
- Contact Number

Please do not hesitate to contact the Share Registrar, Bina Management (M) Sdn. Bhd. at 03-77843922 or vide email at binawin@binamg168.com if you have any questions or require any assistance on the above.

As a precautionary measure against the spread of COVID-19 pandemic, members are strongly encouraged to appoint the Chairman of the Meeting as proxy to vote in his stead.

- Registration will start at 10.00 am and will end at 11.00 am sharp or at such time as directed by the Chairman of the meeting.
- In light of the recent COVID-19 pandemic, our Health Officers will conduct a compulsory body temperature screening and hand sanitization at the lobby entrance before members, proxy holders or invited guests ("Attendees") could proceed to the registration counter.
- Attendees are required to wear face mask at all times and to provide your health declaration via MySejahtera mobile application or to sign a health declaration form with contact details for contact tracing, if required in the future by relevant parties.
- Attendees with body temperature at 37.5°C and above will not be allowed to enter the venue of the meeting.
- Attendees under Investigation and/or Person under Surveillance are not allowed to attend the 24th AGM.
- Attendees are required to adhere to all the precautionary measures in place at the venue of the AGM.
- Attendees are advised to visit www.mkn.gov.my for further information and/or latest updates, and to abide by the most current regulations at the time when deciding to attend the AGM in person.
- To ensure social and physical distancing and as a measure to reduce crowds, there will be no door gifts and no food & beverage will be served before the AGM. Kindly collect the take away refreshment pack at the registration counter after the AGM.