



## Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of 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 Monday, 22 December 2014 at 10.30 a.m., for the following purposes :-

### AGENDA

#### As Ordinary Business :

1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 7**
2. To re-elect the following Directors who retire by rotation in accordance with Article 102(1) of the Company's Articles of Association and who, being eligible, offer themselves for re-election :
  - i) Mr. Ung Peng Joo **Resolution 1**
  - ii) Ms. Tsai Chia Ling **Resolution 2**
3. To re-elect Cik Sharmin Fazlina Binti Mohd Shukor, who retires in accordance with Article 109 of the Company's Articles of Association and who, being eligible, offer herself for re-election. **Resolution 3**
4. To approve the payment of Directors' Fees for the financial year ended 30 June 2014. **Resolution 4**
5. To re-appoint Messrs. Grant Thornton as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

#### As Special Business :

6. To consider and if thought fit, to pass with or without modifications, the following resolutions as ordinary resolutions:
 

**CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**

  - i) "That, authority be and is hereby given to Mr. Lim Chien Ch'eng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **Resolution 6**
  - ii) "That, authority be and is hereby given to Mr. Ong Eng Choon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **Resolution 7**
  - iii) "That, authority be and is hereby given to Mr. Ung Peng Joo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." **Resolution 8**
7. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:
 

**AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES**

"That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." **Resolution 9**
8. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:
 

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED MANDATE")**

"That, subject always to the provisions of the Companies Act, 1965 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other regulatory authorities, approval be and is hereby given for the Company's subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business which are necessary for the day-to-day operations of the Company's subsidiaries as specified in Section 2.2 of the Company's Circular to Shareholders dated 28 November 2014 ("Circular") on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that such authority shall continue to be in force until :

  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which the Proposed Mandate was passed, at which time it will lapse, unless by an ordinary resolution passed at that AGM, the authority is renewed;
  - (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier;

And that, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this ordinary resolution.

And that, the estimates given on the recurrent related party transactions specified in Section 2.2 of the Circular being provisional in nature, the Directors and/or any of them be hereby authorised to agree to the actual amount or amounts thereof, provided always that such amount or amounts comply with the review procedures set out in Section 2.3 of the Circular." **Resolution 10**
9. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT only a depositor whose name appears on the Record of Depositors as at 15 December 2014 shall be entitled to attend the forthcoming Eighteenth Annual General Meeting or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board,  
**LEE PENG LOON (MACS 01258)**  
**P'ING CHIEW KEEM (MAICSA 7026443)**  
 Company Secretaries  
 Penang  
 Date : 28 November 2014

#### NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company.
2. For a proxy to be valid, the Proxy Form duly completed, must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
6. If the appointer is a corporation, the Proxy Form must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.

#### EXPLANATORY NOTE ON ORDINARY BUSINESS

7. The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and hence, the Agenda 1 is not put forward for voting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

8. The proposed Resolution 6 to 8, are to allow the Independent Non-Executive Directors to be retained and continue acting as Independent Non-Executive Directors to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendations 3.2 and 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in the Company's 2014 Annual Report.
9. The proposed Resolution 9, is to seek a renewal of the general mandate for the Directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued capital 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 general meeting will expire at the conclusion of the next Annual General Meeting.
 

As at the date of notice of meeting, no new shares has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.
10. The proposed Resolution 10, is to seek shareholders' approval on the Proposed Mandate for the Company's subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company. The details of the Proposed Mandate are set out in the Circular to Shareholders dated 28 November 2014 which has been dispatched together with the Company's 2014 Annual Report.