

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("AGM") 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 Thursday, 26 November 2015 at 11.00 a.m., for the following purposes :-

#### A G E N D A

**As Ordinary Business :**

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2015 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 : <ul style="list-style-type: none"> <li>i) Mr. Ong Eng Choon</li> <li>ii) Madam Tsai Chang Hsiu-Hsiang.</li> </ul> | <b>Resolution 1</b><br><b>Resolution 2</b> |
| 3. To approve the payment of Directors' Fees for the financial year ended 30 June 2015.  | Resolution 3                               |
| 4. 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 4                               |

**As Special Business :**

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

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| 5. <b>AUTHORITY FOR MR. LIM CHIEN CH'ENG TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b><br>"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 9 years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company."   | Resolution 5 |
| 6. <b>AUTHORITY FOR MR. ONG ENG CHOON TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b><br>"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 9 years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company."   | Resolution 6 |
| 7. <b>AUTHORITY FOR MR. UNG PENG JOO TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b><br>"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 9 years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company."   | Resolution 7 |
| 8. <b>AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES</b><br>"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 AGM of the Company 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 of and quotation for the additional shares to be issued." | Resolution 8 |
| 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.   |              |

FUTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Nineteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 20 November 2015. Only a depositor whose name appears on the Record of Depositors as at 20 November 2015 shall be entitled to attend the said AGM or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board,  
**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
 Company Secretaries

Penang  
 Date : 04 November 2015

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 shareholdings 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 Resolutions 5 to 7, are to seek approval for the existing Independent Non-Executive Directors who had served more than 9 years to be retained and continue to act as independent directors to fulfill the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in the Company's 2015 Annual Report.
9. The proposed Resolution 8, 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 AGM.

As at the date of this notice, 27,000,000 ordinary shares of RM0.50 each ("Chin Well Shares") were issued pursuant to the general mandate granted at the last AGM of the Company and the aforesaid shares was issued in conjunction with the acquisition of the entire equity interest in Asia Angel Holdings Limited for a total purchase consideration of RM47.46 million, fully satisfied via a combination of issuance and allotment of 27.0 million Chin Well Shares and the balance via cash amounting to RM8.31 million.

The general mandate for issuance 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.

2015 ANNUAL REPORT

The 2015 Annual Report is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within four (4) market days from the date of receipt of the verbal or written request.

Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms. Lye Chooi Kuan at telephone no. 04-5075858 ext: 205 or email your request to chinwell@chinwell.com.my