



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 20th 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. 1568, MK. 11, Lorong Perusahaan Utama 1, Bukit Tengah Industrial Park, 14000 Bukit Mertajam, Penang on Friday, 18 November 2016 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 2016 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 102(1) of the Company's Articles of Association and who, being eligible, offers himself for re-election. Resolution 1
3. To re-elect Mr. Lim Chien Ch'eng, a director who retires by rotation in accordance with Article 102(1) of the Company's Articles of Association and who, being eligible, offers himself for re-election. Resolution 2
4. To consider and if thought fit, to pass with or without modifications, the following special resolution pursuant to Section 129(6) of the Companies Act, 1965:-
"That Mr. Ung Peng Joo, a director who retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a director of the Company to hold office until the next AGM of the Company." Resolution 3
5. To approve the payment of Directors' Fees for the financial year ended 30 June 2016. Resolution 4
6. 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 5

As Special Business :

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

7. **PROPOSED CONTINUATION OF MR. LIM CHIEN CH'ENG IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"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 6
8. **PROPOSED CONTINUATION OF MR. ONG ENG CHOON IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"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 7
9. **PROPOSED CONTINUATION OF MR. UNG PENG JOO IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"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 8
10. **PROPOSED RENEWAL OF GENERAL MANDATE FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
"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 new 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 of the additional shares to be issued." Resolution 9
11. **PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL**
"That, subject to the Companies Act, 1965 ("the Act"), rules and regulations and orders made pursuant to the Act, the Articles of Association ("Articles") 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 of RM0.50 each ("CWHB Shares") comprised in the Company's issued and paid-up ordinary share capital 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 issued and paid-up ordinary share capital of the Company ("Proposed Share Buy-Back"), subject to the restriction that the issued and paid-up ordinary share capital of CWHB 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 and/or share premium account of the Company for the time being which stood at RM97,425,133.00 and RM128,162,000.00 respectively as at 30 June 2016 based on the latest Audited Financial Statements of CWHB for the financial year ended 30 June 2016;
(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 requirements of 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 10

12. 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 for the purpose of determining a member who shall be entitled to attend the 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 11 November 2016. Only a depositor whose name appears on the Record of Depositors as at 11 November 2016 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)
PING CHEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
Date : 25 October 2016

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, 61-21-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 189(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company. Hence, the Agenda 1 is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

8. The Resolutions 6 to 8, 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 fulfil 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 2016 Annual Report.
9. The 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 mandate, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next AGM of the Company.

As at the date of this notice, no new shares has been issued pursuant to the general mandate granted at the last AGM held on 26 November 2015.

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.

10. The Resolution 10, is to seek approval for the Directors of the Company to purchase the Company's shares up to 10% of the issued and paid-up share capital of the Company. This mandate, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 25 October 2016, dispatched together with the Company's 2016 Annual Report.

2016 ANNUAL REPORT

The 2016 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. Lya Chooi Kuan at telephone no. 04-5075888 ext: 205 or email your request to acc@chinwell.com.my