



IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR ORIGINATING SUMMONS NO. WA-24NCC-531-12/2016

In the matter of a share exchange agreement dated 14 November 2016 between Chee Wah Corporation Berhad (Company No. 32250-D) and CWG Holdings Berhad (Company No. 1206385-W) (formerly known as CWC Holdings Berhad)

And

In the matter of a Proposed Scheme of Arrangement of Chee Wah Corporation Berhad (Company No. 32250-D) pursuant to section 176 of the Companies Act, 1965

And

In the matter of the Companies Act, 1965

And

In the matter of Order 88 Rule 2 of the Rules of Court 2012.

Chee Wah Corporation Berhad
(Company No. 32250-D)

...Applicant

NOTICE OF COURT CONVENED MEETING

(For Shareholders of the Applicant)

NOTICE IS HEREBY GIVEN that by an Order of the High Court of Malaya at Kuala Lumpur ("**High Court**") dated 10 January 2017 ("**Order**"), the High Court has directed a meeting to be convened for the shareholders of the abovenamed Applicant, Chee Wah Corporation Berhad ("**CWCB**" or "**Company**"), to consider and, if thought fit, approve (with or without modification or addition) a scheme of arrangement proposed to be made between CWCB and its shareholders ("**Court Convened Meeting**") pursuant to section 176 of the Companies Act, 1965 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for CWCB's shareholders;

"THAT subject to the High Court's approval of the proposed scheme of arrangement as set out in the Notice of Court Convened Meeting dated 24 March 2017, approval be and is hereby given for the implementation of a scheme of arrangement between CWCB and the shareholders of CWCB pursuant to section 176 of the Act ("**Proposed Scheme of Arrangement**"), details of which are set out in **Sections 2.1 to 2.2** of the Explanatory Statement to the holders of CWCB Shares (as defined below)/Circular to shareholders of CWCB dated 24 March 2017 ("**Explanatory Statement/Circular**"), which entails amongst others, the following proposals:

- (a) proposed exchange of the entire 42,096,700 issued ordinary shares in CWCB ("**CWCB Shares**") with 84,193,400 new ordinary shares in a new investment holding company, CWG Holdings Berhad (formerly known as CWC Holdings Berhad) ("**CWG**") ("**CWG Shares**"), on the basis of two (2) new CWG Shares for every one (1) existing CWCB Share held ("**Proposed Share Exchange**"); and
- (b) proposed assumption of the listing status of CWCB by CWG and the admission of CWG to and withdrawal of CWCB from the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), with the listing of and quotation for the entire CWG Shares on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**")

(collectively referred to as the "**Proposed Internal Reorganisation**")

THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Board may consider necessary or expedient with full power to:

- (a) execute any other agreements in relation to the Proposed Share Exchange and the Proposed Transfer of Listing and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Share Exchange and the Proposed Transfer of Listing; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Board in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Share Exchange and the Proposed Transfer of Listing,

AND THAT all previous actions taken by the Board for the purpose of or in connection with the Proposed Share Exchange and the Proposed Transfer of Listing be and are hereby adopted, approved and ratified."

The Court Convened Meeting for Shareholders will be held at The Light Hotel, Lebuhraya 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on Wednesday, 19 April 2017 at 11.00 a.m. or at any adjournment thereof, at which place and time all the aforesaid shareholders are requested to attend. A copy of the Explanatory Statement/Circular detailing the Proposed Internal Reorganisation and containing the Form of Proxy required to be furnished pursuant to section 177 of the Act has been despatched to the shareholders of CWCB ("**Document**"). Additional copies of the Document can be obtained from the registered office of the Company at 6428 Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang on any day from the date of the Document up to the date of the Court Convened Meeting for Shareholders, from 8.00 a.m. to 6.00 p.m. from Mondays to Fridays (except public holidays).

The Shareholders may vote in person at the Court Convened Meeting for Shareholders or they may appoint another person or proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for Court Convened Meeting for shareholders is enclosed in the Document.

The Form of Proxy must be deposited at the registered office of the Company at 6428 Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang no later than 24 hours before the time set for the Court Convened Meeting for shareholders or any adjourned meeting thereof.

By Order of the Court, the Board has appointed Dato' Mohd Junid Bin Mohd. Noor @ Md Noor, or in his absence, Mr Lee Eng Sheng to act as the Chairperson of the Court Convened Meeting for Shareholders and that the results of the Court Convened Meeting for Shareholders be reported to the Court after the Court Convened Meeting for shareholders.

The Proposed Scheme of Arrangement will be subject to the subsequent approval of the Court.

Date: 24 March 2017

Messrs. Zaid Ibrahim & Co.,
Solicitors for Chee Wah Corporation Berhad
Level 19, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

Notes:

1. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies, and in the case of a corporation, a duly authorised representative to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. A member who appoints more than one proxy shall specify the proportion of his shareholdings to be represented by each proxy.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at 6428 Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang not less than 24 hours before the time fixed for holding this meeting or at any adjournment thereof.
6. A depositor whose name appears in the Record of Depositors of the Company as at 13 April 2017 shall be regarded as a member entitled to attend, speak and vote at the CCM or to appoint a proxy to attend, speak and vote on his behalf.
7. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the CCM or at any adjournment thereof.