



Chin Well
HOLDINGS BERHAD
371551-T

(Company No. 371551-T)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the 21st 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 Thursday, 23 November 2017 at 11.00 a.m., for the following purposes:-

A G E N D A

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 6**
2. To re-elect Ms. Tsai Chia Ling, a director who retires by rotation in accordance with Article 102(1) of the Company's Constitution and who, being eligible, offers herself for re-election. **Resolution 1**
3. To re-elect Cik Sharmin Fazlina Binti Mohd Shukor, a director who retires by rotation in accordance with Article 102(1) of the Company's Constitution and who, being eligible, offers herself for re-election. **Resolution 2**
4. To approve the increase of Directors' Fees from RM210,000 to RM315,000 and the payment of Directors' Fees amounting to RM315,000 for the financial year ended 30 June 2017. **Resolution 3**
5. To approve the payment of Directors' Benefits up to an amount not exceeding RM70,000 from 01 February 2017 until the conclusion of the next AGM of the Company. **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** **Resolution 6**
"That, authority be and is hereby given to Mr. Lim Chien Ch'eng who had 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."
8. **PROPOSED CONTINUATION OF MR. ONG ENG CHOON IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 7**
"That, authority be and is hereby given to Mr. Ong Eng Choon who had 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."
9. **PROPOSED RENEWAL OF GENERAL MANDATE FOR DIRECTORS TO ALLOT AND ISSUE SHARES IN THE COMPANY** **Resolution 8**
"That, subject always to the provisions of the Companies Act 2016, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and practice notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be hereby given for the Directors of the Company 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 the approval conferred by this resolution shall take effect immediately upon the passing of this resolution and shall continue to be in force until:
(a) the conclusion of the AGM of the Company held next after the approval was given;
(b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier; or
(c) revoked or varied at any time by an ordinary resolution passed by the shareholders in a general meeting; whichever is the earlier;
That, the Directors of the Company be hereby authorised to enter into such transactions, arrangements, agreements and documents as are necessary with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors, in their absolute discretion deem fit and in the best interest of the Company.
And that, any Executive Director and/or the 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 as are necessary to give full effect to such transactions as authorised by this resolution."
10. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK RENEWAL")** **Resolution 9**
"That, subject always to the provisions of 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 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, 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 Renewal shall not exceed the retained profits of the Company;
(iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back Renewal 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 Renewal 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."
11. 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.

FUTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 21st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 15 November 2017. Only a depositor whose name appears on the Record of Depositors as at 15 November 2017 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 : 30 October 2017

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 twenty-four (24) hours before the time appointed for the taking of the poll or at any adjournment thereof.
3. A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) or more proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. 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.
5. 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.

EXPLANATORY NOTE ON ORDINARY BUSINESS

6. The Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Companies Act 2016. Hence, this agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act 2016.

EXPLANATORY NOTES ON SPECIAL BUSINESS

7. The Resolutions 6 and 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 2017 Annual Report.
Mr. Ung Peng Joo, aged above 70 who had served for a cumulative term of more than 9 years as independent non-executive director of the Company is retiring at the forthcoming 21st AGM and he had indicated to the Board that he is not seeking for re-appointment as a Director of the Company.
Upon his retirement at the conclusion of the 21st AGM, Mr. Ung Peng Joo will cease to be a member of the Audit Committee; Nominating Committee and Remuneration Committee.
The Board would like to thank Mr. Ung Peng Joo for his support, commitment and invaluable contributions to the Group.
8. The 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 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 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, the Directors have not issued any new shares pursuant to the general mandate granted at the last AGM held on 18 November 2016.
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.
9. The Resolution 9, is to seek the shareholders' approval for 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 30 October 2017, dispatched together with the Company's 2017 Annual Report.