



CHIN WELL HOLDINGS BERHAD

Registration No.: 199501042347 (371551-T)
(Incorporated in Malaysia)

EXTRAORDINARY GENERAL MEETING

12 January 2022

Dear valued shareholders,

We wish to inform shareholders that an Extraordinary General Meeting ("**EGM**") of CHIN WELL HOLDINGS BERHAD ("**Chin Well**" or "**Company**") will be held FULLY VIRTUAL as detailed below:

Date of EGM	: 28 January 2022 (Friday)
Time	: 11.30 am or immediately after the conclusion or adjournment of the 25 th Annual General Meeting to be held on the same date at 10.30 am, whichever is later
Venue	: Online meeting platform at https://bit.ly/3ozkvGm provided by Bina Management (M) Sdn Bhd in Malaysia (Domain registration number 57236023)

In our efforts of going green and in preserving the environment, the following documents are available for download via the QR Code or from our Company's website at www.chinwell.com.my :

1. Notice of EGM dated 12 January 2022
2. Circular to Shareholders in relation to the Proposed Settlement of Amount Owing of RM47,683,244.80 by NBH Service Centre Sdn Bhd to Chin Well Service Centre Sdn Bhd, a Wholly-Owned Subsidiary of Chin Well
3. Proxy Form for the EGM



Shareholders who wish to receive a printed copy of the above documents may make your request through telephone call or vide email. Kindly refer to the Enquiries section for contact details.

ADMINISTRATIVE GUIDE FOR THE VIRTUAL EGM

In light of the COVID-19 pandemic and as part of our safety measures, the EGM will be conducted fully virtual through live streaming and online participating and voting using the Remote Participation and Voting ("**RPV**") Facilities.

Kindly note that the quality of the live streaming and online voting is highly dependent on the bandwidth and stability of the internet connection of the attendees (shareholders and proxies). Hence, you are to ensure your internet connectivity throughout the duration of the meeting is maintained.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

All shareholders of the Company, whether individual shareholders, corporate shareholders, proxy holders, authorised nominees or exempt authorised nominees whose names appear on the Record of Depositors of the Company as at **20 January 2022** that wish to attend the EGM will have to register to attend remotely by using RPV Facilities, the details of which is set out below.

For shareholders who are unable to participate in the EGM, you may appoint proxy or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM. The duly completed Proxy Form 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 48 hours before the time for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll.

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The Company has appointed Bina Management (M) Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and Niche Unity Consultants Sdn Bhd as Independent Scrutineer to verify the poll results.

REMOTE PARTICIPATION AND VOTING

The procedures to participate in RPV Facilities are as follows:

1. For Corporate Shareholders, please provide the following documents to the Registered Office no later than **Wednesday, 26 January 2022 at 11.30 am**:
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative's e-mail address and mobile number.

Upon submission of such documents, please **inform the Corporate Representative(s) to register themselves via the Registration Link as entailed in item 3 below.**



2. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to participate at the EGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the EGM via the RPV Facilities. Kindly submit the duly executed proxy form to registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not later than **Wednesday, 26 January 2022 at 11.30 am** and **inform your proxy(ies) to register themselves via the Registration Link as entailed in item 3 below.**



REMOTE PARTICIPATION AND VOTING (CONT'D)

The procedures to participate in RPV Facilities are as follows:

3. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE EGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> Please click https://bit.ly/3ozkvGm or by scanning the QR Code below to register yourself as Shareholder for verification of attendance purpose.  <ul style="list-style-type: none"> Corporate Representative and Beneficiary Owner of an Exempt Nominee who have forwarded their documents in accordance with the manners stipulated in items 1 and 2 above may register yourself using the link above for verification of attendance purpose.
(b)	CONFIRMATION ATTENTANCE	<ul style="list-style-type: none"> Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit any questions online via https://bit.ly/31Mgk0J or by scanning the QR Code below and to submit your questions accordingly: 
4 ON THE EGM DAY		
(a)	PARTICIPATION	<ul style="list-style-type: none"> Click on the participation link which was provided to you via e-mail. Sharing of participation is strictly prohibited. If you have any question to be raised during the meeting, you may submit by using the Q and A box. The Chairman/ Board will try to address the questions submitted prior or during the accordingly
(b)	ONLINE VOTING	<ul style="list-style-type: none"> The voting link for Online Voting will be displayed in the Chat Box of the Virtual Meeting Room upon commencement of the EGM. Voting shall commence from 11.30 am or immediately after the conclusion of the 25th Annual General Meeting to be held on the same date at 10.30 am, whichever is later or at any adjournment thereof, until a time when the Chairman of the meeting announces the close of the voting session at the EGM.
(c)	CLOSURE	The EGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

RECORDING/PHOTOGRAPHY

No recording/photography of the EGM proceedings is allowed without prior written permission or consent from the Company.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no door gift or e-voucher or food voucher given at this EGM.

ENQUIRIES

- i) If you have any enquiries relating to the EGM Administrative Notes for Shareholders, please contact our Share Registrar, Bina Management (M) Sdn Bhd during office hours, Mondays to Fridays (except public holiday), from 9:00 am to 5:00 pm:
Tel No. : 603-7784 3922
Email : binawin@binamg168.com
- ii) If you have enquiry relating to the fully virtual EGM or encounters issues with the log in, steps to connect to live streaming and online voting during the EGM, please contact:
Tel No. : 603-2241 5800
Mobile/WhatsApp : 017-388 3989
Email : vmequiry@yahoo.com
Contact Person : Virtual Meeting Administrator

Thank you.

Yours faithfully,
CHIN WELL HOLDINGS BERHAD

LIM CHIEN CH'ENG
CHAIRMAN



Chin Well
HOLDINGS BERHAD
Registration No. 199501042347 (371551-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Chin Well Holdings Berhad (“Chin Well” or “Company”) will be held fully virtual through live streaming and online participation and voting using Remote Participation and Voting (“RPV”) facilities via the online meeting platform at <https://bit.ly/3ozkvGm> provided by Bina Management (M) Sdn Bhd in Malaysia (Domain registration number 57236023) on Friday, 28 January 2022 at 11.30 am or immediately after the conclusion or adjournment of the 25th Annual General Meeting of the Company to be held on the same date at 10.30 am, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED SETTLEMENT OF AMOUNT OWING OF RM47,683,244.80 (“AMOUNT OWING”) BY NBH SERVICE CENTRE SDN BHD (“NBHSC”) TO CHIN WELL SERVICE CENTRE SDN BHD (“CWSC”), A WHOLLY-OWNED SUBSIDIARY OF CHIN WELL (“PROPOSED SETTLEMENT”)

“THAT subject to the approval from all relevant authorities and/or parties (where applicable), the Board of Directors of Chin Well (“Board”) be and is hereby authorised to carry into effect the settlement of the Amount Owing by NBHSC to CWSC, a wholly-owned subsidiary of Chin Well by way of the following:

- (i) transfer of 44.999% and 0.001% equity interest in NBH Realty Sdn Bhd (“NBH Realty”) from Toh Su See (“TSS”) and Ng Beng Hoo (“NBH”) respectively (“45% NBH Realty”) which is valued at RM1,686,979.17;
- (ii) transfer of 45% equity interest in Jadi Raya Development Sdn Bhd (“Jadi Raya”) from TSS (“45% Jadi Raya”) which is valued at RM98,514.90;
- (iii) the assignment of all the advances made by TSS to NBH Realty and Jadi Raya amounting to RM25,895,780.52; and
- (iv) the balance amount of RM20,001,970.21 represents the Amount Owing after deducting items (i) to (iii) above and shall be settled over a period of five (5) years or such extended period agreed upon by CWSC as stated in the settlement agreement dated 25 October 2021 entered into between CWSC and NBHSC, NBH and TSS in relation to the Proposed Settlement.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents, agreements, arrangements, undertakings, declarations and/or guarantees to or with any party or parties as it may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Settlement with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient in the best interest of the Company.”

By Order of the Board,

LEE PENG LOON (MACS 01258)

SSM PC NO. 201908002340

P’NG CHIEW KEEM (MAICSA 7026443)

SSM PC NO. 201908002334

Company Secretaries

Penang

Date : 12 January 2022

Notes:

1. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 20 January 2022. Only a depositor whose name appears on the Record of Depositors as at 20 January 2022 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.
2. A proxy may but need not be a member of the Company.
3. For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the registered office during the office hour a day before the meeting.
4. A member shall be entitled to appoint a maximum of 2 proxies to attend and vote instead of him at the same meeting and where a member appoints 2 proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“Exempt Authorised Nominee”) which holds ordinary shares of the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
6. Where a member is an Exempt Authorised Nominee, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
7. 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.
8. Members are advised to refer to the Letter to Shareholders dated 12 January 2022 for the administrative guide and follow the procedures set out therein to participate remotely via the RPV Facilities.

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**CHIN WELL HOLDINGS BERHAD**Registration No. 199501042347 (371551-T)
(Incorporated in Malaysia)**PROXY FORM**

Number of Shares Held	CDS ACCOUNT NO.									

*I/We..... (*NRIC/Passport/Company No.....)
(Full Name in Block Letters)

of
(Address)

being a * member / members of the abovenamed Company, hereby appoint:

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone No.			

*and/or

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone No.			

or failing whom, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held fully virtual through live streaming and online participation and voting using Remote Participation and Voting ("RPV") facilities via the online meeting platform at <https://bit.ly/3ozkvGm> provided by Bina Management (M) Sdn Bhd in Malaysia (Domain registration number 57236023) on Friday, 28 January 2022 at 11.30 am or immediately after the conclusion or adjournment of the 25th Annual General Meeting of the Company to be held on the same date at 10.30 am, whichever is later.

ORDINARY RESOLUTION	FOR	AGAINST
PROPOSED SETTLEMENT OF AMOUNT OWING OF RM47,683,244.80 BY NBH SERVICE CENTRE SDN BHD TO CHIN WELL SERVICE CENTRE SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF CHIN WELL HOLDINGS BERHAD		

Please indicate with an "x" in the appropriate space provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy may vote as he thinks fit.

Signed this day of 2022.

.....
Signature of Member(s) / Common Seal

Notes:

1. A proxy may but need not be a member of the Company.
2. For a proxy to be valid, this form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the registered office during the office hour a day before the meeting.
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4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Exempt Authorized Nominee") which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
5. Where a member is an Exempt Authorized Nominee, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the Exempt Authorized Nominee specifies the proportion of its shareholding to be represented by each proxy.
6. In the case of a corporate member, this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
7. Only Depositors whose name appears on the Record of Depositors as at 20 January 2022 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his behalf. Members are advised to refer to the Letter to Shareholders dated 12 January 2022 for the administrative guide and follow the procedures set out therein to participate remotely via the RPV Facilities.

* Strike out whichever is not desired.

Fold this flap for sealing

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stamp

The Company Secretary
CHIN WELL HOLDINGS BERHAD
199501042347 (371551-T)
51-21-A, Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Penang

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