

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

All abbreviations contained herein are defined in the "Definitions" section of this Abridged Prospectus unless stated otherwise.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

If you have sold or transferred all your CWG Shares, you should at once hand this Abridged Prospectus, and the accompanying NPA and RSF, (collectively referred to as the "Documents") to the agent/broker through whom you effected the sale or transfer for onward transmission to the purchaser or transferee. All enquiries concerning the Rights Issue should be addressed to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

This Abridged Prospectus has been registered by the SC. The registration of this Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in this Abridged Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Documents have also been lodged with the Companies Commission of Malaysia, who takes no responsibility for the contents of the Documents.

On 19 April 2017, shareholders of CWCB (who are currently shareholders of CWG after the completion of the Internal Reorganisation on 13 July 2017) had approved the Rights Issue at the EGM of CWCB. The approval from Bursa Securities was obtained on 7 March 2017 for the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities. The listing of and quotation for the Rights Shares on the Main Market of Bursa Securities are in no way reflective of the merits of the Rights Issue.

Our Board has seen and approved all the documentation relating to the Rights Issue including the Documents. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which if omitted would make the statements in the Documents false or misleading.

The Documents are only despatched to our shareholders whose names appear in our Record of Depositors as at 5.00 p.m. on 14 September 2017 at their registered address in Malaysia or who have provided our Share Registrar with an address in Malaysia not later than 5.00 p.m. on 14 September 2017. The Documents are not intended to be (and will not be) issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Entitled Shareholders and/or their renounee/transferee (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and/or other professional advisers as to whether the acceptance and/or renunciation (as the case may be) of all or any part of their entitlements to the Rights Shares would result in a contravention of any laws of such countries or jurisdictions. Neither we, RHB Investment Bank nor any other professional advisers shall accept any responsibility or liability in the event that any acceptance and/or renunciation (as the case may be) of the entitlements to the Rights Shares made by the Entitled Shareholders and/or their renounee/transferee (if applicable) is or shall become illegal, unenforceable, voidable or void in any such countries or jurisdictions.

RHB Investment Bank, being our Principal Adviser for the Rights Issue, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, PLEASE REFER TO SECTION 6 OF THIS ABRIDGED PROSPECTUS.



H O L D I N G S B E R H A D

CWG HOLDINGS BERHAD

(Company No. 1206385-W)

(Formerly known as CWC Holdings Berhad)

(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 42,096,701 NEW ORDINARY SHARES IN CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG SHARE(S)") ("RIGHTS SHARE(S)") AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING CWG SHARES HELD AS AT 5.00 P.M. ON 14 SEPTEMBER 2017

Principal Adviser



RHB Investment Bank Berhad

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT RELEVANT DATES AND TIME:

Entitlement Date	:	Thursday, 14 September 2017 at 5.00p.m.
Last date and time for sale of provisional allotment of rights	:	Thursday, 21 September 2017 at 5.00p.m.
Last date and time for transfer of provisional allotment of rights	:	Wednesday, 27 September 2017 at 4.00p.m.
Last date and time for acceptance and payment	:	Monday, 2 October 2017 at 5.00p.m.
Last date and time for excess application and payment	:	Monday, 2 October 2017 at 5.00p.m.

All terms and abbreviations used herein shall have the same meanings as those defined in the "Definitions" section of this Abridged Prospectus unless stated otherwise.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS ABRIDGED PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ABRIDGED PROSPECTUS.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT IN THE RIGHTS SHARES. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS ABRIDGED PROSPECTUS ARE DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CMSA.

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE RIGHTS ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, (SUCH AS OUR DIRECTORS AND ADVISERS) ARE RESPONSIBLE.

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO MALAYSIAN LAWS. WE AND OUR ADVISERS ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN OFFERING OF THE RIGHTS SHARES BASED ON THE DOCUMENTS OR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. THE DOCUMENTS MAY NOT BE USED FOR AN OFFER TO SELL OR AN INVITATION TO BUY THE RIGHTS SHARES IN ANY OTHER COUNTRY OR JURISDICTION OTHER THAN MALAYSIA. WE AND OUR ADVISERS REQUIRE YOU TO INFORM YOURSELF OF AND TO OBSERVE SUCH RESTRICTIONS.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Abridged Prospectus, the NPA and the RSF:

“Abridged Prospectus”	: This abridged prospectus dated 14 September 2017
“Act”	: Companies Act, 2016
“Authorised Nominee”	: A person who is authorised to act as a nominee as defined under the Rules of Bursa Depository
“Board”	: Board of Directors of CWG
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (165570-W)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“CDS Account”	: A securities account established by Bursa Depository under the SICDA and the Rules of Bursa Depository for a depositor for the recording of deposits or withdrawal of securities and dealings in such securities by the depositors
“Closing Date”	: 2 October 2017 at 5.00 p.m., being the last date and time for the acceptance, application and payment for the Provisional Rights Shares and the Excess Rights Shares
“CMSA”	: The Capital Markets and Services Act, 2007
“Corporate Exercises”	: Internal Reorganisation and Rights Issue, collectively
“CWCB”	: Chee Wah Corporation Berhad (32250-D)
“CWCB Group”	: CWCB and its subsidiary companies, collectively
“CWCB Shares”	: Ordinary shares in CWCB
“CWG” or the “Company”	: CWG Holdings Berhad (1206385-W) (formerly known as CWC Holdings Berhad)
“CWG Group” or the “Group”	: CWG and its subsidiary companies, collectively
“CWG Shares” or the “Shares”	: Ordinary shares in CWG
“Directors”	: The directors of CWG and shall have the meaning given in Section 2(1) of the CMSA
“Documents”	: The Abridged Prospectus, and the accompanying NPA and RSF, collectively
“EGM”	: Extraordinary general meeting
“Electronic Application”	: Application for the Rights Shares and/or the Excess Rights Shares through the Automated Teller Machines of the Participating Financial Institutions
“Entitled Shareholders”	: Our shareholders whose names appear in the Record of Depositors of our Company on the Entitlement Date

DEFINITIONS (CONT'D)

“Entitlement Date”	:	14 September 2017 at 5.00 p.m., being the date and time on which the names of our shareholders must appear in our Record of Depositors in order to be entitled to the Rights Shares
“EPS”	:	Earnings per share
“Excess Application”	:	Application for Excess Rights Shares as set out in Section 10.7 of this Abridged Prospectus
“Excess Rights Shares”	:	Rights Shares which are not taken up or not validly taken up by our Entitled Shareholders, their renounee or transferee (if applicable) by the Closing Date
“Foreign Addressed Shareholders”	:	Entitled Shareholders who falls into the following categories: <ul style="list-style-type: none"> (i) person whose address in the Record of Depositors of the Company on the Entitlement Date is not a Malaysian address; or (ii) person who failed to notify our Share Registrar of a mailing address in Malaysia, on or before the Entitlement Date
“FYE”	:	Financial year ended/ending, as the case may be
“IMR”	:	Smith Zander International Sdn Bhd, the Independent Market Researcher
“IMR Report”	:	Independent Market Research Report on the paper-based stationery products market in Malaysia, Asia and Oceania and globally dated 28 August 2017
“Internal Reorganisation”	:	Internal reorganisation by way of a members’ scheme of arrangement under Section 176 of the Companies Act, 1965 comprising the following: <ul style="list-style-type: none"> (i) exchange of the entire 42,096,700 issued CWCB Shares with 84,193,400 new CWG Shares, on the basis of 2 new CWG Shares for every 1 existing CWCB Share held; and (ii) 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 Securities, with the listing of and quotation for the entire CWG Shares on the Main Market of Bursa Securities, <p>which was completed on 13 July 2017</p>
“Internet Application”	:	Application for the Rights Shares and/or the Excess Rights Shares within Malaysia through an Internet Participating Financial institution
“Internet Participating Financial Institutions”	:	Participating financial institutions for the Internet Applications as referred to in Section 10.4.3 of this Abridged Prospectus
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities
“LPD”	:	15 August 2017, being the latest practicable date prior to the printing of this Abridged Prospectus
“Market Days”	:	Any day from Mondays to Fridays (inclusive of both days) which is not a public holiday and on which Bursa Securities is open for the trading of securities

DEFINITIONS (CONT'D)

“Maximum Scenario”	:	Assuming that all our Entitled Shareholders fully subscribe for their respective entitlements of the Rights Shares
“Minimum Scenario”	:	Assuming that only Mr Ooi fully subscribes for the Rights Shares under the Undertaking and none of our Entitled Shareholders subscribe for their Rights Shares
“Mr Ooi”	:	Ooi Chin Soon, our Group Executive Director and major shareholder
“NA”	:	Net assets
“NPA”	:	Notice of provisional allotment for the Rights Shares
“NRS”	:	Nominee Rights Subscription service offered by Bursa Depository, at the request of our Company, to Authorised Nominees for electronic subscription of Rights Issue through Bursa Depository’s existing network facilities with the Authorised Nominees
“Official List”	:	A list specifying all securities which have been admitted for listing on the Main Market of Bursa Securities and not removed
“Participating Financial Institutions”	:	Participating financial institutions for Electronic Applications as referred to in Section 10.4.2 of this Abridged Prospectus
“PAT”	:	Profit after taxation
“Price Fixing Date”	:	28 August 2017, being the date on which the issue price has been fixed at RM0.50 per Rights Share
“Provisional Rights Shares”	:	Rights Shares provisionally allotted to our Entitled Shareholders
“Record of Depositors”	:	A record of depositors established by Bursa Depository under the Rules of Bursa Depository
“RHB Investment Bank” or the “Principal Adviser”	:	RHB Investment Bank Berhad (19663-P)
“Rights Issue”	:	Renounceable rights issue of up to 42,096,701 Rights Shares at an issue price of RM0.50 per Rights Share on the basis of 1 Rights Share for every 2 existing CWG Shares held on the Entitlement Date
“Rights Shares”	:	CWG Shares to be issued under the Rights Issue
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“RSF”	:	Rights subscription form for the Rights Shares
“Rules of Bursa Depository”	:	Rules of Bursa Depository as issued under the SICDA
“SC”	:	Securities Commission Malaysia
“Share Registrar”	:	Tricor Investor & Issuing House Services Sdn Bhd (11324-H)
“SICDA”	:	Securities Industry (Central Depositories) Act, 1991
“TERP”	:	Theoretical ex-rights price

DEFINITIONS (CONT'D)

- "Undertaking" : The written irrevocable undertaking dated 14 November 2016 provided by Mr Ooi to subscribe in full for his entitlement under the Rights Issue based on his shareholdings as at the Entitlement Date as well as to subscribe for additional Rights Shares not taken up by other Entitled Shareholders by way of excess application, to the extent such that his shareholding in CWG will not exceed 33.0% of the enlarged issued share capital in CWG after the completion of the Rights Issue
- "USD" : United States Dollar
- "VWAP" : Volume weighted average market price

All references to "**our Company**" and "**CWG**" in this Abridged Prospectus are made to CWG Holdings Berhad (1206385-W) (formerly known as CWC Holdings Berhad) and references to "**our Group**" or "**CWG Group**" are made to our Company and our subsidiary companies. All references to "**we**", "**us**", "**our**" and "**ourselves**" are made to our Company, or where the context requires, our Group or any of our subsidiary companies. All references to "**you**" in this Abridged Prospectus are made to our Entitled Shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Abridged Prospectus to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Abridged Prospectus shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Abridged Prospectus between the amounts listed, actual figures and the totals thereof are due to rounding.

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CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Address	Nationality	Profession
Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor <i>(Independent Non-Executive Chairman)</i>	No. 27, Persiaran Batu Uban 11700 Penang Malaysia	Malaysian	Company Director
Khor Say Beng <i>(Group Managing Director)</i>	5, Lorong Bunga Rampai Satu 13000 Butterworth, Penang Malaysia	Malaysian	Managing Director
Ooi Chin Soon <i>(Group Executive Director)</i>	3, Lorong Sungai Keramat 27 Taman Klang Utama 42100 Klang, Selangor Malaysia	Malaysian	Company Director
Lee Eng Sheng <i>(Group Finance Director)</i>	No. 52, Lorong 31 Taman Patani Jaya 08000 Sungai Petani, Kedah Malaysia	Malaysian	Company Director
Khor Wan Keong <i>(Group Executive Director)</i>	5, Lorong Bunga Rampai Satu 13000 Butterworth, Penang Malaysia	Malaysian	Company Director
Tan Hing Ming @ Chin Hing Ming <i>(Independent Non-Executive Director)</i>	B8-08, Blok B, Puncak Athenaeum Jalan Wangsa 5A Bukit Antarabangsa 68000 Ampang, Selangor Malaysia	Malaysian	Chartered Accountant
Razmi bin Alias <i>(Senior Independent Non-Executive Director)</i>	No. 20, Jalan Setia Nusantara U13/19K Setia Eco Park 40170 Shah Alam, Selangor Malaysia	Malaysian	Company Director

AUDIT COMMITTEE

Name	Designation	Directorship
Razmi Bin Alias	Chairman	Senior Independent Non-Executive Director
Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor	Member	Independent Non-Executive Chairman
Tan Hing Ming @ Chin Hing Ming	Member	Independent Non-Executive Director

CORPORATE DIRECTORY (CONT'D)

REGISTERED OFFICE/ PRINCIPAL PLACE OF BUSINESS	:	6428 Lorong Mak Mandin Tiga Mak Mandin Industrial Estate 13400 Butterworth, Penang Malaysia Tel. no: 04-3329 299 Fax no: 04-3248 607 Website: www.cwgholdings.com.my Email: cosec@cwgholdings.com.my
COMPANY SECRETARIES	:	Ong Tze-En (MAICSA 7026537) Leng Li Mei (MAICSA 7062371) c/o Boardroom Corporate Services (Penang) Sdn Bhd (527626-U) Suite 16-1 (Penthouse Upper) Menara Penang Garden 42A Jalan Sultan Ahmad Shah 10050 Penang Malaysia Tel. no: 04-2294 390 Fax no: 04-2265 860
SHARE REGISTRAR	:	Tricor Investor & Issuing House Services Sdn Bhd (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur Malaysia Tel. no: 03-2783 9299 Fax no: 03-2783 9222
AUDITORS	:	BDO (AF 0206) Chartered Accountants 51-21-F, Menara BHL Jalan Sultan Ahmad Shah 10050 Penang Malaysia Tel. no: 04-2276 888 Fax no: 04-2298 118
REPORTING ACCOUNTANTS	:	Crowe Horwarth (AF 1018) Chartered Accountants Level 6, Wisma Penang Garden 42 Jalan Sultan Ahmad Shah 10050 Penang Malaysia Tel. no: 04-2277 061 Fax no: 04-2278 011

CORPORATE DIRECTORY (CONT'D)

- PRINCIPAL BANKERS** :
- Malayan Banking Berhad (3813-K)
2nd Floor, No. 9, Lebu Union
10200 Penang
Malaysia
 - Tel. no: 04-2616 535
Fax no: 04-2615 086
 - RHB Bank Berhad (6171-M)
Level 3A, No. 44, Lebu Pantai
10300 Georgetown, Penang
Malaysia
 - Tel. no: 04-2619 013
Fax no: 04-2619 043
 - HSBC Bank Malaysia Berhad (127776-V)
2nd Floor, No.1, Downing Street
10300 Penang
Malaysia
 - Tel. no: 1 300 88 1388
Fax no: 04-2626 206
 - Hong Leong Bank Berhad (97141-X)
1st Floor, No.7&9, Tingkat Kikik 7
Taman Inderawasih
13600 Prai, Penang
Malaysia
 - Tel. no: 04-3996 188
Fax no: 04-3906 913
 - United Overseas Bank (Malaysia) Berhad (271809-K)
1st Floor, 64 E-H, Lebu Bishop
10200 Penang
Malaysia
 - Tel. no: 04-2588 188
Fax no: 04-2629 119
- SOLICITORS FOR THE RIGHTS ISSUE** :
- Zaid Ibrahim & Co
51-22-B & C, Menara BHL
Jalan Sultan Ahmad Shah
10050 Penang
Malaysia
 - Tel. no: 04-2270 888
Fax no: 04-2286 755
- INDEPENDENT MARKET RESEARCHER** :
- Smith Zander International Sdn Bhd (1058128-V)
Suite 23-3, Level 23, Office Suite
Menara 1MK
1, Jalan Kiara
Mont Kiara
50480 Kuala Lumpur
Malaysia
 - Tel no: 03-6211 2121

CORPORATE DIRECTORY (CONT'D)

PRINCIPAL ADVISER : RHB Investment Bank Berhad (19663-P)
Level 9, Tower One
RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Malaysia

Tel. no: 03-9287 3888
Fax no: 03-9287 4770

**STOCK EXCHANGE LISTED
AND LISTING SOUGHT** : Main Market of Bursa Securities

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CWG HOLDINGS BERHAD

(Company No. 1206385-W)

(Formerly known as CWC Holdings Berhad)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

6428 Lorong Mak Mandin Tiga
Mak Mandin Industrial Estate
13400 Butterworth, Penang
Malaysia

14 September 2017

Board of Directors

Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor (*Independent Non-Executive Chairman*)

Khor Say Beng (*Group Managing Director*)

Ooi Chin Soon (*Group Executive Director*)

Lee Eng Sheng (*Group Finance Director*)

Khor Wan Keong (*Group Executive Director*)

Tan Hing Ming @ Chin Hing Ming (*Independent Non-Executive Director*)

Razmi Bin Alias (*Senior Independent Non-Executive Director*)

To: Our Entitled Shareholders

Dear Sir/Madam,

RENOUNCEABLE RIGHTS ISSUE OF UP TO 42,096,701 NEW CWG SHARES AT AN ISSUE PRICE OF RM0.50 PER RIGHTS SHARE ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING CWG SHARES, HELD AS AT 5.00 P.M. ON 14 SEPTEMBER 2017

1. INTRODUCTION

On 14 November 2016, RHB Investment Bank had, on behalf of our Board, announced that the Company intends to undertake the following proposals:

- (a) the Internal Reorganisation; and
- (b) the Rights Issue.

(Collectively, the Internal Reorganisation and the Rights Issue are referred to as the "**Corporate Exercises**")

On 8 March 2017, RHB Investment Bank had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 7 March 2017, granted its approval for the following:

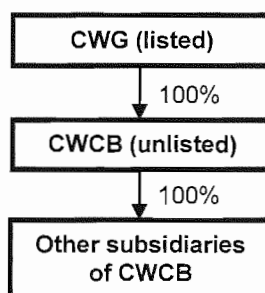
- (i) the admission of CWG to the Official List of Bursa Securities and the listing of and quotation for the enlarged issued share capital of CWG of RM42,096,701 comprising 84,193,402 CWG Shares under the "Consumer Products" sector on the Main Market of Bursa Securities, in place of CWCB; and
- (ii) the listing of and quotation for up to 42,096,701 Rights Shares to be issued pursuant to the Rights Issue.

The approval for the Rights Issue is subject to the following conditions:

Conditions	Status of compliance
(i) CWG and RHB Investment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Rights Issue;	To be complied.
(ii) CWG and RHB Investment Bank to inform Bursa Securities upon the completion of the Rights Issue;	To be complied.
(iii) CWG and RHB Investment Bank to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Rights Issue is completed;	To be complied.
(iv) To incorporate the comments made in the draft circular to shareholders provided in Attachment 1;	Complied.
(v) CWG to furnish Bursa Securities with a certified true copy of the resolution passed by shareholders of CWCB approving the Rights Issue; and	Complied.
(vi) CWG to furnish Bursa Securities with a letter confirming that all approvals of the relevant authorities have been obtained together with a copy of each of all the said letters.	Complied.

On 19 April 2017, shareholders of CWCB (who are currently shareholders of CWG after the completion of the Internal Reorganisation on 13 July 2017) had approved the Rights Issue at the EGM of CWCB. A certified true extract of the resolution pertaining to the Rights Issue which was passed by the shareholders of CWCB at the said EGM is set out in **Appendix I** of this Abridged Prospectus.

On 29 June 2017, RHB Investment Bank had, on behalf of the Board, announced that the Internal Reorganisation had taken effect on 29 June 2017 pursuant to the lodgement of court order granted by the High Court of Malaya at Kuala Lumpur for the approval of the scheme of arrangement of CWCB under Section 176 of the Companies Act, 1965 to implement the Internal Reorganisation with the Registrar of Companies on 29 June 2017. The Internal Reorganisation was completed on 13 July 2017 and CWCB became a wholly-owned subsidiary of CWG. The corporate structure of CWG Group as at the LPD is as follows:



On 28 August 2017, RHB Investment Bank had, on behalf of our Board, announced the following:

- (i) the issue price has been fixed at RM0.50 per Rights Share; and
- (ii) the Entitlement Date has been fixed on 13 September 2017 at 5.00 p.m. along with other relevant dates pertaining to the Rights Issue.

On 5 September 2017, RHB Investment Bank Berhad, on behalf of our Board, announced that the Entitlement Date has changed from 13 September 2017 to 14 September 2017 at 5.00 p.m. along with other relevant dates pertaining to the Rights Issue in view of the declaration of 4 September 2017 as a public holiday in Malaysia.

No person is authorised to give any information or to make any representation not contained in this Abridged Prospectus in connection with the Rights Issue and if given or made, such information or representation must not be relied upon as having been authorised by us or RHB Investment Bank.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

2. DETAILS OF THE RIGHTS ISSUE

2.1 Particulars of the Rights Issue

The Rights Issue entails an issuance of up to 42,096,701 Rights Shares at an issue price of RM0.50 per Rights Share on the basis of 1 Rights Share for every 2 existing CWG Shares held on the Entitlement Date.

The Rights Issue is renounceable in full or in part. Accordingly, you can subscribe for and/or renounce/transfer your entitlements to the Rights Shares in full or in part. Any Rights Shares which are unsubscribed or not taken up or not validly taken up shall be made available for Excess Rights Shares applications by other Entitled Shareholders and/or their renounee/transferee (if applicable). It is the intention of our Board to allocate the Excess Rights Shares in a fair and equitable manner, and on the basis as set out in **Section 10.7.1** of this Abridged Prospectus.

Any fractional entitlements that may arise from the Rights Issue will be disregarded and shall be dealt with in such manner as our Board shall in its absolute discretion think fit and expedient or to be in the best interest of our Company.

As you are an Entitled Shareholder, your CDS Account will be duly credited with the number of Provisional Rights Shares which you are entitled to subscribe for in full or in part under the terms of the Rights Issue. You will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such Provisional Rights Shares into your CDS Account and the RSF to enable you to subscribe for the Provisional Rights Shares, as well as to apply for the Excess Rights Shares if you choose to do so.

2.2 Basis of determination and justification for the issue price of the Rights Shares

Our Board has fixed the issue price at RM0.50 per Rights Share, after taking into consideration the following:

- (a) The TERP of CWG Shares of RM0.59 based on the 5-day VWAP of CWG Shares up to and including 25 August 2017, being the last trading day immediately preceding the Price Fixing Date, of RM0.63 per CWG Share; and
- (b) The funding requirements of our Group as set out in **Section 5** of this Abridged Prospectus.

The issue price of RM0.50 per Rights Share represents a discount of RM0.09 or 15.25% to the TERP of CWG Shares of RM0.59.

2.3 Ranking of the Rights Shares

The Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing CWG Shares in issue, save and except that the Rights Shares shall not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid to our shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares.

2.4 Details of other corporate exercises

Save for the Rights Issue, there are no other corporate proposals which have been approved by the authorities and/or our shareholders but have yet to be completed as at the LPD.

3. RATIONALE AND JUSTIFICATION FOR THE RIGHTS ISSUE

After due consideration of the various funding options available, our Board is of the view that the Rights Issue is currently the most appropriate avenue for fund raising after taking into consideration, among others, the following factors:

- (a) enable our Group to raise funds to repay bank borrowings and to fund our working capital;
- (b) optimise our Group's capital structure by strengthening our financial position with enhanced shareholders' funds and reducing our Group's current gearing level;
- (c) the Rights Issue provides an opportunity for our Entitled Shareholders to increase their equity participation in CWG through the subscription of Rights Shares at a discount to the prevailing market price; and
- (d) the enlarged capital base after completion of the Rights Issue is also expected to enhance the liquidity of CWG Shares on the Main Market of Bursa Securities.

4. DETAILS OF THE UNDERTAKING

The Rights Issue will be undertaken on a minimum subscription basis to raise a minimum gross proceeds of RM11.25 million to meet the funding requirements of our Group ("**Minimum Subscription Level**"). The funds raised will be channeled towards the proposed utilisation as set out in **Section 5** of this Abridged Prospectus.

To meet the Minimum Subscription Level, our Company has procured the Undertaking from Mr. Ooi.

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Assuming only Mr Ooi subscribes for the Rights Shares in accordance with the Undertaking, and no other CWG shareholders subscribe for the Rights Shares, the details of Mr Ooi's shareholding in our Company will be as follows:

Undertaking Shareholder	Shareholdings as at the LPD		Entitlement		Additional undertaking		Total Undertaking		Direct shareholdings after the Rights Issue	
	No. of CWG Shares	%	No. of Rights Shares	% of total Rights Shares	No. of Rights Shares	% of total Rights Shares	No. of Rights Shares	% of total Rights Shares	No. of CWG Shares	%
Mr Ooi	12,500,000	14.85	6,250,000	14.85	16,250,000	38.60	22,500,000	53.45	35,000,000	32.80

Mr Ooi has confirmed that he has sufficient financial resources to fulfil the Undertaking. RHB Investment Bank has verified the sufficiency of financial resources of Mr Ooi for the purpose of subscribing to the Rights Shares pursuant to the Undertaking.

Based on the above Undertaking, there will be no take-over offer obligation under the Malaysian Code on Take-Overs and Mergers, 2016.

Further, assuming only Mr Ooi subscribes for the Rights Shares in accordance with the Undertaking, and no other CWG shareholders subscribe for the Rights Shares, our public shareholding spread is not expected to fall below the minimum shareholdings spread requirement of 25.00% under Paragraph 8.02(1) of the Listing Requirements. Upon the completion of the Rights Issue, our public shareholding spread based on the LPD would be between 44.55% (under the Minimum Scenario) and 56.46% (under the Maximum Scenario).

As the Rights Issue will be implemented based on a Minimum Subscription Level, no underwriting arrangement will be made for the remaining Rights Shares not subscribed by Mr Ooi.

5. UTILISATION OF PROCEEDS

Based on the issue price of RM0.50 per Rights Share, the Rights Issue will raise total gross proceeds of between RM11.25 million under the Minimum Scenario and up to approximately RM21.05 million under the Maximum Scenario:

Proposed utilisation of proceeds	Notes	Minimum Scenario	Maximum Scenario	Expected timeframe for utilisation of proceeds
		RM'000	RM'000	
Repayment of bank borrowings	(a)	2,900	12,698	Within 3 months
Working capital	(b)	7,500	7,500	Within 12 months
Estimated expenses for the Corporate Exercises	(c)	850	850	Within 1 month
TOTAL		11,250	21,048	

Notes:

- (a) As at the LPD, the total borrowings of our Group stood at approximately RM24.29 million, comprising short-term and long-term borrowings. Our Company proposes to utilise up to RM12.70 million of the proceeds raised from the Rights Issue to repay our Group's existing bank borrowings as follows:

No.	Facility	Bank name	Amount outstanding as at the LPD (RM'000)	Minimum Scenario proposed repayment (RM'000)	Maximum Scenario proposed repayment (RM'000)	Interest rate (% per annum)
1	Trade facilities	HSBC Bank Malaysia Berhad	4,805	40	1,464	4.62
2	Trade facilities	Malayan Banking Berhad	5,937	-	5,937	5.02
3	Trade facilities	United Overseas Bank (Malaysia) Berhad	2,141	-	2,141	5.22
4	Trade facilities	Hong Leong Bank Berhad	3,156	2,860	3,156	5.30
TOTAL			16,039⁽¹⁾	2,900	12,698	

The repayment of bank borrowings amounting between RM2.90 million and RM12.70 million (as the case may be) is expected to result in interest savings of between approximately RM0.15 million to RM0.64 million per annum (calculated based on the respective interest rates and facilities set out above). The interest savings is based on the assumption that the proceeds from the Rights Issue will be utilised to partially repay the abovementioned bank borrowings which are outstanding as at the LPD. Any shortfall or excess in funds allocated for repayment of bank borrowings will be funded from or used for CWG Group's working capital requirements.

Note:

- (1) The difference of RM8.25 million between the total borrowings of CWG Group of RM24.29 million and this amount outstanding as at the LPD consists of term loan and hire purchases (long-term borrowings).

- (b) The proceeds for the working capital are estimated to be utilised in the following manner:

Description	Minimum/Maximum Scenario RM'000
Operating/administrative expenses for CWG Group	
(i) Staff costs	1,450
(ii) Maintenance of plant and machineries	110
(iii) Insurance	40
(iv) Other operating and administrative costs	900
Purchase of raw materials ⁽¹⁾	
(i) Purchase of paper	4,000
(ii) Purchase of other materials	1,000
Total	7,500

Note:

- (1) Purchase of raw materials consists of purchase of paper and other materials such as polypropylene sheets, polyvinyl chloride cover, double loop binding material, side seal bag and carton for packaging. CWG Group is principally involved in investment holding, manufacture and sale of stationery and printing materials. In the event the Rights Issue is not implemented, the Company may fund the purchase of raw materials via bank borrowings.
- (c) The expenses relating to the Corporate Exercises comprise, among others, the estimated professional fees, fees payable to the relevant authorities, expenses to convene the EGM held on 19 April 2017, printing, despatch and advertisement expenses and other ancillary expenses. If the actual expenses incurred are higher than the estimated expenses, the deficit will be funded from the proceeds allocated for our Group's working capital. Conversely, any surplus of funds after the full payment of these expenses will be utilised as working capital for our Group.

The actual proceeds to be raised from the Rights Issue is dependent the subscription level of the Rights Issue. Any variation in the actual proceeds raised will be adjusted against the amount allocated for the working capital of our Group. If the actual proceeds raised is less than RM21.05 million under the Maximum Scenario, the shortfall will be funded from our Group's internally generated funds, if required.

Pending utilisation of the proceeds from the Rights Issue for the purposes as set out above, the proceeds will be placed in interest bearing deposits with financial institutions or short-term money market instruments as our Board may deem fit. The interest derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used as additional working capital for our Group.

6. RISK FACTORS

You should consider carefully the following risk factors together with other information contained in this Abridged Prospectus before subscribing for or investing in the Rights Shares.

6.1 Risks relating to our operations and the industries that we operate in

Our Company is principally engaged in investment holding. The principal activities of our subsidiary companies include manufacturing and sale of stationery and printing materials. Risk relating to our Group and industries where our Group operates in are as follows:

6.1.1 Business risks

Our Group is subject to general business risks that are inherent within the industries in which our Group operates. These risks include, among others, the shortages of labour and raw materials, increase in costs of labour, raw materials, equipment and electricity tariffs, changes in general economic, business, credit and interest rate conditions, fluctuations in exchange rates and changes in the legal and environmental framework within which the industry operates.

Although we seek to limit these risks through, among others, the delivery of quality services and products to our clients so as to maintain good business relationships, maintenance of a large pool of reliable and reputable suppliers and clients with whom we have long term relationships and expansion of customer base by increasing our range of products and services offered, no assurance can be given that any change to these factors will not have a material adverse effect on our business and financial conditions.

6.1.2 Political, economic and regulatory risks

Any adverse developments in political, economic and regulatory conditions in Malaysia and in foreign countries where our Group has major business dealings, such as the Middle East, Oceania and Europe, may materially and adversely affect the financial prospects of our Group and the industries in which our Group operates. Such uncertainties that could unfavourably affect us include changes in political leadership, war, economic downturn, changes in monetary and fiscal policy, changes in exchange control regulations or introduction of new rules or regulations, financial crisis, expropriation, nationalisation, re-negotiation or nullification of existing contracts, changes in interest rates and methods of taxation.

Much of the above changes are beyond our Group's control and there can be no assurance that any adverse developments may occur and will not materially affect the performance of our Group.

6.1.3 Competition risks

Our Group faces competition from both local and foreign competitors in the stationery industry, which compete on the basis of product quality, pricing, range of products, timely delivery as well as sales and marketing of stationery. Our Group strives to remain competitive with on-going new product development and launches and marketing strategy. In addition, our Group believes that our strength in technical expertise and product know-how, efficiencies in our operations, distribution network, economies of scale, integrated manufacturing operations and established brand name will help our Group continue to maintain our competitive edge.

However, there can be no assurance that our Group will be able to maintain our existing market share in the future or increase our market share in the future, or that our Group's profitability will not be adversely affected by our competitors' similar products, which may be used as direct substitutes for our products.

6.1.4 Foreign exchange risk

Currently, we are exposed to foreign exchange risk as part of our sales and purchases are transacted in foreign currencies. The major foreign currency transacted is USD. In addition, our Group has foreign exchange contract line in USD. Any significant fluctuations in the exchange rate between RM and USD may have a significant impact, whether positively or negatively, on the financial position and operating results of our Group.

Our Group may, in its ordinary course of business, use derivative instruments such as forwards, futures, swap and options contracts, or other similar transactions or combination of these transactions, to hedge the risks of adverse fluctuations in the foreign exchange.

However, these instruments may not fully hedge the corresponding changes in the underlying currency. Any severe or wide fluctuation in these currencies may materially and adversely affect the business, financial conditions, results of operations and cash flow of our Group if such fluctuations cannot be managed effectively through these derivative instruments.

6.1.5 Our Group may not be able to obtain or renew the necessary operating licenses and approvals

Our Group currently has certain licenses and approvals for our full range of stationery products featuring Hello Kitty, Disney's Princesses and Disney's Mickey. Our Group will be required to renew such licenses and approvals when the need arises and may be required to apply for additional licenses and approvals. While our Group does not expect any problems in renewing or obtaining such licenses and approvals, there can be no assurance that the relevant parties will issue, revoke or renew such licenses or grant approvals within the time frame required, the failure of which may affect the operations of our Group.

6.1.6 Dependency on key personnel

Our Board recognises and believes that our continued success depends, to a significant extent, on the abilities and continuing efforts of our Directors as well as our key management personnel such as Mr Gooi Boon Chuan, General Manager from Sales Department, Ms Yeong Ying Yin, Group Accountant and Mr Khor Wan Sen, Head of Export Division. The future success of our Group also depends on our ability to attract and retain qualified and skilled personnel. The loss of any Director or key management personnel, without a suitable timely replacement could adversely affect our Group's ability to compete effectively in this industry.

6.1.7 Borrowings and fluctuations in interest rates

Our Group obtained bank borrowings and loan facilities to finance our operating and capital expenditure. As payment of interest on the bank borrowings is dependent on, among others, prevailing interest rates, fluctuations of interest rates could materially affect our Group's profitability.

In addition, the agreements on bank credit facilities and securities in relation thereto, contain covenants which may limit our Group's future operating and financing flexibility. Any breach of such covenants may give rise to a right by the financiers to terminate the relevant credit facilities and/or enforce any security granted in relation to the particular credit facility.

However, no assurance can be given that the performance of our Group would not be materially affected in the event of any adverse changes in interest rates. Notwithstanding the above, part of the proceeds to be raised under the Rights Issue is intended to be utilised to repay our Group's bank borrowings.

6.1.8 Fluctuations in raw materials prices

Our Group is exposed to fluctuation in raw material prices, which may have an adverse impact on our financial results. The raw materials used by our Group include papers and other materials which are sourced from suppliers, both locally and abroad. Any increase in raw material prices may affect our Group's profit margin if our Group is unable to pass on the additional cost to our customers on real time basis.

6.1.9 Losses in excess of insurance coverage

Our Group's manufacturing factories and warehouses have flammable items which in the event of a fire breakout, our Group's operations may be affected to the extent of the warehouse or specific area of operations. Our Directors believe that our assets are adequately insured against unforeseen events such as fire and accidents by employees. Although we have taken the necessary measures to ensure that our business and assets are adequately covered by insurance, the insurance coverage may not be sufficient for the replacement cost of all our assets, business or any consequential losses arising therefrom. Certain types of events, generally of a catastrophic nature, such as natural disasters, terrorist acts, epidemic or outbreak or any losses arising therefrom, may be uninsurable. The materiality of this risk shall depend on the nature of the insurance contract that our Group has taken, the insured sum of the respective subject(s) and the cost of such policies.

6.2 Risks relating to the Rights Issue

6.2.1 Market risks

The market price of our Shares is influenced by, among others, the prevailing market sentiments, the liquidity of our Shares, the volatility of equity markets, the outlook of the industries which we operate in and our financial performance. In view of this, there can be no assurance that our Shares will trade at or above the issue price of the Rights Shares or the theoretical ex-rights price of our Shares upon or subsequent to the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities.

6.2.2 Delay in or cancellation of the Rights Issue

The Rights Issue is exposed to the risk that it may be delayed or cancelled on the occurrence of any material adverse change of events/circumstances such as changes in inflation rates, interest rates, political leadership and unfavourable changes in the governments' policies such as taxation and licensing regulations as well as other natural disasters, which are beyond the control of our Company and RHB Investment Bank, arising prior to or during the implementation of the Rights Issue.

Nevertheless, our Group will endeavour to ensure the successful implementation of the Rights Issue. However, there can be no assurance that the abovementioned events will not occur or cause a delay in or cancellation of the Rights Issue. In the event the Rights Issue is cancelled, our Group will repay without interest all monies received in respect of the accepted application for the subscription of the Rights Shares under the Rights Issue and if such monies are not repaid within 14 days after it becomes liable, we will repay such monies with interest at the rate of 10% per annum or at such other rate as may be prescribed by the SC in accordance with Section 243(2) of the CMSA.

In the event that the Rights Shares have been allotted to the successful Entitled Shareholders and/or their renounee/transferee (if applicable) and the Rights Issue is subsequently cancelled, a return of monies to all holders of the Rights Shares can only be achieved by way of cancellation of share capital as provided under the Act and its related rules. Such cancellation requires the approval of our shareholders by way of special resolution in a general meeting and the confirmation of the High Court of Malaya or supported by a solvency statement made by all Directors of our Company. There can be no assurance that such monies can be returned within a short period of time or at all in such circumstances.

6.2.3 Potential dilution

Our Entitled Shareholders who do not or are not able to accept their Provisional Rights Shares will have their proportionate ownership and voting interest in our Company reduced, and the percentage of our enlarged issued share capital represented by their shareholdings in our Company will also be reduced accordingly. Pursuant thereto, their proportionate entitlement to any future dividend, rights, allotment, and/or distribution that our Company may make after completion of the Rights Issue will correspondingly be diluted.

6.3 Forward-looking statements

Certain statements in this Abridged Prospectus are based on historical information which may not be reflective of the future results, whilst others are forward-looking in nature, which are subject to uncertainties and contingencies.

All forward-looking statements contained in this Abridged Prospectus are based on forecasts and assumptions made by our Company, unless stated otherwise. Although our Board believes that these forward-looking statements are reasonable, the statements are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements. Such factors include, among others, the risk factors as set out in this section. In view of these uncertainties, the inclusion of any forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Company on the achievability of our future plans and objectives.

7. INDUSTRY OVERVIEW AND FUTURE PROSPECTS OF OUR GROUP

Our Company is principally involved in investment holding, while the principal activities of our subsidiaries are manufacturing and sales of stationery and printing materials.

This section of the Abridged Prospectus will present the key findings, outlook and prospects of paper-based stationery industry.

7.1 Malaysia

7.1.1 Overview and outlook of the Malaysian economy

The Malaysian economy recorded a stronger growth of 5.8% in the second quarter of 2017 (1Q 2017: 5.6%). Private sector spending continued to be the main driver of growth. On the external front, growth was further supported by the robust expansion in real exports of goods and services (9.6%; 1Q 2017: 9.8%) following strong demand for manufactured and commodity products. Real imports moderated slightly to 10.7% (1Q 2017: 12.9%) following more moderate expansion in investment. On a quarter-on-quarter seasonally-adjusted basis, the economy recorded a growth of 1.3% (1Q 2017: 1.8%).

The manufacturing sector growth was driven by both the export- and domestic-oriented industries. The strong performance of electronics and electrical segment, in line with higher global demand for semiconductors, continued to spur the export-oriented industries. The domestic-oriented industries benefitted from the strength in demand for food-related products in view of the improved consumer sentiments, and higher production of construction-related materials supported by robust construction activity.

(Source: Economic and financial developments in the Malaysian Economy in the second quarter of 2017, Bank Negara Malaysia)

The Malaysian economy recorded a sterling growth of 5.8% during the second quarter of 2017 (Q2 2016: 4%) supported by domestic demand and improved external sector. On the supply side, all sectors recorded positive growth led by services and manufacturing sectors.

Domestic demand expanded 5.7% in the second quarter of 2017 (Q2 2016: 6.1%) supported by robust private sector activities. Private consumption expanded strongly by 7.1% (Q2 2016: 6.2%) on account of continued growth in disposable income driven by stable labour market conditions and better export earnings. This was reflected by higher consumption of food & non-alcoholic beverages (7.7%), communication (10.4%) as well as restaurants & hotels (7.4%) compared to second quarter of 2016. The Malaysian Institute of Economic Research (MIER)'s Consumer Sentiments Index (CSI) improved to 80.7 points (Q2 2016: 78.5 points), reflecting better consumers' sentiment. Meanwhile, public consumption moderated 3.3% (Q2 2016: 5.4%) due to lower spending on supplies and services.

Value added of the manufacturing sector grew strongly by 6% during the second quarter (Q2 2016: 4.2%) underpinned by steady performance of both export- and domestic-oriented industries. Manufacturing output increased significantly by 6.2% (Q2 2016: 3.9%), while sales registered a double-digit growth of 16.2% to RM185.8 billion (Q2 2016: 1.2%; RM160 billion).

(Source: Quarterly Update on the Malaysian Economy - second quarter 2017, Ministry of Finance Malaysia)

7.2 Global

7.2.1 Overview and outlook of the Global economy

Global economic activity is projected to expand at a faster pace in 2017, supported by an expansion in domestic demand in the advanced and emerging market economies, and expectations of a recovery in trade activity in the emerging regions. The outlook would be supported by expansionary fiscal plans in selected major economies and recovery in commodity prices. Despite these positive signs, the overall outlook for the global economy still has signs of fragility given its high susceptibility to adverse shocks.

Domestic demand in the advanced and emerging market economies is expected to be boosted by fiscal measures in selected major economies, namely the United States, the United Kingdom and People's Republic of China. In the United States, expectations are for the new administration to lower taxation rates and increase infrastructure spending which may provide impetus to global trade. The United Kingdom government has also unveiled a plan that includes higher expenditure on infrastructure and housing as well as increased funding for innovation, research and development. These pro-growth policy measures could spur renewed vigour in demand from the advanced economies, consequently lending support to global demand. Furthermore, People's Republic of China's continued efforts at rebalancing its growth are likely to be accompanied by policy fine-tuning to achieve a gradual moderation in its growth.

In addition, the recovery in the prices of key commodities such as coal, steel and crude oil will benefit commodity exporters. In the coal and steel markets, the People's Republic of China has pledged to reduce excess capacity as part of its ongoing structural reforms.

Similarly, members of the Organisation of Petroleum Exporting Countries (OPEC) have lowered their output of crude oil. This is expected to contribute towards a gradual drawdown of inventories and reduce the oversupply of global crude oil.

While positive spillover of expansionary policies by major economies poses an upside risk, the presence of new and prevailing downside risks continue to dominate the global economy. Firstly, the potential retreat of globalisation in the advanced economies and the potential introduction of protectionist trade policies in the US could hamper the recovery in global trade, which is crucial for maintaining a dynamic global economic environment. Secondly, the uncertainty over the length and outcome of the United Kingdom and European Union negotiations may negatively affect business sentiments, thus impacting international trade activity and investments. Thirdly, monetary policy divergence between the United States and the other major economies will intensify in 2017. This anticipation will lead to changes in investor behaviour. In particular, it could result in over adjustments in the currency markets and destabilised capital flows. While interest rates are not expected to rise significantly, governments and corporations with highly leveraged balance sheets may find their debt-servicing capacity being stretched, and this could have consequential implications for financial stability. Finally, geopolitical risks in relation to domestic conflicts, terrorism attacks and territorial disputes remain, which could affect sentiments in the global financial markets and dampen economic activity.

(Source: IMR Report)

7.3 Overview and prospects of the paper-based stationery industry

7.3.1 Malaysia

The market for paper-based stationery market in Malaysia grew from USD100.9 million in 2010 to an estimated USD105.8 million in 2016 at a compound annual growth rate ("CAGR") of 0.8%, based on the annual sales of paper-based stationery products. The market for paper-based stationery market is projected to growth from an estimated USD105.8 million in 2016 to USD109.5 million in 2020 at a CAGR of 0.9%.

Historically, paper-based stationery businesses operated as family-run businesses. In the last three (3) decades, paper-based stationery businesses have evolved into modern and automated businesses complemented by technological developments that have modernised production processes. Malaysia's stationery industry, including paper-based stationery businesses, serve both the local and export market. Domestic paper-based stationery firms operate primarily in Penang, Selangor and the Federal Territory of Kuala Lumpur.

In Malaysia, paper-based stationery products are becoming more accessible with the expansion of distribution channels for stationery products. Today, paper-based stationery products retail in bookshops, supermarkets, grocery supermarkets, convenience stores, gift shops, art and craft stores, news agents and online via the internet. The prospects for paper-based stationery products are positive in Malaysia, owing to its diverse application in a wide range of end-user industries, as well as the high importance placed on education.

(Source: IMR Report)

7.3.2 Global

The global market for paper-based stationery market grew from USD41.3 billion in 2010 to an estimated USD49.5 billion in 2016 at a CAGR of 3.1%, based on the annual sales of paper-based stationery products. The global market for paper-based stationery market is projected to growth from an estimated USD49.5 billion in 2016 to USD60.9 billion in 2020 at a CAGR of 5.4%. Globally, demand for paper-based stationery products were strongest in United States of America and Japan that comprised 18.6% and 14.5% of global annual sales in 2016 respectively.

Paper-based stationery products represent a significant segment for stationery products worldwide as it comprises multiple types of stationery products such as printing / writing / copying papers, notebooks, exercise books, business forms, message notes, folders, writing pads, binders, organisers, diaries and scrapbooks. The application of paper-based stationery products is wide as it serves multiple types of users, including home and business offices, government agencies, students, and schools. Writing / printing / copying paper accounts for a major portion of paper-based stationery products where demand is generated by government and private offices as well as users in the education sector.

The demand for paper-based stationery products is predominantly affected by changes in business needs and educational activities as well as everyday personal and household use. The commercial sector accounts for the majority of stationery consumption. Thus, employment levels, company profits and business activities are major determinants of commercial stationery demand. Paper-based stationery products remain major supply items for the educational sector despite the increasing use of information and communication technology (ICT) as a tool for communication and learning. The growing emphasis on education is expected to continue supporting the demand for paper-based stationery products.

(Source: IMR Report)

7.3.3 Asia and Oceania

The market for paper-based stationery market in Asia and Oceania grew from USD13.5 billion in 2010 to an estimated USD17.6 billion in 2016 at a CAGR of 4.5%, based on the annual sales of paper-based stationery products. The market for paper-based stationery market is projected to growth from an estimated USD17.6 billion in 2016 to USD22.2 billion in 2020 at a CAGR of 6.1%.

Asia is home to the world's two (2) most populous nations, namely the People's Democratic Republic of China and India, which collectively had a total population of 2.7 billion in 2016, thereby fueling demand for paper-based stationery products for household, education and commercial use. In the Asia Pacific region, several emerging economies are witnessing economic growth and urbanisation, as well as placing greater emphasis on improving the access to and quality education and literacy rates, thereby creating demand for paper-based stationery products. In the Middle East, Dubai is emerging as a supplier of paper-based stationery products arising from the increasing demand for these products in Dubai's re-export markets, notably in the emerging countries in Africa.

The Middle East region has among the highest concentration of young people globally, in proportion to its population. The progression of these young people through the education system creates demand for new learning opportunities and greater expectations of better results. Further, globalisation has led to a demand for a different mix of skills and competencies, which impacts the content and nature of what education systems should provide. Countries in the Middle East have committed significant resources to education, thereby resulting in improved access to education across gender. Nonetheless, countries in the Middle East are now focusing efforts on improving the level, quality, and distribution of human capital and economic growth, income distribution, and poverty reduction to generate greater benefits to individuals and society. The prospects for the demand of paper-based stationery products in the Middle East are positive on the back of population growth and a renewed focus on strengthening the education system of countries in the Middle East.

In the Global Competitiveness Index 2016 – 2017 edition, Australia ranked 22nd among 138 countries. Australia's performance remains consistent as it ranked no lower than 28th across the 12 pillars, and it ranked in the top 10 of three (3) pillars. By improving its performance in innovation and business sophistication, Australia has the potential to improve its competitiveness globally. New Zealand was ranked 13th in the Global Competitiveness Index 2016 – 2017 edition, up three (3) places since the Global Competitiveness Index 2015 – 2016 edition and up ten places since the Global Competitiveness Index 2012 – 2013 edition. New Zealand's overall rankings reflect the soundness of its economic, legal, justice and policy institutions, and the strength of economic fundamentals. By improving its ranking in business environment and business practice, including research and development spending, buyer sophistication, manufacturing sophistication, technology uptake and intensity of local competition, New Zealand could position itself as a more competitive, innovative, sophisticated exporter of goods and services.

As Australia and New Zealand strive to improve their respective competitiveness rankings on a global basis, development in the quality of human labour, quality of education, research and development as well as business practices and policies will be required to support this goal. As paper-based stationery products are fundamental supplies for education, research and development and commerce, its demand is expected to witness positive growth to support the national agendas of Australia and New Zealand.

(Source: IMR Report)

7.4 Overview and prospects of CWG

The Internal Reorganisation had been completed on 13 July 2017. Hence, CWCB is currently a wholly-owned subsidiary of CWG. Presently, CWG is the new holding company of CWCB and its subsidiaries. As there are no changes to the board of Directors and key management of CWCB before and after the Internal Reorganisation, our Company will continue working on and implementing the existing strategies set out by the existing board of Directors of CWCB before the Internal Reorganisation.

Our Group's revenue for the FYE 30 June 2016 is mainly generated from export market which represents 72% of the total revenue. Our major overseas customers are from Asia which includes Middle East and Oceania countries. Our Group will continue to focus on expanding our export market. Our management remains positive on the export market and barring unforeseen circumstances, our Group's profit structure is expected to improve and further enhance the financial performance of our Group.

Our Company has successfully launched the Arto by Campap range of high end art and craft based paper products in Malaysia. We are targeting to introduce the brand internationally, in particular to the European markets where high quality, refined products command a pricing premium. During the FYE 30 June 2016, our Company had also launched the full range of stationery products featuring Hello Kitty which complemented our existing range of products under other licensed characters such as Disney's Princesses and Disney's Mickey.

Our management will continue our aggressive marketing strategies through pricing and product development to grow our Group's share of the educational and office sectors in niche markets. This will be complemented by our Group's marketing link-up with key distributors in major regions and active participation in international trade fairs to further enhance our Group's presence and products.

Barring any unforeseen circumstances and in light of the above, our Board is optimistic that the prospects of our Group would be favourable and the expansion plans of our Group will be able to yield positive effects and contribute positively to the financial performance of our Group in the future, and deliver greater value to the shareholders of our Company.

(Source: Management of CWG)

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8. FINANCIAL EFFECTS OF THE RIGHTS ISSUE

The pro forma effects of the Rights Issue on the issued share capital, NA per Share, gearing, earnings and EPS of CWG are as follow:

8.1 Share capital

The pro forma effects of the Rights Issue on the issued share capital of our Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of CWG Shares	RM	No. of CWG Shares	RM
Issued share capital as at the LPD	84,193,402	42,096,701	84,193,402	42,096,701
To be issued under the Rights Issue	22,500,000	11,250,000	42,096,701	21,048,351
Enlarged issued share capital	106,693,402	53,346,701	126,290,103	63,145,052

8.2 NA per Share and gearing

Based on our latest audited consolidated financial statements for the FYE 30 June 2016, the pro forma effects of the Rights Issue on the consolidated NA per Share and gearing of our Group are as follows:

	CWG	Consolidated CWG RM	Pro forma I After the Rights Issue	
			Minimum Scenario RM	Maximum Scenario RM
Share capital	1	42,260,738 ⁽¹⁾	53,510,738	63,309,089
Retained profits	-	8,851,285	8,001,285 ⁽²⁾	8,001,285 ⁽²⁾
NA/ Shareholders' funds	1	51,112,023	61,512,023	71,310,374
Number of Shares	2	84,193,402	106,693,402	126,290,103
NA per Share (RM)	0.50	0.61	0.58	0.56
Total borrowings (RM)	-	25,528,265	22,628,265 ⁽³⁾	12,829,914 ⁽³⁾
Gearing (times)	-	0.50	0.37	0.18

Notes:

- (1) Pursuant to Section 74 of the Act, all shares issued before or upon the commencement of the Act on 31 January 2017 shall have no par value. Accordingly, the amount standing to the credit of share premium account of RM164,037 in CWCB has been transferred to share capital.
- (2) After deducting estimated expenses to be incurred for the Corporate Exercises of approximately RM850,000.
- (3) Assuming repayment of approximately RM2.90 million under the Minimum Scenario and RM12.70 million under the Maximum Scenario after the completion of the Rights Issue.

8.3 Earnings and EPS

Assuming the earnings of our Group remain unchanged, upon completion of the Rights Issue, the Rights Issue is expected to have a material effect on the EPS of our Group for the FYE 30 June 2018 with the increase in the number of CWG Shares in issue. The EPS of our Group will be diluted as a result of the increase in the number of Shares in issue.

The impact of the Rights Issue on the earnings and EPS of our Group is dependent on, among others, the actual number of Rights Shares to be issued and the potential benefits to be derived from the utilisation of proceeds raised from the Rights Issue.

For illustration purposes, the pro forma effects of the Rights Issue on the EPS of CWG for the FYE 30 June 2016 (assuming the Rights Issue is implemented during the financial year) are set out below:

	CWG	Consolidated CWG RM	Pro forma I After the Rights Issue	
			Minimum Scenario RM	Maximum Scenario RM
			PAT	-
Number of Shares	2	84,193,402	106,693,402	126,290,103
Basic EPS (sen)	-	8.27	6.53	5.52

Moving forward, the Rights Issue is expected to contribute positively to the earnings of our Group in the ensuing years when the benefits from the utilisation of proceeds as set out in **Section 5** of this Abridged Prospectus are realised.

8.4 Convertible securities

As at LPD, our Company does not have any convertible securities.

9. WORKING CAPITAL, BORROWINGS, CONTINGENT LIABILITIES AND MATERIAL COMMITMENTS

9.1 Working capital

Our Board is of the opinion that, after taking into consideration the cash flow position of our Group, banking facilities available and the proceeds to be received from the Rights Issue, our Group will have sufficient working capital for the next 12 months from the date of this Abridged Prospectus.

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9.2 Borrowings

As at the LPD, our Group has total outstanding borrowings of approximately RM24.3 million. All the borrowings are denominated in local currency and are interest-bearing, which comprised the following:

	RM'000
Short term borrowings:	
Bankers' acceptances and trust receipts	16,039
Hire purchase payables	2,115
Term loan	625
	18,779
Long term borrowings:	
Hire purchase payables	2,434
Term loan	3,073
	5,507
Total	24,286

As at the LPD, we do not have any non-interest bearing borrowings.

There has been no default on payments of either interest and/or principal sums in respect of any borrowings during the FYE 30 June 2016 and the subsequent financial period up to the LPD.

9.3 Contingent liabilities

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred which may, upon becoming enforceable, have a material impact on the financial results/position of our Group.

9.4 Material commitments

Save as disclosed below, our Board is not aware of any other material commitments incurred or known to be incurred which may, upon becoming enforceable, have a material impact on the financial results/position of our Group:

	Amount	
	USD'000	Equivalent to RM'000
Property, plant and equipment: - Approved and contracted for	434	1,865 ⁽¹⁾

Note:

(1) Converted at USD1.00:RM4.2965, being the closing foreign exchange rate as at the LPD as extracted from the website of Bank Negara Malaysia.

The capital commitment approved and contracted for is in relation to the purchase of production machinery. The anticipated sources of funds needed to fulfil the above commitments are from internally generated funds and/or borrowings.

10. INSTRUCTIONS FOR ACCEPTANCE, PAYMENT, SALE OR TRANSFER AND EXCESS APPLICATION FOR THE RIGHTS ISSUE

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE PROVISIONAL RIGHTS SHARES, APPLICATION AND PAYMENT FOR THE EXCESS RIGHTS SHARES AS WELL AS APPLICATION AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU AND/OR YOUR RENOUNCEE AND/OR TRANSFEREE (IF APPLICABLE) WISH TO SELL AND/OR TRANSFER ALL OR ANY PART OF YOUR/THEIR ENTITLEMENTS ARE SET OUT IN THIS ABRIDGED PROSPECTUS AND THE ACCOMPANYING RSF. YOU AND/OR YOUR RENOUNCEE AND/OR TRANSFEREE (IF APPLICABLE) ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF CAREFULLY. IN ACCORDANCE WITH THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.

10.1 GENERAL

The Provisional Rights Shares are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in such Provisional Rights Shares will be by book entries through CDS Accounts and will be governed by the SICDA, the Securities Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of Bursa Depository. You and/or your renounee and/or transferee (if applicable) are required to have valid and subsisting CDS Accounts in order to subscribe for the Rights Shares.

If you are an Entitled Shareholder, your CDS Account will be duly credited with the number of provisionally allotted Rights Shares, which you are entitled to subscribe for in full or in part in accordance with the terms and conditions of the Rights Issue. You (other than an Authorised Nominee who has subscribed for NRS) will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such Provisional Rights Shares into your CDS Account and the RSF to enable you to subscribe for such Provisional Rights Shares allotted to you, as well as to apply for the Excess Rights Shares, if you choose to do so.

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic copy of this Abridged Prospectus and the Rights Issue Entitlement File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominees. Please refer to **Sections 10.4.4 and 10.7.4** of this Abridged Prospectus for the procedures for acceptance as well as to apply for Excess Rights Shares, if you choose to do so.

10.2 Last date and time for acceptance and payment

The last date and time for acceptance and payment for the Provisional Rights Shares (whether in full or in part) is on 2 October 2017 at 5.00 p.m.

10.3 Methods of acceptance and application

You may subscribe for the Provisional Rights Shares as well as apply for Excess Rights Shares, if you choose to do so, using either of the following methods:

Method of application	Category of Entitled Shareholders
RSF ⁽¹⁾	All Entitled Shareholders
Electronic Application ⁽²⁾ or Internet Application ⁽³⁾	All Entitled Shareholders
NRS	Authorised Nominees who have subscribed for NRS

Notes:

- (1) A copy of the RSF is enclosed together with this Abridged Prospectus. The RSF is also available on the Bursa Securities' website (www.bursamalaysia.com).
- (2) The following surcharge per Electronic Application will be charged by respective Participating Financial Institutions:
 - Affin Bank Berhad – RM4.24 (inclusive of 6% GST); and
 - Public Bank Berhad – RM4.24 (inclusive of 6% GST).
- (3) The following processing fee per Internet Application will be charged by respective Internet Participating Financial Institutions:
 - Affin Bank Berhad (www.affinbank.com.my) – RM4.24 (inclusive of 6% GST); and
 - Public Bank Berhad (www.pbebank.com) – RM4.24 (inclusive of 6% GST).

10.4 Procedures for acceptance and payment

10.4.1 By way of RSF

ACCEPTANCE AND PAYMENT FOR THE PROVISIONAL RIGHTS SHARES MUST BE MADE IN ACCORDANCE WITH THE RSF ENCLOSED WITH THIS ABRIDGED PROSPECTUS AND MUST BE COMPLETED STRICTLY IN ACCORDANCE WITH THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF. ACCEPTANCES AND/OR PAYMENTS WHICH DO NOT CONFORM WITH THE TERMS AND CONDITIONS OF THIS ABRIDGED PROSPECTUS, THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF OR WHICH ARE ILLEGIBLE MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. OUR SHARE REGISTRAR WILL NOT CONTACT YOU AND/OR YOUR RENOUNCEE/TRANSFeree (IF APPLICABLE) FOR ACCEPTANCES WHICH DO NOT STRICTLY CONFORM WITH THE TERMS AND CONDITIONS OF THIS ABRIDGED PROSPECTUS OR THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF OR WHICH ARE ILLEGIBLE.

If you wish to accept the Provisional Rights Shares, either in full or in part, please complete **Parts I(A) and II** of the RSF in accordance with the notes and instructions contained in the RSF. Each completed RSF together with the relevant payment must be despatched by **ORDINARY POST, COURIER or DELIVERED BY HAND** (at your own risk) to our Share Registrar at the following address and have arrived **by the Closing Date**:

Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No.8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Tel.: 03-2783 9299

Fax: 03-2783 9222

OR

Tricor Customer Service Centre

Unit G-3, Ground Floor, Vertical Podium
Avenue 3, Bangsar South
No.8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Only 1 RSF can be used for acceptance of Provisional Rights Shares standing to the credit of 1 CDS Account. Separate RSFs must be used for separate CDS Accounts. The Rights Shares subscribed by you in accordance with the procedures set out in the RSF will be credited into the respective CDS Account where the Provisional Rights Shares are standing to the credit.

A reply envelope is enclosed with this Abridged Prospectus. To facilitate the processing of the RSFs by our Share Registrar, you are advised to use 1 reply envelope for each completed RSF.

You should take note that a trading board lot comprises 100 CWG Shares. The minimum number of Rights Shares that can be accepted is 1 Rights Share. Fractions of a Rights Share (if any) shall be disregarded and will be dealt with in such manner as our Board, at its absolute discretion, deems fit and expedient, and in the best interest of our Company.

If acceptance and payment for the Provisional Rights Shares (whether in full or in part) are not received by our Share Registrar by **5.00 p.m. on 2 October 2017**, being the last time and date for acceptance and payment, you will be deemed to have declined the Provisional Rights Shares made to you and it will be cancelled. Such Rights Shares not taken up will be allotted to the applicants applying for Excess Rights Shares in the manner as set out in **Section 10.7** of this Abridged Prospectus.

Each completed RSF must be accompanied by remittance in RM for the full and exact amount payable for the Provisional Rights Shares accepted, in the form of banker's draft, cashier's order, money order or postal order drawn on a bank or post office in Malaysia and made payable to "**CWG RIGHTS SHARES ACCOUNT**", crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, address, contact number and CDS account of the applicant in block letters to be received by our Share Registrar.

If you lose, misplace or for any other reasons require another copy of the RSF, you may obtain additional copies from your stockbroker, our Share Registrar at the address stated above or Bursa Securities' website at <http://www.bursamalaysia.com>.

APPLICATIONS ACCOMPANIED BY PAYMENT OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT PAYMENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE RSF.

NO ACKNOWLEDGEMENT OF RECEIPT OF THE RSF OR THE APPLICATION MONIES WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR IN RESPECT OF THE RIGHTS SHARES, AND NOTICES OF ALLOTMENT WILL BE ISSUED AND FORWARDED BY ORDINARY POST TO THEM AT THEIR OWN RISK TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY WITHIN 8 MARKET DAYS FROM THE CLOSING DATE.

YOU SHOULD NOTE THAT ALL RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR WILL BE IRREVOCABLE AND CANNOT SUBSEQUENTLY BE WITHDRAWN.

PROOF OF TIME OF POSTAGE WILL NOT CONSTITUTE PROOF OF TIME OF RECEIPT BY OUR SHARE REGISTRAR. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT OR TO ACCEPT IN PART ONLY ANY APPLICATION WITHOUT PROVIDING ANY REASONS.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

Notification on the outcome of your application for the Provisional Rights Shares will be despatched to you by ordinary post to the address as shown in Bursa Depository's record at your own risk within the timelines as follows:

- (i) successful application – a notice of allotment will be despatched within 8 Market Days from the Closing Date; or
- (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

10.4.2 By way of Electronic Application

Only Entitled Shareholders who are individuals may apply for the Rights Shares by way of Electronic Application. If you wish to accept the Provisional Rights Shares, either in full or in part, by way of Electronic Application, please follow the terms of this Abridged Prospectus, the procedures, terms and conditions for Electronic Applications and the procedures set out at the Automated Teller Machine (“ATM”) of the Participating Financial Institutions before making an Electronic Application.

(i) Participating Financial Institutions

Electronic Applications may be made through an ATM of the following Participating Financial Institutions and their branches within Malaysia:

- (a) Affin Bank Berhad; and
- (b) Public Bank Berhad.

(ii) Steps for Electronic Applications through a Participating Financial Institution's ATM within Malaysia

The procedures for Electronic Application at the ATM of the Participating Financial Institutions are set out on the ATM screen of the relevant Participating Financial Institutions. For illustrative purposes, the procedures for Electronic Applications at ATMs are set out below. The steps set out the actions that you must take at the ATM to complete an Electronic Application. Please read carefully the terms of this Abridged Prospectus, the steps and the terms and conditions for Electronic Applications set out below before making an Electronic Application.

- (a) You must have an account with a Participating Financial Institution and an ATM card issued by the Participating Financial Institution to access the account. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for the Rights Shares at an ATM belonging to other Participating Financial Institutions;
- (b) You are advised to read and understand this Abridged Prospectus before making the application; and
- (c) You may apply for the Rights Shares via the ATM of the Participating Financial Institutions by choosing the Electronic Application option. Mandatory statements required in the application are set out in the terms and conditions for Electronic Applications in **Section 10.4.2(iii)** below. You should follow the instructions on the ATM screen and, when required to do so, you should:
 - (i) Enter personal identification number (“PIN”);
 - (ii) Select CWG Rights Shares Account;

- (iii) Enter your CDS Account number;
- (iv) Enter the number of Rights Shares applied for and/or the RM amount to be debited from the account;
- (v) Enter your current contact number (for example your mobile phone number); and
- (vi) Confirm several mandatory statements.

Upon completion of the Electronic Application transaction, you will receive a computer generated transaction slip ("**Transaction Record**") confirming the details of your Electronic Application. The Transaction Record is only a record of the completed transaction at the ATM and not a record of the receipt of the Electronic Application or any data relating to such an Electronic Application by our Company or our Share Registrar. The Transaction Record is for your record only and is not required to be submitted with your application.

YOU MUST ENSURE THAT YOU USE THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN MAKING AN ELECTRONIC APPLICATION. IF YOU OPERATE A JOINT BANK ACCOUNT WITH ANY OF THE PARTICIPATING FINANCIAL INSTITUTIONS, YOU MUST ENSURE THAT YOU ENTER THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR NAME. YOUR APPLICATION MAY BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

(iii) Terms and conditions for Electronic Applications

The Electronic Application will be made on, and subject to, the term of this Abridged Prospectus, as well as the terms and conditions of the Participating Financial Institutions and those appearing herein:

- (a) you are required to confirm the following statements (by pressing predesignated keys or buttons on the ATM keyboard) and undertake that the following information given are true and correct:
 - (i) you have attained 18 years of age as at the last day for application and payment;
 - (ii) you have read the relevant Abridged Prospectus and understood and agreed with the terms and conditions of the application; and
 - (iii) you hereby give consent to our Company, Bursa Depository, our Share Registrar, the relevant Participating Financial Institutions, the respective agents and any third party involved in facilitating the application/refund, to disclose information pertaining to yourself, and your account with the Participating Financial Institution and Bursa Depository to the relevant authorities and any persons as may be necessary or expedient to facilitate the making of the application/refund.

Your application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institution. By doing so, you will have confirmed each of the above statements as well as given consent in accordance with the relevant laws of Malaysia including Section 134 of the Financial Services Act, 2013 (“FSA”) and Section 45(1)(a) of the SICDA, to the disclosures as described above;

- (b) you confirm that you are not applying for the Rights Shares as a nominee of any other person and that any Electronic Application that you make is made by you as the beneficial owner;
- (c) you must have sufficient funds in your account with the relevant Participating Financial institution at the time you make your Electronic Application, failing which your Electronic Application will not be completed. Any Electronic Application which does not strictly conform to the instructions set out on the screen of the ATM, through which the Electronic Application is being made, may be rejected;
- (d) you agree and undertake to subscribe for or purchase and to accept the number of Rights Shares applied for as stated on the Transaction Record in respect of your Electronic Application. Your confirmation (by action of pressing the pre-designated keys or buttons on the ATM) of the number of Rights Shares applied for will signify, and will be treated as, your acceptance of the number of Rights Shares that may be allotted to you.

Should you encounter any problems in your Electronic Application, please refer to the relevant Participating Financial Institutions;

- (e) by making and completing your Electronic Application, you, if successful, request and authorise our Company to credit the Rights Shares allotted to you into your CDS Account;
- (f) you acknowledge that your Electronic Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, Bursa Depository, our Share Registrar or the relevant Participating Financial Institutions and irrevocably agree that if:
 - (i) our Company, Bursa Depository or our Share Registrar does not receive your Electronic Application; or
 - (ii) data relating to your Electronic Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, Bursa Depository or our Share Registrar,

you will be deemed not to have made an Electronic Application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant Participating Financial Institutions for the Rights Shares applied for or for any compensation, loss or damage relating to the application for the Rights Shares;

- (g) all of your particulars, including your nationality and place of residence, in the records of the relevant Participating Financial Institutions at the time you make your Electronic Application must be true and correct, and our Company, Bursa Depository, our Share Registrar and the relevant Participating Financial Institutions are entitled to rely on the accuracy thereof;
- (h) you will ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institutions are correct and identical. Otherwise, your Electronic Application may be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful allocation will be sent to your address last maintained with Bursa Depository;
- (i) by making and completing an Electronic Application, you agree that:
 - (i) in consideration of our Company agreeing to allow and accept your application for the Rights Shares via the Electronic Application facility established by the relevant Participating Financial Institutions at their respective ATMs, your Electronic Application is irrevocable and cannot be subsequently withdrawn;
 - (ii) our Company, Bursa Depository, our Share Registrar or the relevant Participating Financial institutions will not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for the Rights Shares for which your Electronic Application has been successfully completed is only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights Shares; and
 - (iv) you agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the Electronic Application and/or any terms herein, all rights, obligations and liabilities will be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia;
- (j) our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions; and
- (k) notification on the outcome of your application for the Rights Shares will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (i) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Rights Shares; or

- (ii) unsuccessful/partially successful application - the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day of application and payment for the Rights Shares.

The refund will be credited directly into your bank account from which your Electronic Application was made. Please take note of the terms and conditions as stated in **Section 10.4.2(iii)** of this Abridged Prospectus and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk.

10.4.3 By way of Internet Application

All Entitled Shareholders may apply for the Rights Shares by way of Internet Application. If you wish to accept the Provisional Rights Shares, either in full or in part, by way of Internet Application, please follow the terms of this Abridged Prospectus, the procedures, terms and conditions for Internet Applications and the procedures set out on the internet financial services website of the relevant Internet Participating Financial Institutions before making an Internet Application.

(i) Internet Participating Financial Institutions

Internet Applications may be made through the internet financial services facilities of the following Internet Participating Financial Institutions:

- Affin Bank Berhad at www.affinbank.com.my; and
- Public Bank Berhad at www.pbepbank.com.

(ii) Steps for Internet Applications through an Internet Participating Financial Institution

Before making an application by way of Internet Application, you must have all of the following:

- (a) an existing account with access to internet financial services with Affin Bank Berhad at www.affinbank.com.my or Public Bank Berhad at www.pbepbank.com. Accordingly, you will need to have your user identification and PIN/password for the internet financial services facility; and
- (b) CDS Account registered in your name.

You are advised to read and understand this Abridged Prospectus **BEFORE** making your application.

While our Company will attempt to provide you with assistance in your application for the Rights Shares through Internet Applications, please note that the actual steps for Internet Applications through the internet financial services website of the Internet Participating Financial Institution may differ from the steps outlined below. The possible steps set out below are purely for illustration purposes only:

- (a) connect to the internet financial services website of the Internet Participating Financial Institution with which you have a bank account;

- (b) log in to the internet financial services facility by entering your user identification and PIN/password;
- (c) navigate to the section of the website on applications in respect of the Rights Shares;
- (d) select the counter in respect of the Rights Shares to launch the terms and conditions of the Internet Application;
- (e) select the designated hyperlink on the screen to accept the abovementioned terms and conditions, having read and understood such terms and conditions;
- (f) at the next screen, complete the online application form;
- (g) check that the information contained in your online application form, such as the share counter (in this case, **CWG RIGHTS SHARES ACCOUNT**), your NRIC number, your current contact number (for example your mobile phone number), your CDS Account number, number of Rights Shares applied for, the amount of payment of application monies, the payment of bank charges and the account number to debit are correct. Then select confirm and submit the online application form;
- (h) as soon as the transaction is completed, a message from the relevant Internet Participating Financial Institution with details of your application will appear on the screen of the website; and
- (i) you are advised to print out the confirmation screen in respect of your Internet Application ("**Confirmation Screen**") for your own reference and record.

(iii) Terms and conditions for Internet Applications

The Internet Application will be made on, and subject to, the terms of this Abridged Prospectus, as well as the terms and conditions of the Internet Participating Financial Institutions and those appearing herein:

- (a) after selecting the designated hyperlink on the screen, you are required to confirm and undertake that the following information given are true and correct:
 - (i) you have attained 18 years of age as at the last day for application and payment; you have, prior to making the Internet Application,
 - (ii) received a printed copy of this Abridged Prospectus and/or have had access to this Abridged Prospectus from Bursa Securities' website at www.bursamalaysia.com, the contents of which you have read and understood;
 - (iii) you agree to all the terms and conditions for Internet Applications as set out in this Abridged Prospectus and have carefully considered the risk factors as set out in this Abridged Prospectus, in addition to all other information contained in this Abridged Prospectus, before making the Internet Application;

- (iv) you authorise the relevant Internet Participating Financial Institution with which you have a bank account to deduct the full amount payable for the Rights Shares (including the processing fee as mentioned in **Section 10.3 (Note 3)** of this Abridged Prospectus) from your bank account with the said Internet Participating Financial Institution; and
- (v) you hereby give consent in accordance with the relevant laws of Malaysia (including Section 134 of the FSA and Section 45(1)(a) of the SICDA) for the disclosure by our Company, Bursa Depository, the Share Registrar, the relevant Internet Participating Financial Institution, their respective agents and any third party involved in facilitating the application/refund, or information pertaining to yourself, the Internet Application made by you, your account with the relevant Internet Participating Financial Institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the application/refund;
- (b) you confirm that you are not applying for the Rights Shares as a nominee of any other person and that the Internet Application is made in your own name, as beneficial owner and subject to the risks referred to in this Abridged Prospectus;
- (c) you agree and undertake to subscribe for or purchase and to accept the number of Rights Shares applied for as stated on the Confirmation Screen. Your confirmation of the number of Rights Shares applied for will signify, and will be treated as, your acceptance of the number of Rights Shares that may be allotted to you.

Should you encounter any problems in your Internet Application, please refer to the relevant Internet Participating Financial Institutions;

- (d) by making and completing your Internet Application, you, if successful, request and authorise our Company to credit the Rights Shares allotted to you into your CDS Account;
- (e) you acknowledge that your Internet Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer related faults and breakdowns, fires and other events beyond the control of our Company, Bursa Depository, the Share Registrar or the relevant Internet Participating Financial Institution and irrevocably agree that if:
 - (i) our Company, Bursa Depository or the Share Registrar does not receive your Internet Application; or
 - (ii) data relating to your Internet Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, Bursa Depository or our Share Registrar,

you will be deemed not to have made an Internet Application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institution for the Rights Shares applied for or for any compensation, loss or damage relating to the application for the Rights Shares;

- (f) all of your particulars, including your nationality and place of residence, in the records of the relevant Internet Participating Financial Institution at the time you make your Internet Application must be true and correct, and our Company, Bursa Depository, the Share Registrar and the relevant Internet Participating Financial Institution are entitled to rely on the accuracy thereof;
- (g) you will ensure that your personal particulars as recorded by both Bursa Depository and the relevant Internet Participating Financial Institution are correct and identical. Otherwise, your Internet Application may be rejected. You must inform Bursa Depository promptly of any change in address failing which the notification letter of successful allocation will be sent to your address last maintained with Bursa Depository;
- (h) by making and completing an Internet Application, you agree that:
 - (i) in consideration of our Company agreeing to allow and accept your application for the Rights Shares via the Internet Application facility established by the Internet Participating Financial Institutions at their respective internet financial services website, your Internet Application is irrevocable and cannot be subsequently withdrawn;
 - (ii) our Company, Bursa Depository, the Share Registrar and the relevant Internet Participating Financial Institutions will not be liable for any delays, failures or inaccuracies in the processing of data relating to your Internet Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for prescribed securities issued in respect of the Rights Shares for which your Internet Application has been successfully completed is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights Shares; and
 - (iv) you agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the Internet Application and/or any terms herein, all rights, obligations and liabilities will be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (i) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions;
- (j) notification on the outcome of your application for the Rights Shares will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (i) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Rights Shares; or

- (ii) unsuccessful/partially successful application - the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day of application and payment for the Rights Shares.

The refund will be credited directly into your bank account from which your Internet Application was made. Please take note of the terms and conditions as stated in **Section 10.4.3(iii)** of this Abridged Prospectus and the required consent in making your Internet Application.

If the crediting of the refund into your bank account, from which your Internet Application was made, is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk;

- (k) a surcharge is imposed on each Internet Application which will be charged by the respective Internet Participating Financial Institutions as mentioned in **Section 10.3** of this Abridged Prospectus; and
- (l) you authorise the relevant Internet Participating Financial Institution to disclose and transfer to any person, including any government or regulatory authority in any jurisdiction, Bursa Securities or other relevant parties in connection with the Rights Issue, all information relating to you if required by any law, regulation, court order or any government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the relevant Internet Participating Financial Institution, necessary for the provision of the Internet Application services or if such disclosure is requested or required in connection with Rights Issue. Further, the relevant Internet Participating Financial Institution will take reasonable precautions to preserve the confidentiality of information furnished by you to the relevant Internet Participating Financial Institution in connection with the use of their Internet Application services.

10.4.4 By way of NRS

We have appointed Bursa Depository to provide NRS to our shareholders who are Authorised Nominees. Only our Entitled Shareholders who are Authorised Nominees and who have subscribed for NRS with Bursa Depository may apply via NRS.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for application via NRS and Bursa Depository's terms and conditions for NRS and User Guide for NRS (which are made available to all Authorised Nominees who have subscribed for NRS with Bursa Depository) before making the application.

(i) Steps for applications via NRS

- (a) If you are an Entitled Shareholder, and who is an Authorised Nominee who has subscribed for NRS with Bursa Depository, you will not be receiving this Abridged Prospectus, the RSF nor the NPA by post.
- (b) Instead, this Abridged Prospectus and a Rights Issue Entitlement File will be transmitted electronically to you by Bursa Depository through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's User Guide for NRS, on the next business day after the Entitlement Date.

- (c) A notification of the delivery of the Abridged Prospectus and the Rights Issue Entitlement File will also be sent to you via email using the details you have provided to Bursa Depository when you subscribed for NRS with Bursa Depository.
- (d) You are advised to read carefully, understand and follow the terms of this Abridged Prospectus, **BEFORE** making the application.
- (e) You may accept, on behalf of your client, partially or fully, their respective allocation under the Rights Issue.
- (f) To apply for the Rights Shares, you will be required to submit your subscription information via a Rights Shares Subscription File which is to be prepared based on the format as set out in Bursa Depository's User Guide for NRS.
- (g) Once completed, you will need to submit the Rights Share Subscription File to Bursa Depository at any time daily before 5.00 p.m., but in any event no later than the last day and time for acceptance and payment.
- (h) Together with the Rights Shares Subscription File, you will also need to submit a confirmation to Bursa Depository of the following information:
 - (i) Confirmation that you have, prior to making the application via NRS, received and/or had access to the electronic copy of this Abridged Prospectus, the contents of which you have read, understood and agreed; and
 - (ii) Consent to the disclosure of your information to facilitate electronic refunds where applicable.
- (i) With regards to payment for the Rights Shares which you have applied for, you must transfer the amount payable directly to our bank account, the details of which are as follows:

Bank : **MALAYAN BANKING BERHAD**
Account Name : **CWG RIGHTS SHARES ACCOUNT**
Bank Account No. : **514012096298**

prior to submitting the Rights Shares Subscription File to Bursa Depository.
- (j) Upon completion of the transfer/payment, you may receive a transaction slip ("**Transaction Record**") from the transacting financial institution confirming the details of your transfer/payment. The Transaction Record is only a record of the completed transaction and not a record of the receipt of the application via NRS or any data relating to such an application by our Company or Bursa Depository. The Transaction Record is for your record and is not required to be submitted with your application via NRS.
- (k) You will be notified on the outcome of your application for the Rights Shares electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.
 - (i) successful application – an electronic notification will be sent to you within 8 Market Days from the last day for application and payment for the Rights Shares; or

- (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for application and payment for the Rights Shares.

The refund will be credited directly into your bank account from which payment of your subscription monies were made. Please take note of the terms and conditions as stated in **Section 10.4.4(ii)(a)** of this Abridged Prospectus and the required consent in making the application via NRS.

If the crediting of the refund into your bank account (as provided by you in the Rights Shares Subscription File) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

- (l) Upon crediting of the Rights Shares allotted to you into your CDS Account, you will also receive an electronic confirmation of the crediting from Bursa Depository.
- (m) You should note that all applications made for the Rights Shares submitted under NRS will be irrevocable upon submission of the Rights Shares Subscription File to Bursa Depository and cannot be subsequently withdrawn.

(ii) Terms and conditions for applications via NRS

The application via NRS will be made on, and subject to, the terms of this Abridged Prospectus, Bursa Depository's terms and conditions for NRS and Bursa Depository's User Guide for NRS as well as the terms and conditions appearing herein:

- (a) For purposes of making the electronic refund, you hereby give consent in accordance with the relevant laws of Malaysia, including Section 134 of the FSA and Section 45(1)(a) of the SICDA, to the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant financial institution, their respective agents and any third party involved in facilitating the payment of refunds to you as the case may be, of information pertaining to yourself and your account with the relevant financial institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the making of refunds or for any other purpose in connection with such payments. You will be required to provide confirmation of your consent in the manner prescribed in Bursa Depository's terms and conditions for NRS.
- (b) You agree and undertake to subscribe for or purchase and to accept the number of Rights Shares applied for as stated on your Rights Shares Subscription File in respect of your application via NRS. Your application will signify, and will be treated as, your acceptance of the number of Rights Shares that may be allotted to you.
- (c) You acknowledge that by completing and submitting the Rights Shares Subscription File to Bursa Depository, you, if successful, requests and authorises our Company to credit the Rights Shares allotted to you into the respective CDS Account as indicated in the Rights Shares Subscription File.

- (d) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, our Share Registrar, the relevant financial institution or Bursa Depository, and irrevocably agree that if:
- (i) our Company, our Share Registrar or Bursa Depository does not receive your application via NRS; or
 - (ii) the data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, our Share Registrar or Bursa Depository,
- you will be deemed not to have made your application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant financial institution for the Rights Shares with applied for or for any compensation, loss or damage relating to the application for the Rights Shares.
- (e) By completing and submitting the Rights Shares Subscription File to Bursa Depository, you agree that:
- (i) In consideration of our Company agreeing to allow and accept your application for the Rights Shares via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (ii) Our Company, the relevant financial institutions, Bursa Depository and our Share Registrar will not be liable for any delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond our control;
 - (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the electronic notification of allotment in respect of the Rights Shares issued is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights Shares; and
 - (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation to with the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities will be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (f) Our Share Registrar and Bursa Depository, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.

10.5 Procedures for the sale or transfer of the Provisional Rights Shares

As the Provisional Rights Shares are prescribed securities which will be traded on Bursa Securities commencing from 15 September 2017 to 5.00 p.m. on 21 September 2017, you may sell all or part of your entitlement to the Rights Shares during such period. You may transfer all or part of your entitlement to the Rights Shares from 15 September 2017 to 4.00 p.m. on 27 September 2017.

As an Entitled Shareholder, should you wish to sell or transfer all or part of your entitlement to 1 or more persons, you may do so through your stockbrokers without first having to request for a split of the Provisional Rights Shares standing to the credit of your CDS Account. You may sell such entitlement on Bursa Securities or transfer to such persons as may be allowed pursuant to the Rules of Bursa Depository, both for the period up to the last date and time for the sale and transfer of the Provisional Rights Shares.

YOU ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF. IN SELLING OR TRANSFERRING ALL OR PART OF YOUR PROVISIONAL RIGHTS SHARES, YOU NEED NOT DELIVER ANY DOCUMENT INCLUDING THE RSF, TO ANY STOCKBROKER. HOWEVER, YOU MUST ENSURE THAT THERE ARE SUFFICIENT PROVISIONAL RIGHTS SHARES STANDING TO THE CREDIT OF YOUR CDS ACCOUNTS THAT ARE AVAILABLE FOR SETTLEMENT OF THE SALE OR TRANSFER.

If you have sold or transferred only part of the Provisional Rights Shares, you may still accept the balance of the Provisional Rights Shares by completing Parts I(A) and II of the RSF. Please refer to **Section 10.4** of this Abridged Prospectus for the method of acceptance and application.

10.6 Procedures for acceptance by renounee/transferee

Renounee or transferee who wish to accept the Provisional Rights Shares must obtain a copy of the RSF from their stockbrokers, Bursa Securities' website, our Share Registrar or our Registered Office.

Please complete the RSF in accordance with the notes and instructions printed therein and submit the same together with the remittance to our Share Registrar at the above-stated address.

As a renounee or transferee, the procedures for acceptance, payment, selling and transferring of the Provisional Rights Shares are the same as that applicable to the Entitled Shareholders as set out in **Sections 10.3 and 10.4** of this Abridged Prospectus.

RENOONEE/TRANSFEREE ARE ADVISED TO READ, UNDERSTAND AND CONSIDER CAREFULLY THE CONTENTS OF THIS ABRIDGED PROSPECTUS AND ADHERE TO THE NOTES AND INSTRUCTIONS CONTAINED IN THIS ABRIDGED PROSPECTUS AND RSF CAREFULLY.

10.7 Procedures for application for the Excess Rights Shares

10.7.1 By way of RSF

If you are an Entitled Shareholder and/or a renounee/transferee, you may apply for the Excess Rights Shares in addition to your Provisional Rights Shares. If you wish to do so, please complete Part I(B) of the RSF (in addition to Parts I(A) and II) and forward it (together with a **separate remittance** made in RM for the **FULL and EXACT** amount payable in respect of the Excess Rights Shares applied for) using the envelope provided. Each completed RSF together with the relevant payment must be despatched **BY ORDINARY POST, COURIER or DELIVERED BY HAND** (at your own risk) to our Share Registrar at the address as set out in **Section 10.4.1** of this Abridged Prospectus, so as to arrive by the Closing Date.

Payment for the Excess Rights Shares applied should be made in the same manner described in **Section 10.4.1** of this Abridged Prospectus except that the **Banker's Draft** or **Cashier's Order** or **Money Order** or **Postal Order** drawn on a bank or post office in Malaysia be made payable to "**CWG EXCESS RIGHTS SHARES ACCOUNT**", crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name, address, contact number and CDS Account number in block letters to be received by our Share Registrar by the Closing Date. The payment must be made for the **FULL** and **EXACT** amount payable for the Excess Rights Shares applied for. Any excess or insufficient payment may be rejected at the absolute discretion of our Board. Cheques or other modes of payment not prescribed herein are unacceptable. Details of the remittances must be filled in the appropriate boxes provided in the RSF.

It is the intention of our Board to allot the Excess Rights Shares, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renounee and/or transferee who have applied for the Excess Rights Shares in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares on a pro-rata basis and in board lots, calculated based on their respective shareholdings as per their CDS Account as at the Entitlement Date;
- (iii) thirdly, for allocation to Entitled Shareholders who have applied for Excess Rights Shares on a pro-rata basis and in board lots, calculated based on the quantum of Excess Rights Shares applied for; and
- (iv) fourthly, for allocation to renounee and/or transferee who have applied for Excess Rights Shares on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied for.

In the event of any Excess Rights Shares balance after steps (i) to (iv) are carried out, steps (ii) to (iv) will be repeated to allocate the balance Excess Rights Shares.

Nevertheless, our Board reserves the right to allot the Excess Rights Shares applied for under Part I(B) of the RSF in such manner as our Board deems fit and expedient in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board set out in (i) to (iv) above is achieved.

Our Board reserves the right to accept any Excess Application in full or in part only without assigning any reasons.

APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED IN THE RSF.

PROOF OF TIME OF POSTAGE WILL NOT CONSTITUTE PROOF OF TIME OF RECEIPT BY OUR SHARE REGISTRAR. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT OR TO ACCEPT IN PART ONLY ANY APPLICATION WITHOUT PROVIDING ANY REASONS.

APPLICATIONS MAY NOT BE DEEMED TO HAVE BEEN ACCEPTED SOLELY BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

Notification on the outcome of your application for the Excess Rights Shares will be despatched to you by ordinary post to the address as shown in Bursa Depository's records at your own risk within the timelines as follows:

- (i) successful application – a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Excess Rights Shares; or
- (ii) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for application and payment for the Excess Rights Shares.

10.7.2 By way of Electronic Application

If you are an Entitled Shareholder and/or a renouncee/transferee who is an individual, you may apply for the Excess Rights Shares via Electronic Application in addition to your Provisional Rights Shares. If you wish to do so, you may apply for the Excess Rights Shares by following the same steps as set out in **Section 10.4.2** of this Abridged Prospectus save and except that you should proceed with the option for Excess Application and the amount payable to be directed to "**CWG EXCESS RIGHTS SHARES ACCOUNT**" for the Excess Rights Shares applied.

It is the intention of our Board to allot the Excess Rights Shares, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renouncee and/or transferee who have applied for the Excess Rights Shares in the priority set out in **Section 10.7.1** of this Abridged Prospectus.

Nevertheless, our Board reserves the right to allot the Excess Rights Shares applied for in such manner as our Board deems fit and expedient in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board set out in **Section 10.7.1** of this Abridged Prospectus is achieved.

The Electronic Application for Excess Rights Shares will be made on, and subject to, the same terms and conditions appearing in **Section 10.4.2** of this Abridged Prospectus, as well as the terms and conditions as stated below:

- (i) you agree and undertake to subscribe for or purchase and to accept the number of Excess Rights Shares applied for as stated on the Transaction Record or any lesser number of Excess Rights Shares that may be allotted to you in respect of your Electronic Application. In the event that our Company decides to allot any lesser number of such Excess Rights Shares or not to allot any Excess Rights Shares to you, you agree to accept any such decision as final. If your Electronic Application is successful, your confirmation (by your action of pressing the pre-designated keys or buttons on the ATM) of the number of Excess Rights Shares applied for will signify, and will be treated as, your acceptance of the number of Excess Rights Shares that may be allotted to you;
- (ii) our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions; and
- (iii) notification on the outcome of your Excess Application will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (a) successful application — a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Excess Rights Shares; or
 - (b) unsuccessful/partially successful application - the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day of application and payment for the Excess Rights Shares.

The refund will be credited directly into your bank account from which your Electronic Application was made. Please take note of the terms and conditions as stated in **Section 10.4.2(ii)** of this Abridged Prospectus and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account, from which your Electronic Application was made, is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk.

10.7.3 By way of Internet Application

If you are an Entitled Shareholder and/or a renounee/transferee, you may apply for the Excess Rights Shares via Internet Application in addition to your Provisional Rights Shares. If you wish to do so, you may apply for the Excess Rights Shares by following the same steps as set out in **Section 10.4.3** of this Abridged Prospectus save and except that you should proceed with the option for Excess Application and the amount payable to be directed to "**CWG EXCESS RIGHTS SHARES ACCOUNT**" for the Excess Rights Shares applied.

It is the intention of our Board to allot the Excess Rights Shares, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renounee and/or transferee who have applied for the Excess Rights Shares in the priority set out in **Section 10.7.1** of this Abridged Prospectus.

Nevertheless, our Board reserves the right to allot the Excess Rights Shares applied for in such manner as our Board deems fit and expedient in the best interest of our Company subject always to such allocation being made on a fair and equitable basis, and that the intention of our Board set out in **Section 10.7.1** of this Abridged Prospectus is achieved.

The Internet Application for Excess Rights Shares will be made on, and subject to, the same terms and conditions appearing in **Section 10.4.3** of this Abridged Prospectus, as well as the terms and conditions as stated below:

- (i) you agree and undertake to subscribe for or purchase and to accept the number of Excess Rights Shares applied for as stated on the Confirmation Screen or any lesser number of Excess Rights Shares that may be allotted to you in respect of your Internet Application. In the event that our Company decides to allot any lesser number of such Excess Rights Shares or not to allot any Excess Rights Shares to you, you agree to accept any such decision as final. If your Internet Application is successful, your confirmation (by your action of clicking the designated hyperlink on the relevant screen of the website) of the number of Excess Rights Shares applied for will signify, and will be treated as, your acceptance of the number of Excess Rights Shares that may be allotted to you;
- (ii) our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions; and
- (iii) notification on the outcome of your Excess Application will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (a) successful application — a notice of allotment will be despatched within 8 Market Days from the last day for application and payment for the Excess Rights Shares; or

- (b) unsuccessful/partially successful application — the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day of application and payment for the Excess Rights Shares.

The refund will be credited directly into your bank account from which your Internet Application was made. Please take note of the terms and conditions as stated in **Section 10.4.3(iii)** of this Abridged Prospectus and the required consent in making your Internet Application.

If the crediting of the refund into your bank account, from which your Internet Application was made, is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk.

10.7.4 By way of NRS

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository who is an Entitled Shareholder and/or a renounee and/or a transferee, you may apply for the Excess Rights Shares via NRS in addition to your Provisional Rights Shares. If you wish to do so, you may apply for the Excess Rights Shares by following the same steps as set out in **Section 10.4.4** of this Abridged Prospectus save and except that the amount payable to be directed to "**CWG EXCESS RIGHTS SHARES ACCOUNT**" for the Excess Rights Shares applied and also that you should complete the details for excess rights application at the designated fields for excess applications in the Rights Shares Subscription File. The details of the account are as follows:

Bank : **MALAYAN BANKING BERHAD**
Account Name : **CWG EXCESS RIGHTS SHARES ACCOUNT**
Bank Account No. : **514012096302**

It is the intention of our Board to allot the Excess Rights Shares, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renounee and/or transferee who have applied for the Excess Rights Shares in the priority set out in **Section 10.7.1** of this Abridged Prospectus.

The application via NRS for Excess Rights Shares will be made on, and subject to, the terms of this Abridged Prospectus, Bursa Depository's terms and conditions for NRS, Bursa Depository's User Guide for NRS and the same terms and conditions appearing **Section 10.4.4** of this Abridged Prospectus as well as the terms and conditions as stated below:

- (i) you agree and undertake to subscribe for or purchase and to accept the number of Excess Rights Shares applied for as stated on your Rights Shares Subscription File in respect of your application via NRS. Your application will signify, and will be treated as, your acceptance of the number of Excess Rights Shares that may be allotted to you;
- (ii) our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions; and
- (iii) notification on the outcome of your application for the Excess Rights Shares electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.
- (a) successful application – an electronic notification will be sent to you within 8 Market Days from the last day for application and payment for the Excess Rights Shares; or

- (b) unsuccessful/partially successful application – the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the last day for application and payment for the Excess Rights Shares.

The refund will be credited directly into your bank account from which payment of your subscription monies were made. Please take note of the terms and conditions as stated in **Section 10.4.4(ii)(a)** of this Abridged Prospectus and the required consent in making the application via NRS.

If the crediting of the refund into your bank account (as provided by you in the Rights Shares Subscription File) from which payment of your subscription monies were made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the correspondence address as shown on Bursa Depository's record at your own risk.

10.8 Form of issuance

Bursa Securities has already prescribed our Shares listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares are prescribed securities and as such, all dealings in the Rights Shares will be by book entry through a CDS Account and shall be governed by the SICDA and the Rules of Bursa Depository. You must have a valid and subsisting CDS Account in order to subscribe for the Rights Shares. Failure to comply with these specific instructions for application or inaccuracy in the CDS Account number may result in your application being rejected.

Your subscription for the Rights Shares shall constitute consent to receive such Rights Shares as prescribed securities which will be credited directly into your CDS Account. No physical share certificate will be issued to you.

Any person who intends to subscribe for the Rights Shares as a renounee/transferee (if applicable) by purchasing the Provisional Rights Shares from an Entitled Shareholder will have his/her Rights Shares credited directly as prescribed securities into his/her CDS Account.

All Excess Rights Shares, if allotted to the successful applicants who apply for the Excess Rights Shares, will be credited directly into his/her CDS Account.

If you have multiple CDS Accounts into which the Provisional Rights Shares have been credited, you cannot use a single RSF to apply for all these Provisional Rights Shares. Separate RSFs must be used for separate CDS Accounts. If successful, the Rights Shares that you applied for will be credited into the respective CDS Accounts into which the Provisional Rights Shares has been credited.

10.9 Laws of foreign jurisdictions

The Documents have not been and will not be made to comply with the laws of any foreign jurisdiction and have not been, and will not be, lodged, registered or approved pursuant to or under any legislation, or with or by any regulatory authorities or other relevant bodies, of any country or jurisdiction other than Malaysia.

The distribution of the Documents, as well as the acceptance of the Provisional Rights Shares, the Excess Rights Shares application and the subscription for or the acquisition of the Rights Shares may be restricted or prohibited (either absolutely or subject to various relevant securities requirements, whether legal or administrative, complied with) in certain countries or jurisdictions under the relevant laws of those countries or jurisdictions.

Foreign Addressed Shareholders and/or their renounee/transferee (if applicable) may accept or renounce, as the case may be, all or any part of their entitlements and exercise any other rights in respect of the Rights Issue only to the extent that it would be lawful to do so.

RHB Investment Bank, our Company and Directors, and officers ("**Parties**") would not, in connection with the Rights Issue, be in breach of the laws if any jurisdiction to which the Foreign Addressed Shareholders and/or their renounee/transferee (if applicable) are or may be subjected to. Foreign Addressed Shareholders and/or their renounee/transferee (if applicable) shall solely be responsible to seek advice as to the laws of the countries or jurisdictions to which they are or may be subjected to. The Parties shall not accept any responsibility or liability in the event that any acceptance or renunciation made by any Foreign Addressed Shareholders and/or their renounee/transferee (if applicable), is or shall become unlawful, unenforceable, voidable or void in any such country or jurisdiction.

Accordingly, the Documents will not be despatched to the Foreign Addressed Shareholders and/or their renounee and/or transferee (if applicable) who do not have a registered address in Malaysia as stated in the Record of Depositors or who have not provided the Share Registrar with an address in Malaysia for despatch of the Documents by the Entitlement Date. The Company will not make or be bound to make any enquiry as to whether the Foreign Addressed Shareholders and/or renounee/transferee (if applicable) have a registered address other than as stated in the Record of Depositors of our Company on the Entitlement Date, and will not accept or be deemed to accept any liability whether or not any enquiry or investigation is made in connection therewith. However, such Foreign Addressed Shareholders and/or renounee/transferee (if applicable) (without an address in Malaysia) may collect the Documents from the Share Registrar, in which event the Share Registrar shall be entitled to request for such evidence (i.e. identification or authorisation documents) as it deems necessary to satisfy itself as to the identity and authority of the person collecting the Documents.

Our Company reserves the right, in our absolute discretion, to treat any acceptance as invalid, if it believes or has reason to believe that such acceptance may violate any applicable legal or regulatory requirements. The Provisional Rights Shares relating to any acceptance which is treated as invalid will be included in the pool of Excess Rights Shares available for Excess Rights Share application by the other Entitled Shareholders and/or their renounee/transferee (if applicable).

No shareholder or person acting for the account or benefit of any such person, or any other person, shall have any claims whatsoever against any of the Parties.

By accepting the delivery of the Documents, signing any of the forms in the Documents or subscribing for or acquiring the Rights Shares, the Foreign Addressed Shareholders and/or their renounee/transferee (if applicable) are deemed to have represented, acknowledged and declared in favour of, and which representations, acknowledgments and declarations will be relied upon by the Parties that:

- (i) the Parties would not, by acting on the acceptance or renunciation in connection with the Rights Issue, be in breach of the laws of any country or jurisdiction to which those Foreign Addressed Shareholders and/or their renounee/transferee (if applicable) are or may be subject to;
- (ii) Foreign Addressed Shareholders and/or their renounee/transferee (if applicable) have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation;

- (iii) Foreign Addressed Shareholders and/or their renouncee/transferee (if applicable) are not a nominee or agent of a person in respect of whom the Parties would, by acting on the acceptance or renunciation, be in breach of the laws of any country or jurisdiction to which that person is or may be subjected to;
- (iv) Foreign Addressed Shareholders and/or their renouncee/transferee (if applicable) are aware that the Provisional Rights Shares can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia;
- (v) Foreign Addressed Shareholders and/or their renouncee/transferee (if applicable) have obtained a copy of this Abridged Prospectus and have relied on their own evaluation to assess the merits and risks of this investment; and
- (vi) Foreign Addressed Shareholders and/or their renouncee/transferee (if applicable) have sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of subscribing or purchasing the Rights Shares, and are and will be able, and are prepared to bear the economic and financial risks of investing in and holding the Rights Shares.

Persons receiving the Documents, including without limitation custodians, nominees and trustees, must not, in connection with the Rights Issue, distribute or send it into any country or jurisdiction where to do so would or might contravene local securities, exchange control or relevant laws or regulations.

No person in any territory outside of Malaysia receiving this Abridged Prospectus and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for or acquire any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other regulatory or legal requirements in such territory.

Our Company reserves the right, in our absolute discretion, to treat any acceptance of the Rights Shares as invalid if it believes that such acceptance may violate any applicable legal or regulatory requirements in Malaysia.

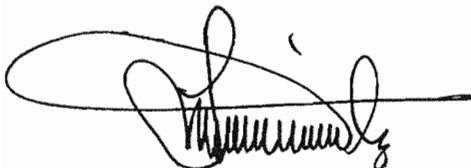
11. TERMS AND CONDITIONS

The issuance of the Rights Shares under the Rights Issue is governed by the terms and conditions set out in the Documents.

12. FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully,
For and on behalf of the Board
CWG HOLDINGS BERHAD



DATO' MOHD. JUNID BIN MOHD. NOOR @ MD NOOR
INDEPENDENT NON-EXECUTIVE CHAIRMAN

**CERTIFIED TRUE EXTRACT OF THE RESOLUTION PERTAINING TO THE RIGHTS ISSUE
PASSED AT THE EGM OF CWCB HELD ON 19 APRIL 2017**

CHEE WAH CORPORATION BERHAD (32250D)

Extract Minutes of the Extraordinary General Meeting ("EGM") of the shareholders of Chee Wah Corporation Berhad ("the Company" or "Chee Wah") duly convened and held at The Light Hotel, Lebuhr Tenggeri 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on 19 April 2017.

SPECIAL RESOLUTION**PROPOSED INTERNAL REORGANISATION**

RESOLVED THAT subject to the approval of the High Court of Malaya and approval of the shareholders for the Proposed Scheme of Arrangement as set out in the Notice of Court Convened Meeting for shareholders dated 24 March 2017, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") and approval of all other relevant authorities (if any) being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to implement the following:

- (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");

THAT the 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 Directors may consider necessary or expedient with full power to:

- (a) execute any other agreements in relation to the Proposed Internal Reorganisation 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 Internal Reorganisation; 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 Directors 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 Internal Reorganisation;

AND THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified.

CERTIFIED TRUE EXTRACT OF THE RESOLUTION PERTAINING TO THE RIGHTS ISSUE PASSED AT THE EGM OF CWCB HELD ON 19 APRIL 2017 (CONT'D)

CHEE WAH CORPORATION BERHAD (32250D)
EXTRACT MINUTES OF EXTRAORDINARY GENERAL MEETING HELD ON 19 APRIL 2017

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 42,096,701 ORDINARY SHARES IN A NEW INVESTMENT HOLDING COMPANY, CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG") ("CWG SHARES") ("RIGHTS SHARES") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) CWG SHARES ("PROPOSED RIGHTS ISSUE")

RESOLVED THAT subject to the passing of Special Resolution above and the approvals of all relevant authorities for the listing of and quotation for the Rights Shares to be issued by the CWG pursuant to the Proposed Rights Issue on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") being obtained, approval be and is hereby given to the Board of Directors of CWCB ("Board") to offer, provisionally allot and issue by way of a renounceable rights issue of up to 42,096,701 Rights Shares, on the basis of one (1) Rights Share for every two (2) CWG Shares held by the entitled shareholders of CWG whose names appear in the Record of Depositors of the CWG at the close of business on an entitlement date to be determined and announced later by the CWG Board of Directors ("CWG Board");

THAT, any fractional entitlements that may arise from the Proposed Rights Issue will be disregarded and shall be dealt with in such manner as the CWG Board shall in its absolute discretion think fit and expedient or to be in the best interest of the CWG;

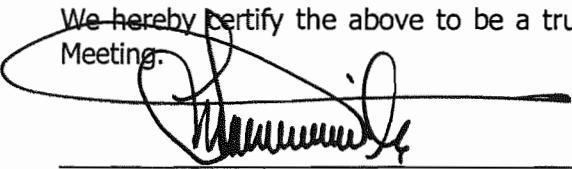
THAT, any Rights Shares which are unsubscribed or not taken up or not validly taken up shall be made available for excess application and the CWG Board be and is hereby authorised to allocate such excess Rights Shares in a fair and equitable manner;

THAT, the CWG Board be and is hereby authorised to utilise the proceeds from the Proposed Rights Issue in the manner as set out in Section 2.3.5 of the Explanatory Statement/Circular to Shareholders of the Company dated 24 March 2017 ("Explanatory Statement/Circular"), and the CWG Board be and is hereby authorised with full powers to vary the manner, timing and/or purpose of utilisation of such proceeds in such manner as the CWG Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

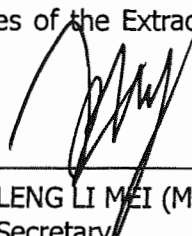
THAT the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then CWG Shares in issue, save and except that the Rights Shares shall not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid to the shareholders of CWG, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Rights Issue with full power to make and/or assent to any conditions, variations, modifications and/or amendments in any manner as may be imposed by the relevant authorities and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Rights Issue.

We hereby certify the above to be a true extract of the minutes of the Extraordinary General Meeting.



DATU' MOHD JUNID BIN MOHD NOOR @ MD NOOR
Director



LENG LI MEI (MAICSA 7062371)
Secretary

INFORMATION ON OUR COMPANY

1. HISTORY AND PRINCIPAL ACTIVITIES

Our Company was incorporated in Malaysia under the Companies Act, 1965 as a private limited company under the name of CWC Holdings Sdn Bhd on 24 October 2016 and was subsequently converted to a public limited company on 30 November 2016. It changed its name to CWG Holdings Berhad on 23 January 2017.

Our Company is principally engaged in investment holding. The principal activities of our subsidiaries include manufacture and sale of stationery and printing materials.

Further details on our subsidiaries are set out in **Section 5** of this Appendix.

2. SHARE CAPITAL AND MOVEMENTS IN SHARE CAPITAL

Our Company's issued share capital as at the LPD is RM42,096,701 comprising 84,193,402 CWG Shares.

Details of the changes in our Company's issued share capital since its incorporation preceding the LPD are set out below:

Date of Allotment	No. of CWG Shares allotted	Consideration given	Cumulative issued share capital	
			No. of CWG Shares	RM
24 October 2016	2	Subscriber shares	2	1
30 June 2017	84,193,400	Issued pursuant to the exchange of the entire 42,096,700 issued CWCB Shares with 84,193,400 CWG Shares on the basis of 2 new CWG Shares for every 1 CWCB Share	84,193,402	42,096,701

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INFORMATION ON OUR COMPANY (CONT'D)

3. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Based on the Record of Depositors of our Company, the substantial shareholders of our Company as at the LPD and the effects of the Rights Issue on their shareholdings in CWG are as follows:

Minimum Scenario

Substantial shareholders	As at the LPD				Pro Forma I After the Rights Issue			
	Direct		Indirect		Direct		Indirect	
	No. of CWG Shares	% ⁽¹⁾	No. of CWG Shares	% ⁽¹⁾	No. of CWG Shares	% ⁽²⁾	No. of CWG Shares	% ⁽²⁾
ANB Equity Sdn Bhd	12,083,000	14.35	-	-	12,083,000	11.32	-	-
Mr Ooi	12,500,000	14.85	-	-	35,000,000	32.80	-	-
Khor Say Khai Holdings Sdn Bhd	7,677,712	9.12	-	-	7,677,712	7.20	-	-
Khor Wan Tat	1,005,800	1.19	7,677,712	9.12 ⁽³⁾	1,005,800	0.94	7,677,712	7.20 ⁽³⁾
Khor Lay Wei	14,000	0.02	7,677,712	9.12 ⁽³⁾	14,000	0.01	7,677,712	7.20 ⁽³⁾
Lai Tjhin Tjhin	-	-	12,083,000	14.35 ⁽⁴⁾	-	-	12,083,000	11.32 ⁽⁴⁾

Notes:

- (1) Based on the issued share capital of RM42,096,701 comprising 84,193,402 CWG Shares as at the LPD.
- (2) Based on the enlarged issued share capital of RM53,346,701 comprising 106,693,402 CWG Shares after the Rights Issue.
- (3) Deemed interested via Khor Say Khai Holdings Sdn Bhd under section 8 of the Act.
- (4) Deemed interested via ANB Equity Sdn Bhd under section 8 of the Act.

INFORMATION ON OUR COMPANY (CONT'D)

Maximum Scenario

Substantial shareholders	As at the LPD				Pro Forma I After the Rights Issue			
	Direct		Indirect		Direct		Indirect	
	No. of CWG Shares	% ⁽¹⁾	No. of CWG Shares	% ⁽¹⁾	No. of CWG Shares	% ⁽²⁾	No. of CWG Shares	% ⁽²⁾
ANB Equity Sdn Bhd	12,083,000	14.35	-	-	18,124,500	14.35	-	-
Mr Ooi	12,500,000	14.85	-	-	18,750,000	14.85	-	-
Khor Say Khai Holdings Sdn Bhd	7,677,712	9.12	-	-	11,516,568	9.12	-	-
Khor Wan Tat	1,005,800	1.19	7,677,712	9.12 ⁽³⁾	1,508,700	1.19	11,516,568	9.12 ⁽³⁾
Khor Lay Wei	14,000	0.02	7,677,712	9.12 ⁽³⁾	21,000	0.02	11,516,568	9.12 ⁽³⁾
Lai Tjhin Tjhin	-	-	12,083,000	14.35 ⁽⁴⁾	-	-	18,124,500	14.35 ⁽⁴⁾

Notes:

- (1) Based on the issued share capital of RM42,096,701 comprising 84,193,402 CWG Shares as at the LPD.
- (2) Based on the enlarged issued share capital of RM63,145,052 comprising 126,290,103 CWG Shares after the Rights Issue.
- (3) Deemed interested via Khor Say Khai Holdings Sdn Bhd under section 8 of the Act.
- (4) Deemed interested via ANB Equity Sdn Bhd under section 8 of the Act.

INFORMATION ON OUR COMPANY (CONT'D)**4. DIRECTORS**

The particulars of our Directors as at the LPD are set out below:

Name	Address	Age	Nationality	Profession	Designation
Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor	No. 27, Persiaran Batu Uban 11700 Penang Malaysia	73	Malaysian	Company Director	Independent Non-Executive Chairman
Khor Say Beng	5, Lorong Bunga Rampai Satu 13000 Butterworth, Penang Malaysia	67	Malaysian	Managing Director	Group Managing Director
Mr Ooi	3, Lorong Sungai Keramat 27 Taman Klang Utama 42100 Klang, Selangor Malaysia	54	Malaysian	Company Director	Group Executive Director
Lee Eng Sheng	No. 52, Lorong 31 Taman Patani Jaya 08000 Sungai Petani, Kedah Malaysia	54	Malaysian	Company Director	Group Finance Director
Khor Wan Keong	5, Lorong Bunga Rampai Satu 13000 Butterworth, Penang Malaysia	39	Malaysian	Company Director	Group Executive Director
Tan Hing Ming @ Chin Hing Ming	B8-08, Blok B, Puncak Athenaeum Jalan Wangsa 5A Bukit Antarabangsa 68000 Ampang, Selangor Malaysia	49	Malaysian	Chartered Accountant	Independent Non-Executive Director
Razmi bin Alias	No. 20, Jalan Setia Nusantara U13/19K Setia Eco Park 40170 Shah Alam, Selangor Malaysia	60	Malaysian	Company Director	Senior Independent Non-Executive Director

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INFORMATION ON OUR COMPANY (CONT'D)

The shareholdings of our Directors as at the LPD and after the Rights Issue are set out below:

Minimum Scenario

Directors	Shareholdings as at the LPD				Proforma I After the Rights Issue			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of CWG Shares held	% ⁽¹⁾	No. of CWG Shares held	% ⁽¹⁾	No. of CWG Shares held	% ⁽²⁾	No. of CWG Shares held	% ⁽²⁾
Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor	-	-	-	-	-	-	-	-
Khor Say Beng	-	-	2,340,484	2.78 ⁽³⁾	-	-	2,340,484	2.19 ⁽³⁾
Mr Ooi	12,500,000	14.85	-	-	35,000,000	32.80	-	-
Lee Eng Sheng	57,000	0.07	-	-	57,000	0.05	-	-
Khor Wan Keong	898,400	1.07	-	-	898,400	0.84	-	-
Tan Hing Ming @ Chin Hing Ming	-	-	-	-	-	-	-	-
Razmi bin Alias	-	-	-	-	-	-	-	-

Notes:

- (1) Based on the issued share capital of RM42,096,701 comprising 84,193,402 CWG Shares as at the LPD.
- (2) Based on the enlarged issued share capital of RM53,346,701 comprising 106,693,402 CWG Shares after the Rights Issue.
- (3) Deemed interest by virtue of his interest in Say Beng Holdings Sdn Bhd in accordance with section 8 of the Act and his son's interest in the company in accordance with section 59(1)(c) of the Act.

INFORMATION ON OUR COMPANY (CONT'D)

Maximum Scenario

Directors	Shareholdings as at the LPD				Proforma I After the Rights Issue			
	<-----Direct----->		<-----Indirect----->		<-----Direct----->		<-----Indirect----->	
	No. of CWG Shares held	% ⁽¹⁾	No. of CWG Shares held	% ⁽¹⁾	No. of CWG Shares held	% ⁽²⁾	No. of CWG Shares held	% ⁽²⁾
Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor	-	-	-	-	-	-	-	-
Khor Say Beng	-	-	2,340,484	2.78 ⁽³⁾	-	-	3,510,726	2.78 ⁽³⁾
Mr Ooi	12,500,000	14.85	-	-	18,750,000	14.85	-	-
Lee Eng Sheng	57,000	0.07	-	-	85,500	0.07	-	-
Khor Wan Keong	898,400	1.07	-	-	1,347,600	1.07	-	-
Tan Hing Ming @ Chin Hing Ming	-	-	-	-	-	-	-	-
Razmi bin Alias	-	-	-	-	-	-	-	-

Notes:

- (1) Based on the issued share capital of RM42,096,701 comprising 84,193,402 CWG Shares as at the LPD.
- (2) Based on the enlarged issued share capital of RM63,145,052 comprising 126,290,103 CWG Shares after the Rights Issue.
- (3) Deemed interest by virtue of his interest in Say Beng Holdings Sdn Bhd in accordance with section 8 of the Act and his son's interest in the company in accordance with section 59(1)(c) of the Act.

INFORMATION ON OUR COMPANY (CONT'D)**5. SUBSIDIARY, JOINT VENTURE AND ASSOCIATED COMPANIES**

As at the LPD, our subsidiary companies are set out below:

Name of company	Date and place of incorporation	Issued share capital RM	Effective equity interest %	Principal activities
Subsidiary				
Chee Wah Corporation Berhad ("CWCB")	7 April 1977/ Malaysia	42,260,737 ⁽¹⁾	100	Investment holding, manufacture and sale of stationery and printing materials
Subsidiaries of CWCB				
Chee Wah (M) Sdn Bhd ("CWSB")	29 July 1993 /Malaysia	5,000,000	100	Investment holding and sale of stationery
Camel Paper Products Sdn Bhd	10 July 1990 /Malaysia	90,003	100	Property letting
Subsidiaries of CWSB				
Campap Marketing Sdn Bhd	14 April 1992 /Malaysia	2,500,000	100	Sale of stationery
Arto Art Sdn Bhd	26 September 2001 /Malaysia	6,200,000	100	Sale of stationery
Future Ace Publishing Sdn Bhd	21 December 1990 /Malaysia	1,000,000	100	Inactive

Note:

(1) Pursuant to Section 74 of the Act, all shares issued before or upon the commencement of the Act on 31 January 2017 shall have no par value. Accordingly, the amount standing to the credit of share premium account of RM164,037 in CWCB has been transferred to share capital.

As at the LPD, we do not have any joint venture and associated company.

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INFORMATION ON OUR COMPANY (CONT'D)

6. PROFIT AND DIVIDEND RECORDS

CWG was incorporated on 24 October 2016 as a dormant company to facilitate the implementation of the Internal Reorganisation. CWG does not have any business operations, profit or dividend record.

For informational purposes, the profit and dividend records for CWCB, the wholly-owned direct subsidiary of CWG based on CWCB's audited consolidated financial statements for the past 3 financial years up to FYE 30 June 2016 and CWG's unaudited consolidated financial statements for the FYE 30 June 2017 are set out below:

	<-----CWCB's audited----->			CWG's
	<-----FYE 30 June ----->			unaudited
	2014	2015	2016	FYE 30 June
	(RM'000)	(RM'000)	(RM'000)	2017
				(RM'000)
Revenue	88,901	95,262	92,352	100,712
Cost of sales	(71,892)	(75,817)	(67,634)	(74,624)
Gross profit	17,009	19,445	24,718	26,088
Other income	532	898	459	885
Administrative and general expenses	(7,671)	(7,568)	(8,439)	(10,327)
Selling and distribution expenses	(7,946)	(7,626)	(6,437)	(6,719)
Profit from operations	1,924	5,149	10,301	9,927
Finance costs	(1,558)	(1,596)	(1,413)	(1,402)
Profit before taxation ("PBT")	366	3,553	8,888	8,525
Tax expense	(231)	(656)	(1,921)	(2,080)
PAT	135	2,897	6,967	6,445
Profit for the year attributable to:				
Owners of the Company	135	2,897	6,967	6,445
Non-controlling interests	-	-	-	-
	135	2,897	6,967	6,445
Earnings before interests, taxes, depreciation and amortisation	4,786	8,009	13,467	13,368
Gross profit margin (%)	19.13	20.41	26.76	25.90
PBT margin (%)	0.41	3.73	9.62	8.46
PAT margin(%)	0.15	3.04	7.54	6.40
Basic EPS (sen)	0.16*	3.44*	8.28*	7.66
Dividend per share (sen)	-	2.0	3.5	-

Note:

* The calculation of the EPS has been adjusted retrospectively to reflect the changes in the number of shares as a result of the exchange of the entire 42,096,700 issued CWCB Shares with 84,193,400 new CWG Shares, on the basis of 2 new CWG Shares for every 1 existing CWCB Share held which had taken effect on 29 June 2017 pursuant to a members' scheme of arrangement under section 176 of the Companies Act, 1965.

INFORMATION ON OUR COMPANY (CONT'D)

Commentaries on past performance:**FYE 30 June 2014**

CWCB Group recorded an increase in revenue of RM2.68 million or 3.11% from RM86.22 million in the FYE 30 June 2013 to RM88.90 million in the FYE 30 June 2014. The increase in revenue was mainly due to higher sales generated from export customers based in Oceania countries, with main contributor from customers in Australia.

CWCB Group recorded PBT of RM0.37 million in the FYE 30 June 2014 as compared to loss before taxation of RM0.83 million in the FYE 30 June 2013. The increase in PBT was mainly due to higher revenue and reduction of production wastages.

CWCB Group recorded a loss before taxation of RM0.83 million in FYE 30 June 2013, compared to loss before taxation of RM7.19 million in FYE 30 June 2012. During the FYE 30 June 2012, CWCB Group undertook a rationalisation and streamline exercise which involved:

- (i) disposal of 2 wholly-owned subsidiary companies, namely Star Paper Bags Sdn Bhd and Sun Paper Bags & Packaging Sdn Bhd, both of which were involved in the manufacturing and trading of paper bags and related packaging products ("**Disposal I**");
- (ii) disposal of its 83% owned subsidiary company, Evergreen Paper (M) Sdn Bhd ("**EPSB**"), which was involved in manufacture of and dealing in papers and stationery, and provision of paper slitting and converting services ("**Disposal II**"); and
- (iii) disposal and closure of all of its 5 retail outlets as the business segment had suffered losses over the years.

The Disposal I and Disposal II was part of the rationalisation and streamline exercise undertaken by CWCB Group during the FYE 30 June 2012. Disposal I involved in the divestment of the non-core businesses whereas Disposal II was due to the weak financial performance of EPSB.

The rationalisation and streamline exercise was completed in the second and third financial quarters of FYE 30 June 2012. CWCB Group had accounted for certain non-recurring expenses and losses totalling about RM5.16 million, such as the impairment loss on goodwill attributable to a loss-making subsidiary, Campap Marketing Sdn Bhd, inventories written down, operating losses incurred by the 5 retail outlets as well as the loss on disposal and closure of the 5 retail outlets, leading to the loss before taxation of RM7.19 million in FYE 30 June 2012.

Although the net result of CWCB Group for FYE 30 June 2013 was in the red, the net loss position of CWCB Group has improved on the back of lower operating costs as a result of the rationalisation and streamline exercise.

FYE 30 June 2015

CWCB Group recorded an increase in revenue of RM6.36 million or 7.15% from RM88.90 million in the FYE 30 June 2014 to RM95.26 million in the FYE 30 June 2015. The increase in revenue was mainly due to higher sales generated from export customers based in Middle East countries, with main contributor from customers in Bahrain.

CWCB Group's PBT for the financial year under review increased by RM3.18 million or 859.46% from RM0.37 million in the FYE 30 June 2014 to RM3.55 million in the FYE 30 June 2015. The increase in the PBT was mainly attributed to better absorption of fixed production overheads as a result of higher production volume.

INFORMATION ON OUR COMPANY (CONT'D)

FYE 30 June 2016

CWCB Group recorded a decrease in revenue of RM2.91 million or 3.05% from RM95.26 million in the FYE 30 June 2015 to RM92.35 million in the FYE 30 June 2016. The decrease was mainly due to lower export revenue as a result of softer demand from one of our major export customers from African countries.

CWCB Group's PBT for the financial year under review increased by RM5.34 million or 150.42% from RM3.55 million in the FYE 30 June 2015 to RM8.89 million in the FYE 30 June 2016. The increase in the PBT was mainly attributable to strengthening of United States Dollar against RM, which was in favour of CWCB as 70.40% of its revenue was derived from export sales denominated in United States Dollar.

Unaudited FYE 30 June 2017

CWG Group recorded an increase in revenue of RM8.36 million or 9.05% from RM92.35 million in the FYE 30 June 2016 to RM100.71 million for the FYE 30 June 2017. The increase in revenue was mainly due to introduction of new product series, namely Arto by Campap range of high end art and craft based paper products and increase demand from existing export customers based in European and Oceania countries.

CWG Group's PBT for the financial year under review decreased by RM0.36 million or 4.05% from RM8.89 million in the FYE 30 June 2016 to RM8.53 million in the FYE 30 June 2017. The decrease in PBT was mainly due to an erosion in gross profit margin due to an increase in the price of paper in the global market as well as new impairment loss on receivables of RM0.33 million ("**Impairment Loss**"). The Impairment Loss was fully impaired in the FYE 30 June 2017 as the recoverability of debts from the specific trade customer based in Australia ("**Customer**") is doubtful. CWCB Group (now known as CWG Group after the completion of the Internal Reorganisation on 13 July 2017) started the relationship with the Customer since July 2016. CWCB had through its lawyers in Australia commenced legal proceedings against the Customer. The proceedings are still ongoing as at LPD.

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INFORMATION ON OUR COMPANY (CONT'D)

7. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of CWG Shares as traded on Bursa Securities for the past 12 months are set out below:

	High	Low
	RM	RM
2016		
August	1.39	1.21
September	1.33	1.19
October	1.29	1.17
November	1.31	1.20
December	1.28	1.17
2017		
January	1.22	1.16
February	1.47	1.22
March	1.62	1.34
April	1.58	1.43
May	1.59	1.34
June	1.44	1.28
July *	0.78	0.69

Last transacted market price on 11 November 2016
(being the day prior to the announcement on the Corporate Exercises) 1.20

Last transacted market price on the LPD 0.64

Last transacted price of CWG Shares on 11 September 2017
(being the date prior to the ex-date for the Rights Issue) 0.52

Note:

* *The trading price of CWG was adjusted for the Internal Reorganisation which involved the exchange of the entire 42,096,700 issued CWCB Shares with 84,193,400 new CWG Shares, on the basis of 2 new CWG Shares for every 1 existing CWCB Share held, which was completed on 13 July 2017.*

(Source: Bloomberg Finance LP)

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON



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GST No: 000760336384

Date: 28 August 2017

The Board of Directors
CWG Holdings Berhad
6428 Lorong Mak Mandin Tiga
Mak Mandin Industrial Estate
13400 Butterworth
Penang

Dear Sirs

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENTS OF
FINANCIAL POSITION AS AT 30 JUNE 2016**

We have completed our assurance engagement to report on the compilation of pro forma consolidated statements of financial position of CWG as at 30 June 2016. The pro forma consolidated statements of financial position, together with the accompanying notes, are set out in Appendix I and stamped by us for the purposes of identification. The applicable criteria on the basis of which the directors of CWG ("Directors") have compiled the pro forma consolidated statements of financial position are described in Note 2 of Appendix I.

The pro forma consolidated statements of financial position as at 30 June 2016 have been compiled by the Directors for inclusion in the Abridged Prospectus in connection with the Corporate Exercises as defined and described in Note 1 of Appendix I to illustrate the impacts on financial position of CWG and its subsidiary companies ("CWG Group") as at 30 June 2016 as if the Corporate Exercises had taken place on that date.

As part of this process, information about CWG Group's financial position has been extracted by the Directors from the audited consolidated financial statements of Chee Wah Corporation Berhad ("CWCB") for the financial year ended 30 June 2016 and unaudited financial statements of CWG as at that date based on the assumption that CWG has been in existence as at that date with issued share capital of RM1.00 comprising 2 ordinary shares. The audited consolidated financial statements of CWCB for the financial year ended 30 June 2016 were prepared in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

Directors' Responsibility

The Directors are responsible for compiling the pro forma consolidated statements of financial position on the basis of the applicable criteria.

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS
AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON
(CONT'D)



Our Responsibility

Our responsibility is to express an opinion about whether the pro forma consolidated statements of financial position have been compiled, in all material respects, by the Directors on the basis of the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the pro forma consolidated statements of financial position on the basis of the applicable criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated statements of financial position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated statements of financial position.

The purpose of the pro forma consolidated statements of financial position is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated statements of financial position have been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma consolidated statements of financial position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:-

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma consolidated statements of financial position reflect the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of CWG Group, the events or transactions in respect of which the pro forma consolidated statements of financial position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated statements of financial position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



Opinion

In our opinion, the pro forma consolidated statements of financial position have been compiled, in all material respects, on the basis of the applicable criteria.

Other Matters

This letter has been prepared solely for the purpose stated above in connection with the Corporate Exercises. As such, this letter should not be used for any other purpose without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully

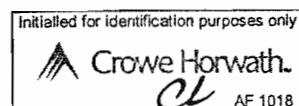
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Crowe Horwath
Firm No: AF 1018
Chartered Accountants

A handwritten signature in black ink, appearing to be "Eddy Chan Wai Hun" with a long horizontal stroke extending to the right.

Eddy Chan Wai Hun
Approval No: 2182/10/17(J)
Chartered Accountant

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016
MINIMUM SCENARIO**

	Note	As at 30 June 2016 RM'000	Pro forma I Internal Reorganisation RM'000	Pro forma II Issuance of Rights Share and Utilisation of proceeds RM'000
NON-CURRENT ASSETS				
Property, plant and equipment	3	0	40,869	40,869
CURRENT ASSETS				
Inventories	4	0	35,315	35,315
Trade and other receivables	5	0	12,364	12,364
Financial assets at fair value through profit or loss	6	0	14	14
Prepayments	7	0	1,062	1,062
Current tax assets	8	0	2	2
Cash and bank balances	9	*	2,243	9,743
		*	51,000	58,500
CURRENT LIABILITIES				
Trade and other payables	10	0	9,361	9,361
Loans and borrowings	11	0	19,868	16,968
Advance payments from customers	12	0	1,546	1,546
Current tax liabilities	8	0	173	173
		0	30,948	28,048
NET CURRENT ASSETS		*	20,052	30,452
NON-CURRENT LIABILITIES				
Loans and borrowings	11	0	5,660	5,660
Retirement benefits	13	0	517	517
Deferred tax liabilities	14	0	3,632	3,632
		0	9,809	9,809
NET ASSETS		*	51,112	61,512
EQUITY				
Share capital	15	*	42,261 #	53,511
Retained profits	16	0	8,851	8,001
TOTAL EQUITY		*	51,112	61,512
No. of ordinary shares in issue ('000)		**	84,193	106,693
Net assets per share (RM)		0.50	0.61	0.58
Total borrowings (RM)		0	25,528	22,628
Gearing ratio (times)		0.00	0.50	0.37

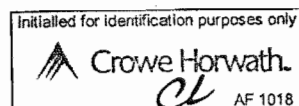
* Represent RM1

** Represent 2 ordinary shares

Pursuant to Section 74 of the Companies Act 2016, all shares issued before or upon the commencement of the Act on 31 January 2017 shall have no par value. Accordingly, the amount standing to the credit of share premium of RM164,037 in Chee Wah Corporation Berhad has been transferred to share capital.

1

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

MAXIMUM SCANARIO

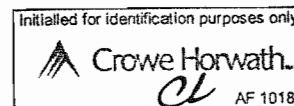
	Note	As at 30 June 2016 RM'000	Pro forma I Internal Reorganisation RM'000	Pro forma II Issuance of Rights Share and Utilisation of proceeds RM'000
NON-CURRENT ASSETS				
Property, plant and equipment	3	0	40,869	40,869
CURRENT ASSETS				
Inventories	4	0	35,315	35,315
Trade and other receivables	5	0	12,364	12,364
Financial assets at fair value through profit or loss	6	0	14	14
Prepayments	7	0	1,062	1,062
Current tax assets	8	0	2	2
Cash and bank balances	9	*	2,243	9,743
		*	51,000	58,500
CURRENT LIABILITIES				
Trade and other payables	10	0	9,361	9,361
Loans and borrowings	11	0	19,868	7,170
Advance payments from customers	12	0	1,546	1,546
Current tax liabilities	8	0	173	173
		0	30,948	18,250
NET CURRENT ASSETS		*	20,052	40,250
NON-CURRENT LIABILITIES				
Loans and borrowings	11	0	5,660	5,660
Retirement benefits	13	0	517	517
Deferred tax liabilities	14	0	3,632	3,632
		0	9,809	9,809
NET ASSETS		*	51,112	71,310
EQUITY				
Share capital	15	*	42,261	# 63,309
Retained profits	16	0	8,851	8,001
TOTAL EQUITY		*	51,112	71,310
No. of ordinary shares in issue ('000)		**	84,193	126,290
Net assets per share (RM)		0.50	0.61	0.56
Total borrowings (RM)		0	25,528	12,830
Gearing ratio (times)		0.00	0.50	0.18

* Represent RM1

** Represent 2 ordinary shares

Pursuant to Section 74 of the Companies Act 2016, all shares issued before or upon the commencement of the Act on 31 January 2017 shall have no par value. Accordingly, the amount standing to the credit of share premium of RM164,037 in Chee Wah Corporation Berhad has been transferred to share capital.

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

1. General Information

Chee Wah Corporation Berhad ("CWCB") is undertaking the following corporate exercises in order to streamline their operations:-

(i) Internal Reorganisation

a. Share Exchange

Exchange of the entire issued share capital of CWCB") comprising 42,096,700 ordinary shares in CWCB ("CWCB Shares") with 84,193,400 new ordinary shares in CWG ("CWG Shares"), on the basis of 2 new CWG Shares for every 1 existing CWCB Share held on an entitlement date ("Exchange Entitlement Date");

b. Transfer of Listing

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; and

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

The Internal Reorganisation had taken effect on 29 June 2017 pursuant to the lodgement of court order granted by the High Court of Malaya at Kuala Lumpur for the approval of the scheme of arrangement of CWCB under Section 176 of the Companies Act, 1965 to implement the Internal Reorganisation with the Registrar of Companies on 29 June 2017. The Internal Reorganisation was completed on 13 July 2017 and CWCB became a wholly-owned subsidiary of CWG..

(ii) Rights Issue

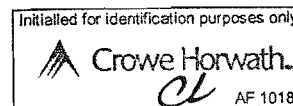
Renounceable rights issue of up to 42,096,701 CWG Shares ("Rights Shares") on the basis of 1 Rights Share for every 2 CWG Shares held on an entitlement date to be determined and announced later ("Rights Entitlement Date") ("Rights Issue").

(collectively, referred to as the "**Corporate Exercises**").

2. Basis of Preparation

The pro forma consolidated statements of financial position of CWG have been compiled by the directors of CWG ("Directors") for inclusion in the Abridged Prospectus in connection with the Corporate Exercises to illustrate the impacts on the financial position of CWG and its subsidiary companies ("CWG Group") as at 30 June 2016 as if the Corporate Exercises had taken place on that date. As part of this process, information about CWG Group's financial position has been extracted by the Directors from:-

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

2. Basis of Preparation (cont'd)

- (i) audited consolidated financial statements of CWCB for the financial year ended 30 June 2016, which were prepared in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia; and
- (i) unaudited financial statements of CWG as at 30 June 2016 based on the assumption that CWG has been in existence as at that date with issued share capital of RM1.00 comprising 2 CWG Shares.

The pro forma consolidated statements of financial position of CWG have been prepared in a manner consistent with both the format of the financial statements and the accounting policies of CWCB.

2.1 Internal Reorganisation

All the holders of CWCB Shares on the Exchange Entitlement Date will exchange their CWCB Shares with new CWG Shares on the basis of 2 new CWG Shares for every 1 existing CWCB Shares held.

The Internal Reorganisation had taken effect on 29 June 2017 and CWCB became a wholly-owned subsidiary of CWG. The Internal Reorganisation was completed on 13 July 2017.

Accordingly, CWCB was delisted from the Official List of Bursa Securities and CWG was admitted to the Official List of Bursa Securities in place of CWCB, with the listing of and quotation for the entire issued share capital of RM42,096,701 comprising 84,193,402 CWG Shares on the Main Market of Bursa Securities.

Pro forma I incorporates the effects after the completion of the Internal Reorganisation as set out in Section 2.1.

2.2 Rights Issue

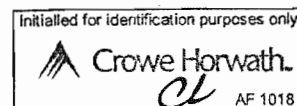
The Rights Issue of up to 42,096,701 Rights Shares to be implemented on a renounceable basis of 1 Rights Share for every 2 CWG Shares.

For illustrative purposes, the effects of the Rights Issue shall be based on the following 2 scenarios:-

Minimum Scenario : Assuming that only Mr Ooi Chin Soon, the undertaking shareholder of the Rights Issue fully subscribes for the Rights Shares and none of the holders of CWG Shares on the Rights Entitlement Date ("Rights Entitled Shareholders") subscribe for their Rights Shares.

Maximum Scenario : Assuming that all the Rights Entitled Shareholders fully subscribe for their respective entitlements of the Rights Shares.

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

2. Basis of Preparation (cont'd)

2.2 Rights Issue (cont'd)

The pro forma effects of the Rights Issue are as follows:-

Minimum : Issuance of 22,500,000 Rights Shares amounted to
Scenario RM11,250,000 will be payable in cash.

Maximum : Issuance of 42,096,701 Rights Shares amounted to
Scenario RM21,048,351 will be payable in cash.

The proceeds from the Rights Issue will be utilised for the repayment of bank borrowings and working capital purpose of CWG Group, including the total estimated expenses of RM850,000 relating to the Corporate Exercises which will be deducted from retained profits.

Pro forma II incorporates the effects after Pro forma I and the Rights Issue and utilisation of proceeds as set out in Section 2.1.

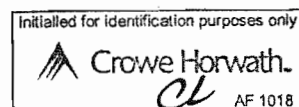
3. Property, Plant and Equipment

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	40,869	40,869
As per pro forma I and II	<u>40,869</u>	<u>40,869</u>

4. Inventories

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	35,315	35,315
As per pro forma I and II	<u>35,315</u>	<u>35,315</u>

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
 PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
 AS AT 30 JUNE 2016**

5. Trade and Other Receivables

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	12,364	12,364
As per pro forma I and II	<u>12,364</u>	<u>12,364</u>

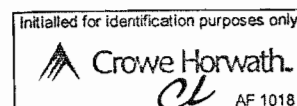
6. Financial Assets at Fair Value through Profit or Loss

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	14	14
As per pro forma I and II	<u>14</u>	<u>14</u>

7. Prepayments

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	1,062	1,062
As per pro forma I and II	<u>1,062</u>	<u>1,062</u>

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

8. Current Tax Assets/(Liabilities)

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	(171)	(171)
As per pro forma I and II	<u>(171)</u>	<u>(171)</u>
Disclosed as:-		
Current tax assets	2	2
Current tax liabilities	(173)	(173)
	<u>(171)</u>	<u>(171)</u>

9. Cash and Bank Balances

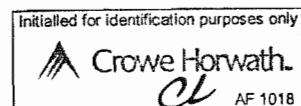
	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	*	*
Effect of share exchange with CWCB	2,243	2,243
As per pro forma I	2,243	2,243
Issuance of Right Shares	11,250	21,048
Estimated expenses for the Corporate Exercises	(850)	(850)
Repayment of bank borrowings	(2,900)	(12,698)
As per pro forma II	<u>9,743</u>	<u>9,743</u>

* This represents RM1 as at 30 June 2016 based on the assumption that CWG has been in existence as at 30 June 2016 with 2 CWG Shares.

10. Trade and Other Payables

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	9,361	9,361
As per pro forma I and II	<u>9,361</u>	<u>9,361</u>

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016

11. Loans and Borrowings

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	25,528	25,528
As per pro forma I	25,528	25,528
Repayment of bank borrowings	(2,900)	(12,698)
As per pro forma II	22,628	12,830
Disclosed as:-		
Current liabilities	16,968	7,170
Non-current liabilities	5,660	5,660
	22,628	12,830

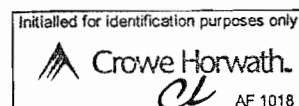
12. Advance Payments from Customers

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	1,546	1,546
As per pro forma I and II	1,546	1,546

13. Retirement Benefits

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	517	517
As per pro forma I and II	517	517

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON (CONT'D)



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

14. Deferred Tax Liabilities

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	3,632	3,632
As per pro forma I and II	<u>3,632</u>	<u>3,632</u>

15. Share Capital

	Minimum Scenario		Maximum Scenario	
	No. of Shares '000	RM'000	No. of Shares '000	RM'000
Balance as at 30 June 2016	*	*	*	*
Effect of share exchange with CWCB	84,193	42,261 #	84,193	42,261 #
As per pro forma I	84,193	42,261	84,193	42,261
Issuance of Rights Shares	22,500	11,250	42,097	21,048
As per pro forma II	<u>106,693</u>	<u>53,511</u>	<u>126,290</u>	<u>63,309</u>

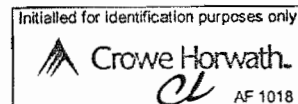
* This represents RM1 as at 30 June 2016 based on the assumption that CWG has been in existence as at 30 June 2016 with 2 CWG Shares.

Pursuant to Section 74 of the Companies Act 2016, all shares issued before or upon the commencement of the Act on 31 January 2017 shall have no par value. Accordingly, the amount standing to the credit of share premium of RM164,037 in CWCB has been transferred to share capital.

16. Retained Profits

	Minimum Scenario RM'000	Maximum Scenario RM'000
Balance as at 30 June 2016	0	0
Effect of share exchange with CWCB	8,851	8,851
As per pro forma I	8,851	8,851
Estimated expenses for the Corporate Exercises	(850)	(850)
As per pro forma II	<u>8,001</u>	<u>8,001</u>

**PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS
AT 30 JUNE 2016 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON
(CONT'D)**



APPENDIX I

**CWG HOLDINGS BERHAD (FORMERLY KNOWN AS CWC HOLDINGS BERHAD) ("CWG")
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

APPROVAL BY THE BOARD OF DIRECTORS

Approved and adopted by the Board of Directors of CWG Holdings Berhad in accordance with a resolution dated 28 August 2017

On behalf of the Board of Directors,



Khor Say Beng



Lee Eng Sheng

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017



CWG HOLDINGS BERHAD (1206385-W)
(Formerly known as CWC Holdings Berhad)
(Incorporated in Malaysia)

CERTIFIED TRUE COPY

[Handwritten Signature]

The Board of Directors of CWG HOLDINGS BERHAD (formerly known as CWC Holdings Berhad) is pleased to announce the consolidated results for the fourth quarter ended 30 June 2017. The figures have not been audited.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended <u>30/06/2017</u> RM '000	Preceding Year Corresponding Quarter Ended <u>30/06/2016</u> RM '000	Current Year To Date <u>30/06/2017</u> RM '000	Preceding Year Corresponding Period <u>30/06/2016</u> RM '000
Revenue	27,757	26,069	100,712	92,352
Operating expenses	(27,290)	(23,773)	(91,670)	(82,510)
Other operating income/(expenses)	368	(228)	885	459
Finance costs	(325)	(345)	(1,402)	(1,413)
Profit before tax	510	1,723	8,525	8,888
Tax expense	(370)	(423)	(2,080)	(1,921)
Profit for the year	140	1,300	6,445	6,967
Other comprehensive income for the year <i>Items that will not be reclassified to profit or loss:-</i>				
- Remeasurement of defined benefit liability	-	(71)	-	(71)
- Deferred tax effect thereof	-	17	-	17
Total comprehensive income for the year	140	1,246	6,445	6,913
Earnings per share (sen)				
- Basic	0.17	1.54	7.66	8.28
- Diluted	0.17	1.54	7.66	8.28

The condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended 30 June 2016 and the accompanying explanatory notes attached to the interim financial statements.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)



CWG HOLDINGS BERHAD (1206385-W)
(Formerly known as CWC Holdings Berhad)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited As At End Of Current Year 30/06/2017 RM'000	Audited As At Preceding Financial Year Ended 30/06/2016 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment	39,637	40,869
Current Assets		
Inventories	39,096	35,316
Trade and other receivables	18,157	13,426
Derivative assets	30	14
Current tax assets	3	2
Cash and bank balances	3,429	2,243
	<u>60,715</u>	<u>51,001</u>
TOTAL ASSETS	<u>100,352</u>	<u>91,870</u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	42,261	42,097
Reserves	13,823	9,015
Total Equity	<u>56,084</u>	<u>51,112</u>
Non-Current Liabilities		
Borrowings	4,783	5,660
Retirement benefits	572	517
Deferred tax liabilities	3,603	3,633
	<u>8,958</u>	<u>9,810</u>
Current Liabilities		
Trade and other payables	15,928	10,907
Borrowings	18,682	19,868
Current tax liabilities	700	173
	<u>35,310</u>	<u>30,948</u>
Total Liabilities	<u>44,268</u>	<u>40,758</u>
TOTAL EQUITY AND LIABILITIES	<u>100,352</u>	<u>91,870</u>
Net Assets per Share* (sen)	67	61

* The calculation of the net assets per share for the comparative periods has been adjusted retrospectively as a result of an increase in the number of shares pursuant to the Share Exchange which was completed on 29 June 2017 via a Member's Scheme of Arrangement under Section 176 of the Companies Act, 1965. The adjustment is to reflect the effect of the Share Exchange as if it had occurred at the beginning of financial year 2016.

The condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended 30 June 2016 and the accompanying explanatory notes attached to the interim financial statements.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)

CWG CWG HOLDINGS BERHAD (1206385-W)
 (Formerly known as CWC Holdings Berhad)
 HOLDINGS BERHAD (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the twelve months ended 30 June 2017 - unaudited	Share capital RM '000	Non- distributable	Distributable	Total Equity RM '000
		Share premium RM '000	Retained earnings RM '000	
Balance as at 01/07/2015	42,097	164	2,780	45,041
Remeasurement of defined benefit liability	-	-	(71)	(71)
Deferred tax effect thereof	-	-	17	17
Other comprehensive income for the financial year	-	-	(54)	(54)
Profit for the financial year	-	-	6,967	6,967
Total comprehensive income for the financial year	-	-	6,913	6,913
Dividend (representing total transactions with owners)	-	-	(842)	(842)
Balance as at 30/06/2016	<u>42,097</u>	<u>164</u>	<u>8,851</u>	<u>51,112</u>
Balance as at 01/07/2016	42,097	164	8,851	51,112
Effect of the new Companies Act, 2016**	164	(164)	-	-
Profit (representing total comprehensive income) for the financial year	-	-	6,445	6,445
Dividend (representing total transactions with owners)	-	-	(1,473)	(1,473)
Balance as at 30/06/2017	<u>42,261</u>	<u>-</u>	<u>13,823</u>	<u>56,084</u>

** Pursuant to Section 618(2) of the Companies Act, 2016 ("CA 2016"), any outstanding share premium shall become part of share capital. The share premium included in share capital is available to be utilised in accordance with Section 618(3) of CA 2016 on or before 30 January 2019 (24 months from commencement of Section 74).

The condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended 30 June 2016 and the accompanying explanatory notes attached to the interim financial statements.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)

CWG CWG HOLDINGS BERHAD (1206385-W)
HOLDINGS BERHAD (Formerly known as CWC Holdings Berhad)
 (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Current Year 12 Months Ended 30/06/2017 RM '000	Preceding Year Corresponding 12 Months Ended 30/06/2016 RM '000
Cash Flows from Operating Activities		
Profit before tax	8,525	8,888
Adjustments for:		
Bad debts written off	14	-
Depreciation of property, plant and equipment	3,441	3,167
Deposits forfeited	(34)	-
Gain on disposal of property, plant and equipment	(45)	(54)
Impairment loss on loans and receivables	334	7
Interest expense	1,402	1,413
Interest income	(7)	-
Inventories written down	258	15
Provision for retirement benefits	55	48
Unrealised gain on derivative financial instruments	(30)	(14)
Unrealised loss/(gain) on foreign exchange	23	(13)
Operating profit before changes in working capital	13,936	13,457
Changes in:-		
Inventories	(4,038)	(8,606)
Receivables and prepayments	(5,069)	6,440
Payables and advance payments	5,021	556
Derivative assets	14	(3)
Cash generated from operations	9,864	11,844
Tax paid	(1,584)	(667)
Net cash from operating activities	8,280	11,177
Cash Flows from Investing Activities		
Interest received	7	-
Purchase of property, plant and equipment	(467)	(9,845)
Proceeds from disposal of property, plant and equipment	55	179
Net cash used in investing activities	(405)	(9,666)
Cash Flows from Financing activities		
Dividend paid	(1,473)	(842)
Interest paid	(1,393)	(1,465)
Net (decrease)/increase in short-term borrowings	(26)	271
Repayment of hire purchase obligations	(1,560)	(1,285)
Repayment of term loan	(625)	(573)
Term loan raised	-	5,000
Net cash (used in)/from financing activities	(5,077)	1,106
Currency Translation Differences	1	(5)
Net change in cash and cash equivalents	2,799	2,612
Cash and cash equivalents at beginning of the year	(1,123)	(3,735)
Cash and cash equivalents at end of the year	1,676	(1,123)
Cash and cash equivalents at end of the year consist of :-		
Cash and bank balances	3,429	2,243
Bank overdrafts	(1,753)	(3,366)
	1,676	(1,123)

The condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended 30 June 2016 and the accompanying explanatory notes attached to the interim financial statements.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)



EXPLANATORY NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

PART A : REQUIREMENTS OF MFRS 134: INTERIM FINANCIAL REPORTING

A1 Basis Of Preparation

The Condensed Consolidated Interim Financial Statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting issued by Malaysian Accounting Standard Board ("MASB") and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The internal reorganisation of Chee Wah Corporation Berhad ("CWCB") Group in which CWG Holdings Berhad (formerly known as CWC Holdings Berhad) ("CWG") was established as the new holding company of CWCB is accounted for when:

- a) CWG obtains control of CWCB Group via a two to one share exchange with the shareholders of CWCB;
- b) the assets and liabilities of CWCB Group are the same immediately before and after the reorganisation; and
- c) the owners of CWCB before the reorganisation have the same absolute and relative interests in the net assets of the CWCB Group and the new CWG Group immediately before and after the reorganisation.

In the separate financial statements of CWG, the cost of acquisition of CWCB Group is measured at the carrying amount of CWCB's share of the equity items shown in the separate financial statements of CWCB at the date of the reorganisation.

The consolidated financial statements of the new CWG Group are presented using the values from the consolidated financial statements of CWCB Group. Any resulting difference between the cost of acquisition and the aggregate carrying value of assets and liabilities of CWCB Group is taken directly to equity.

The Condensed Consolidated Interim Financial Statements should be read in conjunction with the audited financial statements of the CWCB Group for the financial year ended 30 June 2016. The explanatory notes attached to the Condensed Consolidated Interim Financial Statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 30 June 2016.

A2 Accounting Policies

The accounting policies and methods of computation adopted in the preparation of the Condensed Consolidated Interim Financial Statements are consistent with those adopted in the audited financial statements of CWCB for the year ended 30 June 2016.

The Group has adopted the MFRSs, Amendments to MFRSs and IC interpretations effective for the financial period beginning on or after 1 July 2016 where applicable to the Group. The initial adoption of these applicable MFRSs, amendments and interpretations do not have any material impact on the financial statements of the Group.

The Group has not adopted the new standards, amendments to published standards and interpretations that have been issued but not yet effective. These new standards, amendments to published standards and interpretations are not expected to have any significant impacts on the financial statements of the Group upon their initial application.

A3 Seasonal Or Cyclical Factors

To the nature of its products and the market demand, the Group's revenue is normally lower in the first and third quarters as compared to the other quarters in each financial year.

A4 Unusual Items

There were no items affecting the current financial year's assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence.

A5 Changes In Estimates

There were no major changes in estimates from those of the prior financial year which have a material effect for the financial year under review.

A6 Issuance, Repurchases And Repayments Of Debt And Equity Securities

There were no issues, repurchase, cancellation resales and repayment of debt and equity securities during the current financial year under review.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)

CWG CWG HOLDINGS BERHAD (1206385-W)
HOLDINGS BERHAD (Formerly known as CWC Holdings Berhad)
 (Incorporated in Malaysia)

EXPLANATORY NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

A7 Dividends Paid

A first and final single-tier dividend of 3.5 sen per ordinary share of RM1 each amounted to RM1,473,385 in respect of the financial year ended 30 June 2016 was paid on 9 January 2017, which has been approved by shareholders at the Annual General Meeting held on 23 November 2016.

A8 Segment Information

The Group's activities fall within one business segment being the manufacture and sale of stationery and printing materials which are predominantly carried out in Malaysia. Apart from revenue from external customers by location of customers which are shown below, the required segmental information has already been disclosed in the interim financial statements:

	Current Year Quarter RM'000	Current Year To Date RM'000
Malaysia	3,367	24,902
Asia (exclude Malaysia)	16,513	37,959
Oceania	2,742	22,748
Europe	4,985	12,230
Africa and America	150	2,873
	<u>27,757</u>	<u>100,712</u>

The directors are of the opinion that all inter-segment transfers have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties. Those transfers are eliminated on consolidation.

A9 Events After The Interim Period

There were no events subsequent to the end of the current financial year that have not been reflected in the financial statements for the current financial year.

A10 Changes In The Composition Of The Group

On 29 June 2017, the exchange of shares between the CWG and CWCB pertaining to the proposed internal reorganisation exercised was completed and CWCB is now a wholly-owned subsidiary of CWG.

A11 Contingent Liabilities Or Assets

There were no contingent liabilities or contingent assets since last financial year ended 30 June 2016.

A12 Material Related Parties Transactions

There were no material transactions entered by the Group with any related parties.

A13 Capital Commitments

The group has the following capital commitment in respect of property, plant and equipment as at 30 June 2017:

	RM'000
Contracted but not provided for	<u>1,640</u>

PART B : REQUIREMENTS OF APPENDIX 9B OF MAIN MARKET LISTING REQUIREMENTS

B1 Review Of Performance

For the current quarter ended 30 June 2017, the Group generated a revenue of RM27.757 million as compared to the preceding year corresponding quarter of RM26.069 million. The increase in revenue of RM1.688 million or 6% was mainly due to higher sales from export market. The Group recorded a profit before tax of RM0.510 million for the current quarter as compared to the preceding year corresponding quarter of RM1.723 million. The decrease in profit before tax of RM1.213 million was mainly due to expenses incurred for a corporate exercise undertaken by the Group amounting to RM0.787 million and impairment loss on receivables of RM0.334 million in current quarter.

For the financial year ended 30 June 2017, the Group generated a revenue of RM100.712 million as compared to the preceding year corresponding period of RM92.352 million. The increase in revenue of RM8.360 million or 9% was mainly due to higher sales from export market. The Group generated a profit before tax of RM8.525 million as compared to the preceding year corresponding period of RM8.888 million. The decrease in profit before tax of RM0.363 million was not in line with the increase in revenue mainly due to the result of a non-recurring expenses incurred for corporate exercise and impairment loss on receivables.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)



CWG HOLDINGS BERHAD (1206385-W)
(Formerly known as CWC Holdings Berhad)
(Incorporated in Malaysia)

EXPLANATORY NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

B2 Comparison With Immediate Preceding Quarter's Results

	Individual Quarter Ended		Variance RM'000	%
	30/06/2017 RM'000	31/03/2017 RM'000		
Revenue	27,757	20,561	7,196	35
Profit before tax	510	985	(475)	(48)

The Group's revenue generated in the current quarter was RM27.757 million as compared to RM20.561 million in the immediate preceding quarter was mainly due to seasonal factor as stated in Note A3. However, the Group recorded a lower profit before tax of RM0.510 million in current quarter as compared to RM0.985 million in the immediate preceding quarter mainly due to the factors as explained in Note B1.

B3 Prospects

The Board anticipates that the performance of the Group remain challenging in the next financial year due to the uncertain macro-economic outlook. However, the Group expects to remain profitable in the next financial year.

B4 Profit Forecast/Profit Guarantee

Not applicable as there were no profit forecasts published.

B5 Tax Expense

Breakdown of tax expense for the financial year ended 30 June 2017 is as follows:

	Current Year Quarter RM '000	Current Year To Date RM '000
Income tax:		
Current year	649	2,052
Prior year	-	58
Deferred tax:		
Current year	(238)	11
Prior year	(41)	(41)
	<u>370</u>	<u>2,080</u>

The effective tax rate of the Group for the current quarter was higher than statutory tax rate mainly due to non deductible expenses which relating to expenses incurred for corporate exercise in current quarter.

B6 Status Of Corporate Proposal

On 14 November 2016, RHB Investment Bank Berhad ("RHB Investment Bank") had, on behalf of the Board of Directors of CWCB, announced the following:

- a) internal reorganisation by way of a members' scheme of arrangement under Section 176 of the Companies Act, 1965 (the "Act") ("Internal Reorganisation") comprising the following proposals:
 - i) exchange of the entire 42,096,700 issued ordinary shares in CWCB ("CWCB Shares") with 84,193,400 new ordinary shares in CWG ("CWG Shares"), on the basis of 2 new CWG Shares for every 1 existing CWCB Share held on an entitlement date to be determined and announced ("Share Exchange"); and
 - ii) 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 ("Transfer of Listing"); and
- b) renounceable rights issue of up to 42,096,701 CWG Shares ("Rights Shares") on the basis of 1 Rights Share for every 2 CWG Shares held on an entitlement date to be determined and announced later ("Rights Issue").

For the purpose of the Internal Reorganisation, CWCB and CWG had, on the same day, entered into a conditional share exchange agreement.

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)



CWG HOLDINGS BERHAD (1206385-W)
(Formerly known as CWC Holdings Berhad)
(Incorporated in Malaysia)

EXPLANATORY NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

B6 Status Of Corporate Proposal (Continued)

On 20 December 2016, the relevant court papers were filed by CWCB to obtain the requisite order from the High Court of Malaya at Kuala Lumpur ("High Court") pursuant to Section 176 of the Act for leave to be granted to CWCB to convene a meeting of its members in relation to the Internal Reorganisation.

On 28 December 2016, the initial listing application and additional listing application in relation to the Internal Reorganisation and Rights Issue were submitted to Bursa Securities. On 10 January 2017, the High Court had, at the hearing, granted leave for CWCB to convene a meeting of its members pursuant to Section 176(1) of the Act in relation to the Internal Reorganisation within 6 months from 10 January 2017.

On 8 March 2017, Bursa Securities had, vide its letter dated 7 March 2017, approved the following:

- i) admission of CWG to the Official List of Bursa Securities and the listing of and quotation for the enlarged issued share capital of CWG of RM42,096,701 comprising 84,193,402 CWG Shares under the "Consumer Products" sector on the Main Market of Bursa Securities, in place of CWCB; and
- ii) listing and quotation of up to 42,096,701 Rights Shares to be issued pursuant to the Rights Issue.

The approval of shareholders of CWCB (who are now shareholders of CWG after the completion of the Internal Reorganisation on 13 July 2017) has been obtained at the Court Convened Meeting in relation to the Internal Reorganisation and Extraordinary General Meeting in relation to the Internal Reorganisation and Rights Issue held on 19 April 2017.

On 24 May 2017, the relevant court papers were filed by CWCB to obtain the requisite order from the High Court pursuant to Sections 176(3), (5) and (7) of the Act to approve the Internal Reorganisation.

On 29 June 2017, RHB Investment Bank had, on behalf of the Board of Directors of CWG, announced that the Internal Reorganisation had taken effect on 29 June 2017 pursuant to the lodgement of court order granted by the High Court on 31 May 2017 for the approval of the scheme of arrangement of CWCB under Section 176 of the Act to implement the Internal Reorganisation with the Registrar of Companies on 29 June 2017. The Internal Reorganisation was completed on 13 July 2017 following the de-listing of CWCB Shares and with the listing of CWG Shares. Consequently, CWCB became a wholly-owned subsidiary of CWG.

The Rights Issue is expected to be completed by October 2017.

B7 Group Borrowings And Debt Securities

Group borrowings as at 30 June 2017 are as follows:

	Secured RM'000	Unsecured RM'000
a) <u>Short term borrowings</u>		
Bank overdrafts	-	1,753
Bankers' acceptances and trust receipts	-	14,672
Hire purchase payables	1,632	-
Term loan	625	-
	<u>2,257</u>	<u>16,425</u>
b) <u>Long term borrowings</u>		
Hire purchase payables	1,606	-
Term loan	3,177	-
	<u>4,783</u>	<u>-</u>
c) The Group borrowings are denominated in the following currencies:		
	Financial Year Ended 30/06/2017 RM'000	Financial Year Ended 30/06/2016 RM'000
Ringgit Malaysia	23,465	23,542
United States Dollars	-	1,986
	<u>23,465</u>	<u>25,528</u>

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)



CWG HOLDINGS BERHAD (1206385-W)
(Formerly known as CWC Holdings Berhad)
(Incorporated in Malaysia)

EXPLANATORY NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

B8 Changes In Material Litigation

The Group is not engaged in any material litigation as at 25 August 2017.

B9 Proposed Dividends

The Board recommends a first and final single-tier dividend of 1.5 sen per ordinary share in respect of financial year ended 30 June 2017, which is subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting. The financial statements do not reflect this proposed dividend which will be recognised as an appropriation of retained earnings in the financial year ending 30 June 2018 when approved by shareholders.

B10 Earnings Per Share

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter Ended 30/06/2017 RM '000	Preceding Year Corresponding Quarter Ended 30/06/2016 RM '000	Current Year To Date 30/06/2017 RM '000	Preceding Year Corresponding Period 30/06/2016 RM '000
Profit for the year	140	1,300	6,445	6,967
	No. of Shares '000	No. of Shares '000	No. of Shares '000	No. of Shares '000
Number of ordinary shares	84,193	84,193	84,193	84,193
Weighted average number of shares	84,193	84,193	84,193	84,193
Basic earnings per share (sen)	0.17	1.54	7.66	8.28

The calculation of the earnings per share for the comparative periods has been adjusted retrospectively to reflect the changes in the number of shares as a result of the share exchange as if it had occurred at the beginning of financial year 2016.

The diluted earnings per share equals the basic earnings per share as the Company did not have any dilutive potential ordinary shares during the financial year.

B11 Auditors' Report On Preceding Annual Financial Statements

The latest audited financial statements for the financial year ended 30 June 2016 were not subject to any qualification.

B12 Realised And Unrealised Profits Or Losses

	Financial Year Ended 30/06/2017 RM'000	Financial Year Ended 30/06/2016 RM'000
Total retained profits/(accumulated losses) of CWG and its subsidiaries:		
- Realised	4,386	(762)
- Unrealised	2,533	2,727
	6,919	1,965
Add: Consolidation adjustments and eliminations	6,904	6,886
Total Group retained profits as per consolidated accounts	13,823	8,851

UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF OUR COMPANY FOR THE FYE 30 JUNE 2017 (CONT'D)

CWG CWG HOLDINGS BERHAD (1206385-W)
HOLDINGS BERHAD (Formerly known as CWC Holdings Berhad)
 (Incorporated in Malaysia)

EXPLANATORY NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

B13 Notes to the Condensed Consolidated Statement of Comprehensive Income

	Current Year Quarter <u>RM'000</u>	Current Year To Date <u>RM'000</u>
Profit for the year is arrived at after crediting/(charging):		
- Bad debts recovered	-	2
- Bad debts written off	(14)	(14)
- Impairment loss on loans and receivables	(334)	(334)
- Deposits forfeited	(9)	25
- Depreciation of property, plant and equipment	(872)	(3,441)
- Gain on disposal of property, plant and equipment	-	45
- (Loss)/Gain on foreign exchange	(287)	127
- Interest expenses	(325)	(1,402)
- Interest income	2	7
- Allowance of inventories written down	(88)	(258)
- Gain on derivative financial instruments	30	16

B14 Authorisation For Issue

The Condensed Consolidated Interim Financial Statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors passed on 25 August 2017.

DIRECTORS' REPORT



CWG HOLDINGS BERHAD (1206385-W)
(Formerly known as CWC Holdings Berhad)

Registered Office:

6428 Lorong Mak Mandin Tiga
Mak Mandin Industrial Estate
13400 Butterworth, Penang
Malaysia

Date: 11 September 2017

To: The Shareholders of CWG Holdings Berhad (formerly known as CWC Holdings Berhad) ("CWG" or the "Company")

On behalf of the Board of Directors of CWG ("Board"), I wish to report, after making due enquiries in relation to the period between 30 June 2016 (being the date to which the last audited consolidated financial statements of Chee Wah Corporation Berhad and its subsidiaries ("Group"), which is now CWG and its subsidiaries after the completion of the Internal Reorganisation (as defined in this Abridged Prospectus) on 13 July 2017, have been made up) and the date hereof (being a date not earlier than 14 days before the date of this Abridged Prospectus):

- (i) the business of the Group has, in the opinion of the Board, been satisfactorily maintained;
- (ii) in the opinion of the Board, no circumstances have arisen since the last audited consolidated financial statements of the Company which have adversely affected the trading or the value of the assets of CWG or any of its subsidiaries;
- (iii) the current assets of the Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- (iv) there are no other contingent liabilities by reason of any guarantee or indemnity given by CWG or any of its subsidiaries;
- (v) since the last audited consolidated financial statements of the Company, there has been no default or any known event that could give rise to a default situation, on payments of either interest and/or principal sums for any borrowings of the Group; and
- (vi) there has been no material change in the published reserves or unusual factor affecting the profits of the Group since the last audited consolidated financial statements of the Company.

Yours faithfully,
For and on behalf of the Board
CWG HOLDINGS BERHAD
(formerly known as CWC Holdings Berhad)

A handwritten signature in black ink, appearing to read 'Khor Say Beng', written over a horizontal line.

KHOR SAY BENG
Group Managing Director

ADDITIONAL INFORMATION

1. SHARE CAPITAL

- (i) Save for the Rights Shares, no other securities in our Company will be allotted or issued on the basis of this Abridged Prospectus later than 12 months after the date of this Abridged Prospectus.
- (ii) As at the date of this Abridged Prospectus, we have only 1 class of shares in our Company, namely the ordinary shares, all of which rank equally with one another.
- (iii) As at the LPD, save for our Entitled Shareholders who shall be provisionally allotted with the Rights Shares under the Rights Issue, no person has been or is entitled to be granted an option to subscribe for any securities in our Company and no capital of our Company is under any option or agreed conditionally or unconditionally to be put under any option.

2. DIRECTORS' REMUNERATION

The provisions in our Company's Constitution in relation to the remuneration of our Directors are set out below (capitalised terms mentioned are as defined in the Constitution of our Company):

Clause 81 – Remuneration of Directors

- (i) Subject to this Constitution, the Directors will be paid such Directors' fees and benefits as is from time to time determined by the Company in general meeting and that the Directors' fees will be divided among the Directors in such proportions and manner as the Directors may determine and, in default of such determination, equally.
- (ii) That Directors' fees will accrue from day to day.
- (iii) Fees payable to non-executive Directors shall be a fixed sum and not by way of a commission based on, or percentage of, profits or turnover.
- (iv) Fees payable to Directors may not be increased except pursuant to an Ordinary Resolution passed in general meeting and unless notice of the proposed increase has been given in the notice convening the meeting.

Clause 82 – Remuneration of Directors

Subject to this Constitution, the executive directors may be paid such remuneration as is from time to time determined by the Board provided that the remuneration payable shall not include a commission payable on, or percentage of, turnover.

Clause 83 - Remuneration of Directors

The Directors may grant special remuneration to any Director who (on request by the Directors) is willing to:

- (i) render any special or extra services to the Company; or
- (ii) to go or reside outside his country of domicile or residence in connection with the conduct of any of the Company's affairs.

Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be paid in a lump sum or by way of salary, or by a percentage of profits, or by all or any of such methods but shall not include (where such special remuneration is paid by way of salary) a commission on or a percentage of turnover.

ADDITIONAL INFORMATION (CONT'D)

Clause 108 – Remuneration of Managing Director

Subject to this Constitution, the managing director may be paid such remuneration as is from time to time determined by the Board provided that the remuneration payable shall not include a commission payable on, or percentage of, turnover.

3. MATERIAL CONTRACTS

Save as disclosed below, our Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the 2 years preceding the date of this Abridged Prospectus:

- (i) collective agreement dated 2 May 2017 with Paper And Paper Products Manufacturing Employees' Union ("**Union**") with the intention to provide a clear understanding of the relationship between CWCB and the Union in the matters concerning the terms and conditions of the employment for all the employees represented by the Union to stabilize their terms and conditions of employment for the period of the duration of the agreement and to provide and improve the machinery for prompt and equitable disposition of grievances arising as a result of interpretation or any other matter contained in the agreement. The agreement shall take effect from 4 October 2016 until 3 October 2019 ("**Collective Agreement**"); and
- (ii) the share exchange agreement dated 14 November 2016 entered into between CWCB and CWG in relation to the implementation of the scheme of arrangement between CWCB and the shareholders of CWCB under section 176 of the Companies Act, 1965.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither our Company nor our subsidiary companies are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of our Group, and our Board is not aware of any proceedings, pending or threatened against our Group, or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of our Group.

ADDITIONAL INFORMATION (CONT'D)**5. GENERAL**

- (i) There is no existing or proposed service contract entered or to be entered into by our Company or any subsidiary company with any Director or proposed Director, other than those which are expiring or determinable by the employing company without payment of compensation (other than statutory compensation) within 1 year from the date of this Abridged Prospectus.
- (ii) Save as disclosed in this Abridged Prospectus, after having made all reasonable enquiries, the financial conditions and operations of our Group are not affected by any of the following:
 - (a) known trends, demands, commitments, events or uncertainties that will or are likely to materially increase or decrease the liquidity of our Group;
 - (b) material commitments for capital expenditure of our Group;
 - (c) unusual, infrequent events or transactions or significant economic changes which materially affect the amount of reported income from the operations of our Group;
 - (d) known trends or uncertainties which have had, or will have, a material favourable or unfavourable impact on the revenue or operating income of our Group; and
 - (e) material information, including special trade factors or risks, which are unlikely to be known or anticipated by the general public and which could materially affect the profits of our Group.

6. CONSENTS

Our Principal Adviser, company secretaries, principal bankers, Bloomberg Finance LP, Share Registrar, solicitors for the Rights Issue, auditors and IMR have given and have not subsequently withdrawn their written consents to the inclusion of their names and all references thereto in the form and context in which they appear in this Abridged Prospectus.

Our reporting accountants have given and have not subsequently withdrawn their written consent for the inclusion of their name, including the reporting accountants' letter on the pro forma consolidated statements of financial position of our Company as at 30 June 2016 and the auditors' report on the consolidated financial statements of our Company for the FYE 30 June 2016 and all references thereto in the form and context in which it appears in this Abridged Prospectus.

ADDITIONAL INFORMATION (CONT'D)

7. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office and principal place of business of our Company at 6428, Lorong Mak Mandin 3, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia, during normal business hours from Mondays to Fridays (except public holidays) for a period of 12 months from the date of this Abridged Prospectus:

- (i) our Constitution;
- (ii) the pro forma consolidated statements of financial position of our Company as at 30 June 2016 together with the reporting accountants' letter thereon, as set out in **Appendix III** of this Abridged Prospectus;
- (iii) the audited consolidated financial statements of CWCB for the past 2 FYE 30 June 2015 and the FYE 30 June 2016;
- (iv) the latest unaudited consolidated financial statements of our Company for the FYE 30 June 2017, as set out in **Appendix IV** of this Abridged Prospectus;
- (v) the Directors' Report, as set out in **Appendix V** of this Abridged Prospectus;
- (vi) the material contracts referred to in **Section 3** above;
- (vii) the letters of consent referred to in **Section 6** above;
- (viii) the Undertaking; and
- (ix) the IMR Report.

8. RESPONSIBILITY STATEMENT

This Abridged Prospectus together with the accompanying NPA and RSF have been seen and approved by our Board. They collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts which if omitted would make any statement in the Documents false or misleading.

RHB Investment Bank, being our Principal Adviser for the Rights Issue, acknowledges that, based on all available information and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue.