



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

CWG HOLDINGS BERHAD

201601035444 (1206385-W)

(Incorporated in Malaysia)

4th Annual General Meeting

Date : Wednesday, 25 November 2020

Time : 11.00 am

Venue : The Light Hotel, Lebuh Tenggiri 2
Bandar Seberang Jaya
13700 Penang
Malaysia



CWG HOLDINGS BERHAD

201601035444 (1206385-W)
(Incorporated in Malaysia)

27 October 2020

Dear Shareholders,

CWG Holdings Berhad - Annual General Meeting 2020

We are pleased to inform that CWG Holdings Berhad ("CWG" or "the Company") will convene the 4th Annual General Meeting ("AGM") of the Company on Wednesday, 25 November 2020 at The Light Hotel, Lebuhr Tenggeri 2, Bandar Seberang Jaya, 13700 Penang, Malaysia at 11.00 am.

The following documents can be viewed or downloaded from the Company's website at www.cwgholdings.com.my. You may also scan the below QR code with your smart device:-



- i) Annual Report 2020
- ii) Notice of 4th AGM
- iii) Administrative Guide
- iv) Proxy Form
- v) Annual Report Request Form

If you need a copy of the printed Annual Report 2020, you may make your request by completing and submitting the Annual Report Request Form to us accordingly. Alternatively, you may also request from our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at <https://tjih.online> by selecting "Request for Annual Report/Circular" under the "Investor Services". The Annual Report will be delivered to you by ordinary post as soon as reasonably practicable upon your request.

If you wish to appoint a proxy to attend and vote on your behalf at the 4th AGM, you may deposit your proxy form at 6428, Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia or by electronic submission via TIIH Online website at <https://tjih.online> not less than forty-eight (48) hours before the time in the appointed for holding the meeting. Please refer to the Administrative Guide for further information.

We thank you for your continued support to CWG Holdings Berhad.

Yours faithfully
for and on behalf of the Board of
CWG HOLDINGS BERHAD

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

Moving forward, notices and documents may be sent by electronic means. To receive your e-notices & e-documents, please update your email address and mobile number with your stockbroker/authorized depository agent now.

CWG HOLDINGS BERHAD

201601035444 (1206385-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting ("AGM") of CWG HOLDINGS BERHAD will be held at The Light Hotel, Lebuhraya 2, Bandar Seberang Jaya, 13700 Penang on Wednesday, 25 November 2020, at 11.00 am for the following purposes:

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.
2. To approve the declaration of a first and final single tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2020. Resolution 1
3. To re-elect the following Directors retiring in accordance with the Company's Constitution:
 - 3.1 Ooi Chin Soon (Clause 78) Resolution 2
 - 3.2 Razmi Bin Alias (Clause 78) Resolution 3
 - 3.3 Lee Eng Sheng (Clause 79) Resolution 4
 - 3.4 Ng Tiang Yong (Clause 79) Resolution 5
4. To approve the payment of Directors' fees and benefits payable up to RM250,000 for the period commencing this AGM through to the next AGM of the Company. Resolution 6
5. To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 7

As Special Business

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Resolution 8
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."

7. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Resolution 9

“THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of shares purchased does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the retained profits of the Company. As at the latest financial year ended 30 June 2020, the audited retained profits of the Company stood at RM10,365,732; and
- (iii) the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- (i) to cancel the ordinary shares so purchased; or
- (ii) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- (iii) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
- (iv) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company.”

8. **RETENTION AS INDEPENDENT DIRECTOR**

Resolution 10

- "THAT Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor be retained as Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance until the conclusion of the next AGM."
9. To transact any other business of which due notice shall have been given in accordance with Companies Act 2016 and the Company's Constitution.

By Order of the Board

Ong Tze-En (SSM PC No. 202008003397) (MAICSA 7026537)
Leng Li Mei (SSM PC No. 202008000276) (MAICSA 7062371)
Joint Company Secretaries

Penang

27 October 2020

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders, the first and final single tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2020 will be paid on 23 December 2020 to depositors registered in the Record of Depositors at the close of business on 7 December 2020.

A depositor shall qualify for the entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4.30 pm on 7 December 2020 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

Notes:

1. A proxy may but need not be a member of the Company and a member shall be entitled to appoint up to two (2) persons to be his proxy(ies). Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the meeting:
 - (i) In hard copy form
The proxy form must be deposited at the Company's Registered Office at 6428, Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia.
 - (ii) By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online at website: <https://tiih.online> (applicable to individual shareholders only). Please refer to the Administrative Guide on the procedures for electronic submission of proxy form via TIIH Online.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 November 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes on Ordinary and Special Business:

1. The proposed Ordinary Resolution 6, if passed, will facilitate the payment of the Directors' fees and benefits to the Directors for the period commencing this AGM through to the next AGM.

The Directors' fees and benefits proposed for the period commencing this AGM up to the next AGM are calculated based on the number of scheduled Board and Board Committees' meetings. The Board will seek approval from the shareholders at the next AGM in the event the Directors' fees and benefits proposed is insufficient due to an increase in the number of the Board and Board Committees' meetings and/or increase in the Board size and/or revision to the existing Directors' fees and benefits structure.

2. The proposed Ordinary Resolution 8 is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Directors to issue and allot ordinary shares from the unissued capital of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors at the 3rd AGM held on 27 November 2019 and which will lapse at the conclusion of the 4th AGM.

3. The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to purchase the Company's own shares up to 10% of the total issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the proposed resolution is set out in the Share Buy-Back Statement in this Annual Report 2020.

4. The proposed Ordinary Resolution 10, if passed, will retain Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor as Independent Director of the Company. This proposed resolution is by way of two-tier voting pursuant to Practice 4.2 of Malaysian Code on Corporate Governance. The details of the Board's justifications and recommendation for the retention of Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor are set out in the Corporate Governance Overview Statement in this Annual Report.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements)

No individual is standing for election as a Director at the forthcoming 4th AGM of the Company.

ADMINISTRATIVE GUIDE FOR THE 4TH ANNUAL GENERAL MEETING

Date : Wednesday, 25 November 2020
Time : 11.00 am
Venue : The Light Hotel, Lebuhraya Tenggiri 2, Bandar Seberang Jaya, 13700 Penang

IMPORTANT NOTICE:

General Meeting Arrangements

In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the 4th Annual General Meeting ("AGM") in order to safeguard the health of all attendees of 4th AGM. You are requested to read and adhere to this Administrative Guide.

You are also reminded to check the Company's website and announcements from time to time for the latest updates on the status or changes to the AGM arrangement.

Measures to Minimise Risks of COVID-19 Infection

In light of the COVID-19 outbreak, the following steps will be taken for shareholders, proxies and others who will be attending the 4th AGM in order to minimize the risks of spreading the COVID-19 virus:

(a) Temperature Checks and Wearing Face Mask

1. All persons attending the 4th AGM will be required to undergo a temperature check and make health declaration prior to entering the 4th AGM venue.
2. Any person who had recent travel history to overseas, especially to the affected countries or any red zone areas in Malaysia during the last 14 days prior to the 4th AGM or had been in contact with a suspected or confirmed COVID-19 patient during the last 14 days prior to the 4th AGM, irrespective of nationality, will not be permitted to attend the 4th AGM.
3. Any person with a body temperature of more than 37.5 degrees Celsius and/or exhibit flu-like symptoms will not be allowed to attend the 4th AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the 4th AGM.
4. Wearing a face mask in advance and throughout the 4th AGM proceedings is necessary. Please be informed that the Company will not be providing face masks.
5. All persons are strongly advised to wash your hands frequently and use the hand sanitizer before and after the 4th AGM. Hand sanitizer will be provided by the Company.

(b) Physical Distancing and Seating Arrangement

1. There will be no distribution of door gifts during the 4th AGM.
2. To enhance physical distancing measures, the seats allocated for shareholders/proxies at the 4th AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standard operating procedures provided by the relevant governmental and/or health authorities.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the 4th AGM of the Company, in accordance with the directives and/or guidelines issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the 4th AGM.

Registration on the Day of 4th AGM

1. Registration will commence at 10.00 am and will close by 11.10 am.
2. Original MyKad or Passport is required to be presented during registration for verification.
3. Registration must be done in person. No person is allowed to register on behalf of another.
4. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.
5. Please vacate the registration area immediately after registration to prevent congestion.

Appointment of Proxy

1. A shareholder who is unable to attend the 4th AGM may appoint proxy and deposit the proxy form with the Company's Registered Office at 6428, Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia.
2. For individual shareholder, you have the option of submitting the proxy form electronically to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via TIIH Online website at <https://tiih.online>.
3. The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

	Procedure	Action
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: "Submission of Proxy Form".• Read and agree to the Terms & Conditions and confirm the Declaration• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print proxy form for your record.

4. The last date and time for lodging the proxy form is Monday, 23 November 2020 at 11.00 am.
5. If you have submitted your Proxy Form prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy.

Enquiry

If you have any enquiries prior to the meeting, please contact the following persons during office hours on Mondays to Fridays from 9.00 am to 5.30 pm (except on public holidays):-

Share Registrar		Telephone No.
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	General Line	+603-2783 9299
	En. Mohd Kamal Bin Mohd Din	+603-2783 9237
	Ms. Esther Loo	+603-2783 9293
	Fax No.	+603-2783 9222
	Email	is.enquiry@my.tricorglobal.com

CWG HOLDINGS BERHAD
201601035444 (1206385-W)

No. of Shares Held	
CDS Account No.	

Telephone no. _____ (During office hours)

I/We _____ NRIC/Passport/Company No. _____
(Full name in block letters)

of _____ (Address)

being a Member(s) of CWG Holdings Berhad, hereby appoint

Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding

* and/or (*delete as appropriate)

Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the 4th Annual General Meeting ("AGM") of the Company to be held at The Light Hotel, Lebuh Tenggiri 2, Bandar Seberang Jaya, 13700 Penang on Wednesday, 25 November 2020 at 11.00 am and at any adjournment thereof:-

Resolutions		For	Against
1	Approval of first and final single tier dividend		
2	Re-election of Ooi Chin Soon		
3	Re-election of Razmi Bin Alias		
4	Re-election of Lee Eng Sheng		
5	Re-election of Ng Tiang Yong		
6	Approval of payment of Directors' fees and benefits for the period from this AGM to the next AGM		
7	Re-appointment of Messrs. BDO PLT as Auditors of the Company		
8	Authority to Issue Shares		
9	Proposed Renewal of Share Buy-Back Authority		
10	Retention of Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor as Independent Director		

Please indicate with an "X" in the spaces provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.

Dated this _____ day of _____, 2020

Signature of Member(s)/Common Seal

Notes:

- A proxy may but need not be a member of the Company and a member shall be entitled to appoint up to two (2) persons to be his proxy(ies). Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the meeting:
 - In hard copy form
The proxy form must be deposited at the Company's Registered Office at 6428, Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia.
 - By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online at website: <https://tiah.online> (applicable to individual shareholders only). Please refer to the Administrative Guide on the procedures for electronic submission of proxy form via TIIH Online.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 November 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Personal Data Privacy

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the Annual General Meeting of the Company and any adjournment thereof.

FOLD THIS FLAP FOR SEALING

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CWG HOLDINGS BERHAD

201601035444 (1206385-W)

The Company Secretaries
6428, Lorong Mak Mandin Tiga
Mak Mandin Industrial Estate
13400 Butterworth, Penang



CWG HOLDINGS BERHAD

201601035444 (1206385-W)
(Incorporated in Malaysia)

**ANNUAL REPORT
REQUEST FORM**

Dear Shareholder,

Thank you for your continued support for CWG HOLDINGS BERHAD. We are pleased to inform you that printed copies of the Annual Report of the Company are available upon request.

You may request for a copy of the printed Annual Report 2020 through the following means:

- (a) Complete this form and return it to our Company's registered office at 6428, Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia by mail or fax it to +604-324 8607; or
- (b) Submit a request online at <https://tjih.online> by selecting "Request for Annual Report" under the tab marked as "Investor Services".

We shall mail the Annual Report to you as soon as reasonably practicable after the receipt of the request.

Thank you.

PARTICULARS OF SHAREHOLDERS

Name : _____

NRIC No. / Company No. : _____

Address : _____

Telephone No. : _____

CDS Account No. : _____

No. of Share(s) Held : _____

Signature of Shareholder : _____

Date : _____

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CWG HOLDINGS BERHAD
201601035444 (1206385-W)

The Company Secretaries
6428, Lorong Mak Mandin Tiga
Mak Mandin Industrial Estate
13400 Butterworth, Penang
