



H O L D I N G S   B E R H A D

**CWG HOLDINGS BERHAD**

201601035444 (1206385-W)

(Incorporated in Malaysia)

## **6<sup>th</sup> Annual General Meeting**

Date : Wednesday, 23 November 2022

Time : 11.00 am

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





## CWG HOLDINGS BERHAD

201601035444 (1206385-W)  
(Incorporated in Malaysia)

25 October 2022

Dear Shareholders,

### **CWG Holdings Berhad - Annual General Meeting 2022**

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We are pleased to inform that the 6<sup>th</sup> Annual General Meeting ("AGM") of CWG Holdings Berhad ("CWG" or "the Company") will be held at The Light Hotel, Lebuhraya Tengah 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on Wednesday, 23 November 2022 at 11.00 am.

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



- i) Annual Report 2022
- ii) Notice of 6<sup>th</sup> AGM
- iii) Administrative Guide
- iv) Proxy Form
- v) Annual Report Request Form

If you need a copy of the printed Annual Report 2022, 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://tiih.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 6<sup>th</sup> 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://tiih.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.

Should you require assistance on the above matter, kindly contact the following persons at:

#### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line	+603-2783 9299	
En. Mohd Kamal Bin Mohd Din	+603-2783 9237	(Kamal.Mohd@my.tricorglobal.com)
En. Muhammad Ashraff Bin Mohd Khaizan	+603-2783 9276	(Muhammad.Ashraff@my.tricorglobal.com)

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 6<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held at The Light Hotel, Lebuhr Tenggiri 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on Wednesday, 23 November 2022 at 11.00 am for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- |  |   |
|--|---|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon.  | Please refer to the Explanatory Notes                                   |
| 2. To approve the payment of a first and final single tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2022.   | Ordinary Resolution 1   |
| 3. To re-elect the following Directors retiring in accordance with the Company's Constitution and being eligible, have offered themselves for re-election:<br>(i) Ooi Chin Soon - Clause 78(a)<br>(ii) Loh Seong Yew - Clause 78(a)<br>(iii) Datuk Hong Choon Hau - Clause 79(b) | Ordinary Resolution 2<br>Ordinary Resolution 3<br>Ordinary Resolution 4 |
| 4. To approve the payment of Directors' fees and benefits payable up to RM250,000 for the period commencing from this AGM until the next AGM of the Company.   | Ordinary Resolution 5   |
| 5. To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 6   |

**AS SPECIAL BUSINESS**

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

- |   |                       |
|---|-----------------------|
| 6. <b>AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS</b> | Ordinary Resolution 7 |
|---|-----------------------|

"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 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 shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being.

THAT pursuant to Section 85 of the Companies Act 2016 be read together with Clause 8(a) of the Company's Constitution, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate.

AND THAT the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued 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. **WAIVER OF PRE-EMPTIVE RIGHTS FOR THE ALLOTMENT OF NEW ORDINARY SHARES ("SHARES") UNDER EMPLOYEE SHARE OPTIONS SCHEME ("ESOS")** Ordinary Resolution 8

"THAT further to the approval obtained from the shareholders via the Extraordinary General Meeting held on 25 January 2022 for the establishment of ESOS and pursuant to Section 85(1) of the Companies Act 2016 be read together with Clause 8(a) of the Company's Constitution, that the shareholders do hereby waive their pre-emptive rights over all options and/or grants offered or to be offered pursuant to the ESOS and/or any new Shares to be issued pursuant to the exercise of such options by and/or the vesting of such grants in the eligible executives including the Executive Deputy Chairman and Group Managing Director of the Company, such new Shares, when issued, to rank pari passu with the existing Shares."

8. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** Ordinary 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 2022, the audited retained profits of the Company stood at RM10,103,854; 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."

9. **RETENTION OF INDEPENDENT DIRECTOR**

Ordinary Resolution 10

"THAT approval be and is hereby given to Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."

10. 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

Hing Poe Pyng (SSM PC No. 202008001322) (MAICSA 7053526)  
Leng Li Mei (SSM PC No. 202008000276) (MAICSA 7062371)  
Joint Company Secretaries

Penang  
25 October 2022

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders, a first and final single tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2022 will be paid on 23 December 2022 to depositors registered in the Record of Depositors at the close of business on 5 December 2022.

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 5 December 2022 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 submitted to the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide on the procedure of 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 17 November 2022 (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. Item 1 of the Agenda - Receipt of Report and Audited Financial Statements**

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the audited financial statements. Hence, this item on the Agenda is not put forward for voting.

**2. Ordinary Resolutions 2, 3 and 4 - Re-election of Retiring Directors**

Mr. Ooi Chin Soon, Mr. Loh Seong Yew and Datuk Hong Choon Hau are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 6<sup>th</sup> AGM. Their profiles are set out under the Profile of Directors in the Annual Report 2022.

The Nominating and Remuneration Committee ("NRC") has conducted annual assessment for the retiring Directors. Based on the results of the assessment, the Board was satisfied with their performance and contribution to the Group. The process and criteria used in the assessment have been duly elaborated in the Corporate Governance Overview Statement in the Annual Report 2022.

With the recommendation from the NRC, the Board supports the re-election of the retiring Directors.

**3. Ordinary Resolution 5 - Directors' Fees and Benefits**

The proposed Ordinary Resolution 5, 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.

**4. Ordinary Resolution 7 - Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-Emptive Rights**

The proposed Ordinary Resolution 7 is for the purpose of granting a renewed general mandate ("General Mandate") and waiver of pre-emptive rights under Section 85(1) of the Companies Act 2016 read together with Clause 8(a) of the Company's Constitution, if passed, will give authority to the Directors to issue and allot shares up to 10% of the total number of issued shares 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 and will exclude the shareholders' pre-emptive rights over all new shares to be issued under the General Mandate.

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 5<sup>th</sup> AGM held on 24 November 2021 and which will lapse at the conclusion of the 6<sup>th</sup> AGM.

Pursuant to Section 85(1) of the Companies Act 2016 be read together with Clause 8(a) of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The following are excerpted from the Companies Act 2016 and the Company's Constitution:

<u>Section 85(1) of the Companies Act 2016</u>	<u>Clause 8(a) of the Company's Constitution</u>
<p>Pre-Emptive Rights to New Shares</p> <p>Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.</p>	<p>New Shares to be Offered to Members</p> <p>Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.</p>

5. **Ordinary Resolution 8 - Waiver of pre-emptive rights for the allotment of new ordinary shares ("Shares") under Employee Share Option Scheme ("ESOS")**

Following the shareholders' approval being obtained at the Extraordinary General Meeting held on 25 January 2022, the Company now seeks for the waiver of pre-emptive rights from the shareholders pursuant to Section 85(1) of the Companies Act 2016 and Clause 8(a) of the Company's Constitution.

In order for the Board to issue any new Shares or other convertible securities free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 8, if passed, will exclude the shareholders' pre-emptive rights over all new Shares, options or grant of new Shares or any other convertible securities in the Company and/or any new Shares to be issued.

6. **Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority**

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 the Annual Report 2022.

7. **Ordinary Resolution 10 - Retention of Independent Director**

The proposed Ordinary Resolution 10, if passed, will allow Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor to be retained as Independent Non-Executive Director ("INED") of the Company. The Board had, vide the NRC, conducted an annual performance evaluation and assessment of Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor, who has served as INED of the Company for a cumulative term of more than nine (9) years and recommended him to continue acting as INED of the Company based on the justifications as set out in the Corporate Governance Overview Statement in the Annual Report 2022.

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the retention of Dato' Mohd. Junid Bin Mohd. Noor @ Md Noor who has served as INED of the Company for a cumulative term of more than nine (9) years, the approval of the shareholders at the 6<sup>th</sup> AGM will be sought through a two-tier voting process.

**Statement Accompanying Notice of Annual General Meeting**

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

1. No individual is standing for election as a Director at the forthcoming 6<sup>th</sup> AGM of the Company.
2. The detailed information relating to general mandate for issue of securities pursuant to Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad are set out in the Explanatory Notes on Special Business (proposed Ordinary Resolution 7) in the Notice of 6<sup>th</sup> AGM of the Company.



## **CWG HOLDINGS BERHAD**

201601035444 (1206385-W)  
(Incorporated in Malaysia)

### **ADMINISTRATIVE GUIDE FOR THE 6<sup>th</sup> ANNUAL GENERAL MEETING ("AGM")**

**Date** : **Wednesday, 23 November 2022**  
**Time** : **11.00 am**  
**Venue** : **The Light Hotel, Lebuh Tenggiri 2, Bandar Seberang Jaya  
13700 Seberang Jaya, Penang**

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#### **PRE-REGISTRATION TO ATTEND THE 6<sup>th</sup> AGM**

In order to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue to accommodate the meeting participants, shareholders/proxies who wish to attend in person are advised to pre-register your attendance with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via the TIIH Online website at <https://tiih.online>.

Please do read and follow the following procedures to pre-register your physical attendance at the 6<sup>th</sup> AGM via the TIIH Online website at <https://tiih.online>.

1. Login in to TIIH Online website with your user name (i.e. e-mail address) and password under the "e-Services".
2. If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
3. Select the corporate event: "**(REGISTRATION) CWG 6<sup>th</sup> AGM**".
4. Read and agree to the Terms & Conditions and confirm the Declaration.
5. Select "Register for Physical Attendance at Meeting Venue".
6. Review your registration and proceed to register.
7. System will send an e-mail to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
8. After verification of your registration against the General Meeting Record of Depositors as at 17 November 2022, the system will send you an e-mail on 21 November 2022 to approve or reject your registration to attend physically at the Meeting Venue.

#### **REGISTRATION ON THE DAY OF 6<sup>th</sup> AGM**

1. Registration will commence at 10.00 am.
2. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
3. A voting slip and an identification wristband will be given to you thereafter. No one will be allowed to enter the meeting room without an identification wristband.
4. Registration must be done in person. No person is allowed to register on behalf of another.
5. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

## APPOINTMENT OF PROXY

1. A member entitled to attend and vote in the meeting is allowed to appoint proxy. Please submit your Proxy Form in accordance with the notes and instructions printed therein.
2. The Proxy Form is not required if you are attending the meeting.
3. 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.
4. Please ensure that the original Proxy Form is deposited at the Company's Registered Office at 6428, Lorong Mak Mandin Tiga, Mak Mandin Industrial Estate, 13400 Butterworth, Penang, Malaysia not less than 48 hours before the meeting time. No proof of dispatch of Proxy Form will be entertained.
5. You also have the option of submitting the Proxy Form electronically to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor"). The procedures to lodge your Proxy Form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>• Select the corporate event: "<b>CWG 6<sup>th</sup> AGM - SUBMISSION OF PROXY FORM</b>".</li> <li>• Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>• Review and confirm your proxy(s) appointment.</li> <li>• Print the form of proxy for your record.</li> </ul>

<b>ii. Steps for Corporation or Institutional Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the "Sign Up" button and followed by "<b>Create Account by Representative of Corporate Holder</b>".</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>

<b>ii. Steps for Corporation or Institutional Shareholders (cont'd)</b>	
Proceed with submission of form of proxy	<ul style="list-style-type: none"><li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li><li>• Select the corporate event name: "<b>CWG 6<sup>th</sup> AGM - SUBMISSION OF PROXY FORM</b>".</li><li>• Agree to the Terms &amp; Conditions and Declaration.</li><li>• Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.</li><li>• Prepare the file for the appointment of proxies by inserting the required data.</li><li>• Login to TIIH Online, select corporate event name: "<b>CWG 6<sup>th</sup> AGM - SUBMISSION OF PROXY FORM</b>".</li><li>• Proceed to upload the duly completed proxy appointment file.</li><li>• Select "Submit" to complete your submission.</li><li>• Print the confirmation report of your submission for your record.</li></ul>

#### **GENERAL MEETING RECORD OF DEPOSITORS**

For the purpose of determining who shall be entitled to attend the AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 November 2022 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

#### **NO RECORDING OR PHOTOGRAPHY**

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

#### **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

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line +603-2783 9299

En. Mohd Kamal Bin Mohd Din +603-2783 9237 (Kamal.Mohd@my.tricorglobal.com)

En. Muhammad Ashraff Bin Mohd Khaizan +603-2783 9276 (Muhammad.Ashraff@my.tricorglobal.com)

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# PROXY FORM

**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 6<sup>th</sup> Annual General Meeting ("AGM") of the Company to be held at The Light Hotel, Lebuhraya 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on Wednesday, 23 November 2022 at 11.00 am and at any adjournment thereof:-

Ordinary Resolutions		For	Against
1	Approval for the payment of a first and final single tier dividend of 0.5 sen per ordinary share		
2	Re-election of Ooi Chin Soon		
3	Re-election of Loh Seong Yew		
4	Re-election of Datuk Hong Choon Hau		
5	Approval of payment of Directors' fees and benefits for the period from this AGM to the next AGM		
6	Re-appointment of Messrs. BDO PLT as Auditors of the Company		
7	Authority to Issue Shares and Waiver of Pre-Emptive Rights		
8	Waiver of Pre-Emptive Rights for the Allotment of New Shares under ESOS		
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 \_\_\_\_\_, 2022

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 submitted to the Share Registrar of the Company via TIIH Online at <https://tiah.online>. Please refer to the Administrative Guide on the procedure of electronic submission of proxy form via TIIH Online.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 November 2022 (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.

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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

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**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 2022 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

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