



CWG HOLDINGS BERHAD

201601035444 (1206385-W)
(Incorporated in Malaysia)

10 January 2022

Dear Shareholders,

CWG Holdings Berhad - Extraordinary General Meeting

We are pleased to inform that an Extraordinary General Meeting ("EGM") 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 Tuesday, 25 January 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/. You may also scan the below QR code with your smart device:-



1. Circular to Shareholders
2. Notice of EGM
3. Administrative Guide
4. Proxy Form

You may request for a printed copy of item 1 through Tricor's website, TIIH Online at <https://tiah.online> by selecting "Request for Annual Report/Circular" under the "Investor Services". Alternatively, you may also make your request through telephone or email to our Share Registrar, Tricor, at the number or email address given below. The printed copy will be sent to you as soon as practicable after the receipt of your verbal or written request.

If you wish to appoint a proxy to attend and vote on your behalf at the EGM, 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://tiah.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

Registration No. 201601035444 (1206385-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("**EGM**") of CWG Holdings Berhad ("**CWG**" or the "**Company**") will be held at The Light Hotel, Lebuh Tenggiri 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on Tuesday, 25 January 2022, at 11:00am, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT WHICH INVOLVES THE ISSUANCE OF UP TO 37,887,030 NEW ORDINARY SHARES IN CWG ("CWG SHARE(S)" OR "SHARE(S)") ("PLACEMENT SHARE(S)") REPRESENTING APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF CWG (EXCLUDING TREASURY SHARES) ("PROPOSED PRIVATE PLACEMENT"). THE PROPOSED PRIVATE PLACEMENT IS TO BE UNDERTAKEN TO THE FOLLOWING PARTIES:-

- I. DATUK HONG CHOON HAU THROUGH A SUBSCRIPTION AGREEMENT ENTERED INTO WITH THE COMPANY ON 22 OCTOBER 2021 ("SUBSCRIPTION AGREEMENT") FOR A PRIVATE PLACEMENT OF 25,258,020 PLACEMENT SHARES ("SUBSCRIPTION SHARE(S)") REPRESENTING APPROXIMATELY 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF CWG (EXCLUDING TREASURY SHARES), AT THE SUBSCRIPTION PRICE OF RM0.40 PER SUBSCRIPTION SHARE; AND**
- II. THIRD-PARTY INVESTOR(S), WHERE SUCH INVESTOR(S) QUALIFY UNDER SCHEDULES 6 AND 7 OF THE CAPITAL MARKET AND SERVICES ACT 2007, WHICH INVOLVES THE ISSUANCE OF UP TO 12,629,010 PLACEMENT SHARES REPRESENTING APPROXIMATELY 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF CWG (EXCLUDING TREASURY SHARES)**

THAT subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of CWG ("**Board**") to issue and allot up to 37,887,030 Placement Shares representing up to 30% of the total number of issued shares of CWG (excluding treasury shares) for the purpose as set out in CWG's Circular dated 10 January 2022 ("**Circular**") to the following parties:-

- a. Datuk Hong Choon Hau through the Subscription Agreement for a private placement of 25,258,020 Subscription Shares representing approximately 20% of the total number of issued shares of CWG (excluding treasury shares), at the subscription price of RM0.40 per Subscription Share; and
- b. Third-Party Investor(s), where such investor(s) qualify under Schedules 6 and 7 of the Capital Market and Services Act 2007, which involves the issuance of up to 12,629,010 Placement Shares ("**Remaining Placement Shares**") representing approximately 10% of the total number of issued shares of CWG (excluding treasury shares).

THAT approval be and is hereby given to the Board to determine the issue price for the Remaining Placement Shares at a later date based on not more than 10% discount to the five-day volume weighted average market price of the CWG Shares immediately preceding the price-fixing date.

THAT the Placement Shares will, upon allotment and issuance, rank equally and carry the same rights with the existing CWG Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

THAT the Board be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and the requirements under law and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and in the best interest of the Company.

THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem appropriate, necessary and/or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 82,088,566 BONUS WARRANTS IN CWG ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING CWG SHARES HELD ON AN ENTITLEMENT DATE, WHICH WILL BE DETERMINED LATER ("WARRANTS ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT** subject to the approvals of all relevant authorities and/ or parties (where applicable), authority be and is hereby given to the Board to issue and allot 82,088,566 Warrants (at an exercise price to be determined at a later date and for the purpose as set out in the Circular) in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Warrants Entitlement Date on the basis of 1 Warrant for every 2 CWG Shares held;

THAT the Board be and is hereby authorised to enter into and execute a deed poll constituting the Warrants ("**Deed Poll**") with full powers to assent to any condition, modification, variation and/ or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/ or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new CWG Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new CWG Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing CWG Shares, save and except that the new CWG Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid before the date of exercise of Warrants;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in Section 2.2.5 of the Circular and the Board be authorised with full powers to vary the manner and/ or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities (where required) and the requirements under law Listing Requirements and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF THE COMPANY'S EMPLOYEE SHARE OPTIONS SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF CWG (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS, FOR ELIGIBLE PERSONS ("PROPOSED ESOS").

THAT subject to the approvals of all relevant regulatory authorities and/ or parties being obtained, including the approval of Bursa Securities for the listing and quotation for the new CWG Shares to be issued arising from the exercise of the options granted under the Proposed ESOS ("**ESOS Option(s)**"), approval be and is hereby given for the Board to:-

- i. establish, implement and administer the Proposed ESOS in accordance with the bylaws of the Proposed ESOS ("**Bylaws**"), a draft of which is set out in Appendix III of the Circular, to approve and adopt the Bylaws and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- ii. make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing and quotation for the new CWG Shares, which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- iii. allot and issue such number of new CWG Shares from time to time as may be required arising from the exercise of the ESOS Options, PROVIDED THAT the total number of new CWG Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 10% of the total number of issued shares of the Company (excluding treasury shares) at any point in time during the duration of the Proposed ESOS AND THAT the new CWG Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment, issuance and full payment, rank equally in all respects with the existing CWG Shares, save and except that the new CWG Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of the new CWG Shares. The new CWG Shares allotted will be subject to all provisions in the Constitution of the Company and the Listing Requirements, if any;
- iv. modify and/ or amend the Proposed ESOS and/ or the Bylaws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the Bylaws relating to modifications and/ or amendments; and
- v. do all such acts and things, take such steps, execute all such documents and enter into all such arrangements, agreements, deeds and/ or undertakings with any party(ies) as they may deem fit, necessary, expedient and/ or appropriate in order to finalise, implement and/ or give full effect to the Proposed ESOS and terms of the Bylaws with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/ or expedient and in the best interest of the Company."

ORDINARY RESOLUTIONS 4-5

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE EXECUTIVE DIRECTORS OF CWG

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 3 and the approvals of the relevant authorities for the Proposed ESOS, including the approval from Bursa Securities for the listing and quotation for the new CWG Shares to be issued arising from the exercise of the ESOS Options, having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to the following Executive Directors of CWG, ESOS Options to subscribe for new CWG Shares under the Proposed ESOS:-

- | | | |
|----|--|-----------------------|
| i | Mr Ooi Chin Soon (<i>Executive Deputy Chairman</i>) | Ordinary resolution 4 |
| ii | Mr Tan Hing Ming @ Chin Hing Ming (<i>Group Managing Director</i>) | Ordinary resolution 5 |

Provided always that:-

- (a) he/ she must not participate in the deliberation or discussions of his/ her own allocation;
- (b) the allocation to him/ her, who either individually or collectively, through persons connected with him/ her, holds 20% or more of the total number of issued shares of CWG (excluding treasury shares, if any), must not exceed 10% of the total number of new CWG Shares to be issued under the Proposed ESOS; and
- (c) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws of the Proposed ESOS, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.

THAT at any one time during the duration of the ESOS, not more than 70% of the total number of ESOS Options available under the Proposed ESOS could be allocated, in aggregate to the Executive Directors and senior management of CWG and/or its subsidiary companies, other than subsidiary companies which are dormant, pursuant to the Proposed ESOS.

AND THAT the Board is also authorised to allot and issue the corresponding number of new CWG Shares arising from the exercise of the ESOS Options that may be granted to him/ her under the Proposed ESOS."

By Order of the Board

ONG TZE-EN (MAICSA 7026537)
(SSM PC No. 202008003397)
LENG LI MEI (MAICSA 7062371)
(SSM PC No. 202008000276)

Company Secretaries
Penang
10 January 2022

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.
 - (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 19 January 2022 (General Meeting Record of Depositors) shall be eligible to attend the EGM or appoint proxy(ies) to attend and/or vote on his behalf.*

CWG HOLDINGS BERHAD
201601035444 (1206385-W)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : Tuesday, 25 January 2022

Time : 11.00 am

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

SAFETY MEASURES IN LIGHT OF COVID-19 PANDEMIC

1. The Company places paramount importance on the well-being and safety of all attendees. All necessary precautions and preventive measures as prescribed by the Malaysian Government and other relevant authorities will be taken during the EGM to minimise the risks of spreading the COVID-19 virus.
2. All resolutions set out in the Notice of the EGM dated 10 January 2022 by the Company will be voted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. In view of the COVID-19 pandemic, physical attendance at the EGM may present a risk to the shareholders. As such, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to attend and vote at the EGM on their behalf or submit their proxy forms with predetermined voting instruction for the Chairman of the meeting to represent them.
3. If you have travelled overseas in the past 14 days, have been in contact with a COVID-19 affected person, and/or person suspected of COVID-19 case or if you are unwell with sore throat/fever/flu/cough/shortness of breath or any symptoms of the COVID-19, please quarantine yourself at home. You are strongly advised to appoint a proxy or the Chairman of the meeting to attend and vote at the EGM on your behalf.
4. All persons are required to undergo a temperature screening upon arrival at the meeting venue. Any person with a body temperature of above 37.5 degrees Celsius or showing symptoms of respiratory illness such as coughing and sneezing, will be denied entry into the meeting venue.
5. All shareholders/proxies and the attendees are required to sanitize their hands and wear a face mask before entering the meeting venue and throughout the EGM, as well as maintain social distancing throughout the meeting.

As the COVID-19 situation continues to evolve, the Company will monitor the status closely. Accordingly, the Company reserves the right to take any precautionary measures as may be required or recommended by the relevant authorities from time to time and may also be required to change its EGM arrangements at short notice.

As such, you are reminded to check the Company’s website and announcements from time to time for the latest updates on the status or changes to the EGM arrangement.

PRE-REGISTRATION TO ATTEND THE EGM

Shareholders are required to register ahead of the EGM 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 and to ensure compliance with the directives or guidelines on public gathering issued by the relevant government authorities.

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

- Login in to TIIH Online website with your user name (i.e. e-mail address) and password under the “e-Services”.
- 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.
- Select the corporate event: “**(REGISTRATION) CWG EGM**”.

- Read and agree to the Terms & Conditions and confirm the Declaration.
- Select "Register for Physical Attendance at Meeting Venue".
- Review your registration and proceed to register.
- System will send an e-mail to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
- After verification of your registration against the General Meeting Record of Depositors as at 19 January 2022, the system will send you an e-mail on 24 January 2022 to approve or reject your registration to attend physically at the Meeting Venue.

REGISTRATION ON THE DAY OF EGM

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.

ELECTRONIC LODGEMENT OF FORM OF PROXY

The procedures to lodge your Proxy Form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
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 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.
Proceed with submission of form of proxy	<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: "CWG EGM - SUBMISSION OF PROXY FORM". • Read and agree to the Terms and 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 the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. • Review and confirm your proxy(s) appointment. • Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the "Sign Up" button and followed by "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days.

	<ul style="list-style-type: none"> • Proceed to activate your account with the temporary password given in the email and re-set your own password. <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>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event name: "CWG EGM - SUBMISSION OF PROXY FORM". • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Login to TIIH Online, select corporate event name: "CWG EGM - SUBMISSION OF PROXY FORM". • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 19 January 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 EGM proceedings is allowed without the prior written permission of the Company.

DOOR GIFT

There will be no distribution of door gift during the EGM.

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)



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

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 Extraordinary General Meeting ("EGM") of the Company to be held at The Light Hotel, Lebuh Tenggiri 2, Bandar Seberang Jaya, 13700 Seberang Jaya, Penang on Tuesday, 25 January 2022 at 11.00 am, or at any adjournment thereof.

Ordinary Resolutions		For	Against
1	Proposed Private Placement		
2	Proposed Bonus Issue of Warrants		
3	Proposed ESOS		
4	Proposed Allocation of ESOS Options to Ooi Chin Soon		
5	Proposed Allocation of ESOS Options to Tan Hing Ming @ Chin Hing Ming		

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) or/ Common Seal

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.

(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 19 January 2022 (General Meeting Record of Depositors) shall be eligible to attend the EGM 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 EGM of the Company and any adjournment thereof.

1st Fold Here

AFFIX
STAMP

CWG HOLDINGS BERHAD

201601035444 (1206385-W)

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

2nd Fold Here

Fold This Flap For Sealing
