

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **CHEUNG WOH TECHNOLOGIES LTD** (the “Company”) will be held by electronic means on Monday, 27 July 2020 at 11:00 a.m. for the following purposes:–

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 28 February 2020 together with the Directors’ Statement and Independent Auditors’ Report thereon. **Resolution 1**
2. To approve a tax exempt (one-tier) final dividend of 0.5 cent per ordinary share for the financial year ended 28 February 2020. **Resolution 2**
3. To approve Directors’ Fees of S\$242,000 for the financial year ended 28 February 2020 (2019: S\$242,000). **Resolution 3**
4. To re-elect Ms. Law Yu Chui who is retiring in accordance with Article 107 of the Company’s Constitution. Please refer to the “Board of Directors” section of the Company’s Annual Report 2020 for information on Ms. Law Yu Chui. **Resolution 4**
5. To re-elect Mr. Ngu Kuang Hua who is retiring in accordance with Article 107 of the Company’s Constitution. Please refer to the “Board of Directors” section of the Company’s Annual Report 2020 for information on Mr. Ngu Kuang Hua. Mr. Ngu Kuang Hua, if re-elected, will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr. Ngu Kuang Hua will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. **Resolution 5**
6. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:–

8. Authority to allot and issue shares up to 50 per cent of issued shares in the capital of the Company **Resolution 7**
“That pursuant to section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:
(a) (i) issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);
(2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
(ii) any subsequent bonus issue, consolidation or subdivision of shares;
Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
(unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”
[See Explanatory Note 1]

9. Proposed Renewal of the Share Buyback Mandate **Resolution 8**

- That:
- (a) for the purposes of sections 76C and 76E of the Companies Act, Chapter 50 (“Companies Act”), the exercise by the directors of the Company (“Directors”) of all the powers of the Company to purchase or otherwise acquire ordinary shares (“Shares”) in the issued share capital of the Company not exceeding in aggregate the Maximum Percentage (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
(i) on-market purchases (each a “Market Purchase”), transacted on the Singapore Exchange Securities Trading Limited (“SGX-ST”) through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
(ii) off-market purchases (each an “Off-Market Purchase”), effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being, be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Buyback Mandate”);
 - (b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
(i) the date on which the next annual general meeting of the Company is held;
(ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate have been carried out to the full extent of the Share Buyback Mandate; or
(iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting;
 - (c) in this Resolution:
“Maximum Percentage” means 10% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered (excluding any treasury shares and subsidiary holdings);
“Relevant Period” means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier;
“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:
(i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,
where:
“Average Closing Price” means the average of the closing market prices of a Share over the last five Market Days on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-market day period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;
“day of the making of the offer” means the day on which the Company announces its intention to make an offering for the purchase or acquisition of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
“Market Day” means a day on which the SGX-ST is open for trading in securities; and
 - (d) the Directors and/or any of them be and are/is hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate in any manner as they think fit and/or he/she thinks fit, which is permissible under the Companies Act; and
 - (e) the Directors and/or any one of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note 2]

BY ORDER OF THE BOARD

LAW YU CHUI
CHAN LAI YIN

Company Secretaries
Singapore, 3 July 2020

Explanatory Notes on Businesses to be transacted

- (1) Resolution 7 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time that Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.
- (2) Resolution 8, if passed, will renew the mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of the Resolution. Further details are set out in the Letter to Shareholders which is enclosed with the Company’s Annual Report, as an Appendix.

Notes:

- i. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by shareholders can participate at the AGM by observing and/or listening to the proceedings of the AGM through either live audio-visual webcast or live audio-only stream (“electronic means”), submission of questions in advance of the AGM, addressing of substantial and relevant questions, are set out in the Company’s announcement dated 3 July 2020 (the “Announcement”), which has been uploaded together with this Notice of AGM on SGXNet on the same day. The Announcement may also be assessed on the Company’s website at www.cheungwoh.com.sg. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of AGM.
- ii. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. A member of the Company (whether individual or corporate and including a Relevant Intermediary*) must appoint the Chairman of the AGM in as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
- iii. The Chairman of the AGM, as proxy, need not be a member of the Company.
- iv. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares (Pte) Limited to his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 11:00 a.m. on 24 July 2020), as certified by The Central Depository (Pte) Limited to the Company.
- v. An investor who holds shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or Supplementary Retirement Scheme (“SRS Investor”) who wish to vote at the AGM should approach their respective CPF and/or SRS Operators to submit their votes to appoint the Chairman of the AGM as proxy at least seven (7) working days before the date of the AGM (i.e. by 11:00 a.m. on 16 July 2020). CPF Investors and/or SRS Investors are requested to contact their respective CPF and/or SRS Operators for any queries they may have with regard to the appointment of the Chairman of the AGM as proxy for the AGM.
- vi. The instrument appointing the Chairman of the AGM as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:
(a) be deposited at the Company’s Share Registrar’s office at 112 Robinson Road #05-01, Singapore 068902; or
(b) send electronic mail to GPD@mncsingapore.com enclosing signed PDF copy of the Proxy Form;
not less than forty-eight (48) hours before the time appointed for the AGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

RECORD DATE

Subject to shareholders’ approval to the proposed final dividend at the forthcoming Annual General Meeting, the Share Transfer Books and Register of Members of the Company will be closed on 6 August 2020 for preparation of dividend warrants to a proposed tax exempt (one-tier) final dividend of 0.5 cents per Ordinary Share for the financial year ended 28 February 2020 (the “Proposed Final Dividend”). Duly completed registrable transfers received by the Company’s Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 by 5.00 p.m. on 5 August 2020 (“Record Date”) will be registered to determine Members’ entitlements to the Proposed Final Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on the Record Date will be entitled to the Proposed Final Dividend. The Proposed Final Dividend, if approved at the forthcoming Annual General Meeting, will be paid on 18 August 2020.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Annual General Meeting as proxy to vote at the Annual General Meeting and/or any adjournment thereof, and/or (b) by registering to attend the AGM via electronic means, and/or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
 - (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to participate at the AGM by electronic means to observe the proceedings of the AGM and providing them with any technical assistance, where necessary;
 - (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
 - (iv) preparation and compilation of the attendance lists, proxy list, minutes and other documents relating to the AGM (including any adjournment thereof); and
 - (v) enabling the Company (of its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.
- Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.