



CWX
Global Limited
威信国际

CWX GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199905693M)

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting ("AGM") of CWX Global Limited (the "Company") will be held at 8 Wilkie Road #03-01 Wilkie Edge, Singapore 228095 on Friday, 26 October 2018 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

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| 1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2018 ("FY2018"), together with the Auditors' Report thereon. | Resolution 1 |
| 2. To re-elect Mr Ong Beng Chye, a Director of the Company retiring in accordance with Regulation 107 of the Company's Constitution and who, being eligible, offer himself for re-election, as a Director of the Company.
[See Explanatory Note (i)] | Resolution 2 |
| 3. To approve the payment of Directors' fees of S\$125,000 for FY2018 (FY2017: S\$165,000). | Resolution 3 |
| 4. To re-appoint Messrs Crowe Horwath First Trust LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. | Resolution 4 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

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| 5. Authority to allot and issue shares
"That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore ("Companies Act") and Rule 806 of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit provided that:
(i) the aggregate number of shares and/or convertible securities to be issued pursuant to this resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a <i>pro-rata</i> basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
(ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this resolution is passed after adjusting for:
(a) new shares arising from the conversion or exercise of any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
(c) any subsequent bonus issue, consolidation or sub-division of shares;
(iii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and
(iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."
[See Explanatory Note (ii)] | Resolution 5 |
| 6. To transact any other business which may be properly transacted at an AGM of the Company. | |

BY ORDER OF THE BOARD

Yap Peck Khim
Company Secretary
Date: 11 October 2018

Explanatory Notes:

- (i) Mr Ong Beng Chye shall, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee, as well as a member of the Nominating Committee and the Remuneration Committee. As at the date of this notice, Mr Ong Beng Chye has a direct interest of 0.13% in the shares of the Company and 992,050 outstanding warrants of the Company. Save for the above-mentioned relationship, there are no relationships (including immediate family relationships) between Mr Ong Beng Chye and the other Directors of the Company, the Company or its 10% shareholders. The Board of Directors of the Company considers Mr Ong Beng Chye to be independent for the purpose of Rule 704(7) of the Catalyst Rules.
Further detailed information on Mr Ong Beng Chye who is proposed to be re-appointed at the 2018 AGM of the Company can be found under the sections entitled "Board of Directors and Key Management" and "Corporate Governance Report" of the Company's Annual Report 2018.
- (ii) The Ordinary Resolution 5 above, if passed, will empower the Directors of the Company from the date of the 2018 AGM of the Company until the date of the next AGM of the Company, to allot and issue shares and/or convertible securities in the capital of the Company. The number of shares and convertible securities, which the Directors of the Company may allot and issue under this resolution shall not exceed one hundred per cent (100%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this resolution. For allotment and issuance of shares and/or convertible securities other than on a *pro-rata* basis to existing shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.
"Subsidiary holdings" has the meaning ascribed to it in the Catalyst Rules.

Notes:

- (a) A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the 2018 AGM of the Company is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (b) Where a member of the Company (other than a Relevant Intermediary*) appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (c) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (d) The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- (e) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Raffles Place #41-01A One Raffles Place, Singapore 048616 not less than 48 hours before the time appointed for holding the 2018 AGM of the Company.

* A Relevant Intermediary is:

- (i) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore 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; or
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2018 AGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and representatives appointed for the 2018 AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2018 AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.