



CHASWOOD RESOURCES HOLDINGS LTD

(Company Registration No.: 200401894D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Chaswood Resources Holdings Ltd (the "Company") will be held by way of electronic means on Friday, 30 April 2021 at 11.00 a.m. for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and Independent Auditors' Report thereon. **Resolution 1**
- To approve the payment of Directors' fees of S\$80,000 (2020: S\$90,000) for the financial year ending 31 December 2021, payable quarterly in arrears. **Resolution 2**
- To re-elect Mr. Chong Ming Jun who is retiring in accordance with Article 88 of the Company's Constitution. **Resolution 3**
[See Explanatory Note 1]
- To re-elect Mr. Ng Teck Wah who is retiring in accordance with Article 89 of the Company's Constitution. **Resolution 4**
[See Explanatory Note 2]
- To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
- 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 resolution as Ordinary Resolution, with or without modifications:

7. AUTHORITY TO ALLOT AND ISSUE SHARES

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Singapore Exchange Securities Trading Limited Listing ("SGX-ST") Manual Section B: Rules of Catalist (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- (i) allot and issue shares in the Company ("Shares") whether by way of bonus issue, rights issue 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) options, 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 of the Company 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 instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below);

- (subject to such calculation 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 (a) above, the percentage of the issued Shares 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:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards provided that the share options or share awards, were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with (a) and (b) 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 this Resolution is passed;

- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue to be 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 earlier.

[See Explanatory Note 3]

Resolution 6

BY ORDER OF THE BOARD

Andrew Roach Reddy
Managing Director
15 April 2021
Singapore

Explanatory Notes:

Ordinary Business

- Mr. Chong Ming Jun ("Mr. Chong") will, upon re-election as a Director of the Company, remain as an Independent and Non-executive Director, Chairman of the Nominating and Remuneration Committees, as well as a member of the Audit Committee. Key information on Mr. Chong can be found under the section entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's 2020 Annual Report. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- Mr. Ng Teck Wah ("Mr. Ng") will, upon re-election as a Director of the Company, remain as a Non-executive Director and members of the Audit, Nominating and Remuneration Committees. Key information on Mr. Ng can be found under the section entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's 2020 Annual Report. He will not be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Special Business

- The Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For the issue of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holding).

Notes:

- The Annual General Meeting of the Company ("Meeting") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of Meeting will NOT be sent to members of the Company. Instead, this Notice of Meeting will be made available on SGX-ST's website and the Company's corporate website at <http://www.chaswood.com.my/investor-relations-announcements.html>.
- Alternative arrangements relating to attendance at the Meeting via electronic means (including arrangements by which the Meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the Meeting, addressing of substantial and relevant questions at the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting, are set out in this Notice of Meeting.
- Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. The Chairman of the Meeting will conduct the proceedings of the Meeting by way of electronic means. Members of the Company will be able to observe and/or listen to these proceedings through a live audio-visual webcast via their mobile phones, tablets or computers. In order to do so, Members must follow these steps:
 - Members (including CPF investors) must pre-register at the Company's pre-registration website at <http://www.chaswood.com.my/agm2021/> from now till **27 April 2021, 11.00 a.m.** to enable the verification of the Members' status;
 - Authenticated Members will receive a confirmation email, which will contain the login instructions, password as well as the link to access the live audio-visual webcast of the Meeting proceedings by **29 April 2021, 11.00 a.m.**
 - Members who do not receive a confirmation email by **29 April 2021, 11.00 a.m.**, but have registered by the **27 April 2021** deadline, should contact the Company's Investor Relations at invest@chaswood.com.my or the Company's Share Registrar, Tricor Barbinder Share Registration Services at +65-6236 3550/3555 or via email to SG.IS.Enquiry@sg.tricorglobal.com for assistance.
- Members will not be able to ask questions at the Meeting during the live webcast and therefore it is important for Members who wish to ask questions to submit questions related to the resolutions to be tabled for approval at the Meeting in advance:
 - All questions must be submitted by **27 April 2021, 11.00 a.m.** by email to Company's Investor Relations at invest@chaswood.com.my and provide their particulars as follows:
 - Full name (for individuals) / company name (for corporate) as per CDP/SRS Account records;
 - NRIC or passport number (for individuals) / company registration number (for corporates);
 - Address; and
 - Manner in which the Member holds Shares in the Company (example via CDP, scrip, CPF or SRS).
 - The Company will endeavour to address all substantial and relevant questions received from Shareholders in advance of the Meeting via SGXNET and on its corporate website or during the Meeting. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at the Meeting in respect of substantial and relevant matters.
 - Substantial and relevant comments or queries from the Members relating to the agenda of the Meeting as well as responses from the Board of Directors and management will be recorded in the minutes and the Company will publish the minutes within one month after the Meeting on SGXNET and the Company's corporate website.
- A member of the Company (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting, if such member wishes to exercise his/her/its voting rights at the Meeting. The accompanying proxy form for the Meeting can be downloaded at the SGX-ST's website as well as the Company's corporate website at <http://www.chaswood.com.my/investor-relations-announcements.html>. In appointing the Chairman of the Meeting as proxy, a member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- The Chairman of the Meeting, as proxy, need not be a member of the Company. The proxy form must be submitted in the following manner:
 - if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com; or
 - if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898,
 in either case, by 28 April 2021, 11.00 a.m. (being not less than forty eight (48) hours before the time fixed for holding the Meeting).
- CPF or SRS investors who hold the Company's Shares through CPF Agent Banks or SRS Operators and wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of the Company's Shares held by such CPF Agent Banks or SRS Operators on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **20 April 2021, 11.00 a.m.**, being 7 working days before the Meeting.
- The Company's 2020 Annual Report has been published and can be accessed at the Company's corporate website at the <http://www.chaswood.com.my/investor-relations-publications-and-reports> and is also made available on SGX-ST's website.
- The Board and Auditor of the Company will be present virtually at the Meeting.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("Exchange") Listing Manual Section B: Rules of Catalist for compliance with the relevant rules of the Exchange. The Company's Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.

This notice has not been examined or approved by the Exchange and the Exchange 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 Mr. Liau H.K.

Telephone number: 6221 0271

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.