

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of **CHEUNG WOH TECHNOLOGIES LTD** (the "Company") will be held at 23 Tuas South Street 1, Singapore 638033 on Thursday, 29 June 2017 at 11:00 a.m. for the following purposes:-

**AS ORDINARY BUSINESS**

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 28 February 2017 together with the Directors' Statement and Independent Auditor's Report thereon. **Resolution 1**
- To approve a tax exempt (one-tier) final dividend of 0.1 cent per ordinary share for the financial year ended 28 February 2017 as recommended by the Directors. **Resolution 2**
- To approve Directors' Fees of S\$242,000 for the financial year ended 28 February 2017 (2016: S\$242,000). **Resolution 3**
- To re-elect Mr. Law Kung Ming who is retiring in accordance with Article 107 of the Company's Articles of Association. **Resolution 4**

Please refer to the "Board of Directors" section of the Company's Annual Report 2017 for information on Mr. Law Kung Ming. Mr. Law Kung Ming is the brother of Mr. Law Kung Ying and Ms. Law Yu Chui. Save for the abovementioned relationships, Mr. Law Kung Ming has no relationship (including immediate family relationships) with other Directors, the Company or its 10% shareholders.

- To re-elect Mr. Ngu Kuang Hua who is retiring in accordance with Article 107 of the Company's Articles of Association. **Resolution 5**

Please refer to the "Board of Directors" section of the Company's Annual Report 2017 for information on Mr. Ngu Kuang Hua. There is no relationship (including immediate family relationships) between Mr. Ngu Kuang Hua and the other Directors, the Company or its 10% shareholders.

Mr. Ngu Kuang Hua, if re-elected, will remain as the Chairperson 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.

- To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
- 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 (with or without amendments) as Ordinary Resolution:-

- 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:

- (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;

- (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 Articles of Association for the time being of the Company; and

- (4) (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]

BY ORDER OF THE BOARD

LAW YU CHUI  
CHAN LAI YIN  
Company Secretaries  
Singapore, 14 June 2017

**Explanatory Note on Business to be transacted**

- 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.

**Notes:**

- A depositor's name must appear on the Depository Register not less than 72 hours before the time appointed for holding the meeting.
- A proxy need not be a Member of the Company. A Member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

- 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;
- 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
- 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.

- The instrument appointing a proxy must be deposited at the Registrar's Office of the Company at 23 Tuas South Street 1, Singapore 638033 not less than 48 hours before the time appointed for holding the meeting.

**NOTICE OF BOOKS CLOSURE**

NOTICE IS HEREBY GIVEN THAT, 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 7 July 2017 for the purpose of preparing dividend warrants. Duly completed transfers received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902 up to 5:00 p.m. on 6 July 2017 will be registered to determine shareholders' entitlement to the proposed tax exempt (one-tier) final dividend. The tax exempt (one-tier) final dividend of 0.1 cent per ordinary share, if approved at the Annual General Meeting, will be paid on 18 July 2017.

BY ORDER OF THE BOARD

LAW YU CHUI  
CHAN LAI YIN  
Company Secretaries  
Singapore, 14 June 2017

**PERSONAL DATA PRIVACY**

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