



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 Monday, 29 June 2020 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 2019 together with the Directors' Statement and Independent Auditors' Report thereon. **Resolution 1**
- To approve the payment of Directors' fees of S\$90,000 (2019: S\$90,000) for the financial year ending 31 December 2020, payable quarterly in arrears. **Resolution 2**
- To re-elect Mr. Andrew Roach Reddy who is retiring in accordance with Article 89 of the Company's Constitution. **Resolution 3**
[See Explanatory Note 1]
- To re-appoint Messrs Moore Stephens LLP as auditors of the Company and to authorize the Directors to fix their remuneration. **Resolution 4**
- 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 amendments.

6. Authority to 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

- (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 provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note 2]

Resolution 5

BY ORDER OF THE BOARD

Andrew Roach Reddy
Managing Director
12 June 2020
Singapore

Explanatory Notes:

Ordinary Business

- Mr. Andrew Roach Reddy ("Mr. Reddy") will, upon re-election as a Director of the Company, remain as an Executive Director and Managing Director. Key information on Mr. Reddy can be found under the section entitled "Board of Directors", "Board Membership" and "Additional Information on Directors Seeking Re-election" of the Corporate Governance Report of the Company's 2019 annual report.

Special Business

- The Ordinary Resolution 5, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding in total, 100% of the total number of issued shares in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to the shareholders.

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 watch these proceedings through a "live" audio-visual webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio-only feed via telephone. In order to do so, Members must follow these steps:
 - Members who wish to watch the "live" audio-visual webcast or listen to the "live" audio-only feed of the Meeting must pre-register by **11.00 am on 26 June 2020** at <http://chaswood.com.my/agm2020/> for the Company to authenticate their status as Shareholders;
 - Authenticated Members will receive email instructions on how to access the "live" audio-visual webcast and "live" audio-only feed of the Meeting proceedings by **11.00 am on 28 June 2020**.
 - Shareholders who do not receive an email by **11.00 am on 28 June 2020**, but have registered by the **26 June 2020** deadline, may contact the Company at invest@chaswood.com.my or Tricor Barbinder Share Registration Services at SG.IS.Enquiry@sg.tricorglobal.com or +65-6236 3550/3555.
 - Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the "live" audio-visual webcast or listen to the "live" audio-only feed of the Meeting must approach their respective depository agents to pre-register by **5.00 pm on 19 June 2020** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.
- Members who pre-register to watch the "live" audio-visual webcast or listen to the "live" audio-only stream will not be able to ask questions during the Meeting and therefore may submit questions related to the resolutions to be tabled for approval at the Meeting and note on the following:
 - All questions must be submitted by 11.00 am on 26 June 2020 via email to the Company 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);
 - Number of Shares held;
 - Contact number; and
 - Email address.
 - The Company will endeavour to address all substantial and relevant questions received from Shareholders relating to the resolutions to be tabled at the Meeting prior to the Meeting via SGXNET and on its corporate website or during the Meeting through the "live" audio-visual webcast and "live" audio-only stream. 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.
 - The Company will record substantial and relevant questions or queries from the members relating to the agenda of the AGM as well as responses from the Board of Directors and management and also publish the minutes of AGM within one month after the AGM on SGXNET and the Company's corporate website.
 - All questions must be received by the Company by the time and date stated above to be treated as valid.**
- 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 may be accessed 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 of the Company (whether individual or corporate) 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 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 instrument appointing the Chairman of the Meeting as a proxy, must be submitted in the following manner:
 - if submitted electronically, via email to the Company's Share Registrar at 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 11.00 a.m. on 27 June 2020 (being not less than forty eight (48) hours before the time fixed for holding the Meeting) (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

- This instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorized officer, failing which the instrument of proxy may be treated as invalid.
- A corporation which is a member may authorise by resolution its director or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act.
- CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on 17 June 2020.
- The Company's Annual Report for the financial year ended 31 December 2019 has been published on SGX-ST's website and the Company's corporate website at the <http://www.chaswood.com.my/investor-relations-announcements.html>.
- Any reference to a time of day is made reference to Singapore time.
- As the COVID-19 situation continues to evolve, the Company may be required to change its arrangements for the Meeting at short notice. Shareholders should check SGX-ST's website and the Company's corporate website at <http://www.chaswood.com.my/investor-relations-announcements.html> for the latest updates on the status of the Meeting.
- The Company thanks all members for their understanding and cooperation to enable the Company to hold the Meeting in line with appropriate safe distancing measures amidst the COVID-19 pandemic.

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. Liao 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.