

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.**

This Circular has been reviewed by Mercury Securities Sdn Bhd, being the Sponsor of the Company.

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**POWERWELL HOLDINGS BERHAD**  
Registration No: 200101009151 (544907-X)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE INITIAL  
PUBLIC OFFERING OF POWERWELL HOLDINGS BERHAD**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The above proposal will be tabled at the Extraordinary General Meeting ("EGM") of Powerwell Holdings Berhad ("Powerwell" or "our Company") to be conducted virtually at the Broadcast Venue at No. 1B, Jalan Anggerik Mokara 31/48, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor on Friday, 26 August 2022 at 10.30 a.m. or immediately after the conclusion or adjournment of the Seventeenth ("17<sup>th</sup>") Annual General Meeting ("AGM") the Company which will be held on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof. The Notice of the EGM and the Form of Proxy are enclosed in this Circular.

Shareholders are advised to refer to the Notice of the EGM and the Form of Proxy set out in this Circular. The Form of Proxy should be completed and lodged at the Poll Administrator's Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or submitted via email at [agm-support.powerwell@megacorp.com.my](mailto:agm-support.powerwell@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the EGM or adjourned EGM. Alternatively, you may register directly at <https://vps.megacorp.com.my/ebceBy> to submit the proxy appointment electronically. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM, should you subsequently wish to do so.

Last date and time for depositing the Form of Proxy : Wednesday, 24 August 2022 at 10.30 a.m.  
Date and time of the EGM : Friday, 26 August 2022 at 10.30 a.m. or  
immediately after the conclusion or  
adjournment of our Company's 17<sup>th</sup> AGM,  
whichever is later

This Circular is dated 11 August 2022

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

Board	:	Board of Directors of our Company
Bursa Securities	:	Bursa Malaysia Securities Berhad
Circular	:	This circular to the shareholders dated 11 August 2022 in relation to the Proposed Variation
EGM	:	Extraordinary General Meeting
ERP	:	Enterprise Resource Planning
FYE	:	Financial year ended/ending, as the case may be
FPE	:	Financial period ended
IEC	:	International Electrotechnical Commission is the global organization that prepares and publishes international standards for all electrical, electronic and related technologies
IPO	:	Initial public offering exercise in conjunction with the listing and quotation of Powerwell's entire share capital on the ACE Market of Bursa Securities on the Listing Date
IPO Prospectus	:	The prospectus dated 2 January 2020 issued in conjunction with the IPO
Listing Date	:	22 January 2020, being the date of listing of Powerwell's entire share capital on the ACE Market of Bursa Securities pursuant to the IPO
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities, as amended or modified from time to time
LPD	:	31 July 2022, being the latest practicable date prior to the printing and despatch of this Circular
Powerwell or Company	:	Powerwell Holdings Berhad
Powerwell Group or the Group	:	Powerwell and its subsidiary companies, collectively
Proposed Variation	:	Proposed variation of the utilisation of proceeds raised from the IPO via the First Variation and Second Variation as defined in Section 2 of this Circular
RM and sen	:	Ringgit Malaysia and sen, respectively

All references to **“our Company”** or **“Powerwell”** in this Circular are to Powerwell Holdings Berhad and references to **“our Group”** are to our Company and subsidiaries.

All references to **“we”**, **“us”**, **“our”** and **“ourselves”** are to our Company and, where the context requires otherwise, shall include our subsidiaries. All references to **“you”** in this Circular are to the shareholders of our Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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**POWERWELL**

**POWERWELL HOLDINGS BERHAD**

Registration No. 200101009151 (544907-X)

Registered Office  
Suite 11.1A, Level 11, Menara Weld  
76 Jalan Raja Chulan  
50200 Kuala Lumpur

11 August 2022

**Board of Directors**

Tang Yuen Kin (*Independent Non-Executive Chairman*)  
Tham Kien Wai (*Managing Director*)  
Wong Yoke Yen (*Executive Director*)  
Lee Chee Ming (*Executive Director*)  
Dr. Tou Teck Yong (*Senior Independent Non-Executive Director*)  
Selma Enolil Binti Mustapha Khalil (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam,

**PROPOSED VARIATION**

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**1. INTRODUCTION**

On 4 August 2022, the Board announced the Company's intention to seek the approval of the shareholders to vary the utilisation of proceeds raised from the IPO.

Further details of the Proposed Variation are set in the ensuing sections.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION PERTAINING TO THE PROPOSED VARIATION AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED VARIATION TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED VARIATION TO BE TABLED AT THE FORTHCOMING EGM.**

## 2. DETAILS OF THE PROPOSED VARIATION

### 2.1 Background information

Reference is made to the proposed utilisation of proceeds raised from the IPO (“**IPO Proceeds**”) as disclosed in the IPO Prospectus as set out below:-

No.	Details of utilisation	RM'000	RM'000	Timeframe for utilisation from the Listing Date
(i)	Capital expenditure:-		10,270	Within 18 months
	- Purchase of machinery and equipment <sup>(1)</sup>	6,060		
	- ERP systems and hardware	4,210		
(ii)	Certification expenditure <sup>(2)</sup>		3,865	Within 24 months
(iii)	Working capital:-		3,615	Within 24 months
	- Purchase of materials and components <sup>(3)</sup>	2,320		
	- Marketing activities	1,295		
(iv)	Listing expenses		4,100	Immediate
	<b>Total IPO Proceeds</b>		<b>21,850</b>	

Notes:

- (1) As the Group continues to focus on growing our market share, the planned capital expenditure on the purchase of machinery and equipment is envisioned to, amongst others, improve efficiency of manufacturing processes, boost production capacity and enhance our business processes.
- (2) In order to be more competitive, the Group had intended to obtain IEC standards-compliant certifications on additional product range for our low voltage (“**LV**”) switchboards and our new “Powerwell” branded medium voltage (“**MV**”) switchgears that are to be developed as part of our business strategies. The proceeds were intended to be utilised to obtain third party IEC standards-compliant certifications for our LV switchboards and MV switchgears by sending them to IEC-recognised certification bodies for the conduct of type-tests. This will enhance the status and marketability of such products.
- (3) The purchase of materials and components (e.g. busbars, cables, metal sheets, etc.) are required for the manufacturing of our LV switchboards and MV switchgears. This is to support our business strategy to grow our market share. Hence, we expect our working capital requirements to increase in tandem with the growth of our business in manufacturing LV switchboards and MV switchgears.

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- (i) On 24 May 2021, the Company announced that the Board has approved an extension of time for the utilisation of the remaining unutilised IPO Proceeds earmarked for capital expenditure and certification expenditure to up to 36 months from the Listing Date (“**First Extension**”) as follows:

<b>Details of utilisation</b>	<b>Balance to be utilised as at 24 May 2021</b>	<b>Original timeframe for utilisation from the Listing Date as disclosed in the IPO Prospectus</b>	<b>Revised timeframe for utilisation from the Listing Date after the First Extension</b>
	<b>RM'000</b>		
Capital expenditure	10,270	Within 18 months	Within 36 months <sup>(1)</sup>
Certification expenditure	3,865	Within 24 months	Within 36 months <sup>(1)</sup>
Working capital	-	Within 24 months	-
Listing expenses	-	Upon listing	-
<b>Balance unutilised proceeds</b>	<b>14,135</b>		

**Note:**

- (1) After careful deliberation of the challenging economic situation due to the Covid-19 pandemic as well as the closure of international borders, Powerwell Group requires additional time to complete the utilisation of the IPO Proceeds earmarked for capital expenditure and certification expenditure due to the disruption and uncertainties caused by the Covid-19 pandemic and the implementation of movement control orders in Malaysia and globally.

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- (ii) On 30 May 2022, the Company announced that the Board has resolved to vary the utilisation of the remaining unutilised IPO Proceeds earmarked for certification expenditure to working capital (“**First Variation**”) and extend the timeframe for the use of such proceeds to up to 36 months from the Listing Date (“**Second Extension**”) as follows:

Details of utilisation	Intended utilisation	Amount utilised as at 30 May 2022	First Variation	Balance to be utilised after the First Variation	Revised timeframe for utilisation from the Listing Date after the First Extension	Revised timeframe for utilisation from the Listing Date after the Second Extension
	RM'000	RM'000	RM'000	RM'000		
Capital expenditure <sup>(1)</sup>	10,270	(779)	-	9,491	Within 36 months <sup>(3)</sup>	-
- Purchase of machinery and equipment	6,060	(544)	-	5,516		
- Enhancement of ERP systems and hardware	4,210	(235)	-	3,975		
Certification expenditure	3,865	-	(3,865) <sup>(2)</sup>	-	Within 36 months <sup>(3)</sup>	-
Working capital	3,615	(3,615)	3,865	3,865	Within 24 months	Within 36 months <sup>(4)</sup>
- Purchase of materials and components	2,320	(2,320)	3,865	3,865		
- Marketing activities	1,295	(1,295)	-	-		
Listing expenses	4,100	(4,100)	-	-	Immediate	-
<b>Total gross proceeds</b>	<b>21,850</b>	<b>(8,494)</b>	<b>-</b>	<b>13,356</b>		

**Notes:**

- (1) The Covid-19 pandemic and imposition of movement control orders have resulted in a delay in the Group’s implementation plan on capital expenditure. The amount utilised were for payments for deposit of machinery and equipment of RM0.54 million and deposit down payments for ERP systems and upgrades of RM0.24 million. The remaining payments will be made upon full commissioning of the machinery and equipment whilst payments for the ERP systems will be made progressively based on stages of implementation using the balance unutilised proceeds for capital expenditure as set out in Section 2.2 of this Circular.

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**Notes – cont'd:**

Details of the purchase of machinery and equipment, which have been acquired but not fully paid yet, are shown in the table below:-

<b>No.</b>	<b>Description</b>	<b>Quantity</b>	<b>Usage purpose</b>
1.	AMADA Energy Saving Fiber LASER Machine	1	Laser cutting of sheet metal.
2.	High Speed Cycle Loader Automation System	1	Automatic loading and unloading of sheet metal.
3.	AMADA CNC Twin Serve Turret Punch Press	1	Punching of sheet metal
4.	AMADA Genuine NCT Tool Machine Package	1	Machine tool and die for the CNC Twin Serve Turret Punch Press machine.
5.	AMADA Hydraulic CNC Press Brake Bending	1	Bending of sheet metal.
6.	AMADA Genuine Tool Machine Package	1	AMADA machine tooling and die to integrate seamlessly with all AMADA machines.
7.	AMADA Virtual Prototype Simulation System Package	1	Digital manufacturing software with networked machine control.
8.	Smart Factory Data Collecting Software (inclusive of PC Box for MyV-Factory)	1	Real-time data collection from AMADA machines with AMADA Numeric Control (Control Panel)
9.	VPSS31 Server	1	Server for Virtual Prototype Simulation system (“VPSS”) to reduce the cost of collaboration between designers and manufacturers by optimising the design iteration process.
10.	PCL Server	1	Central Database server for Sheet Metal Digital on Demand (SDD) to provide a standardised collection of information for all the processes for production.
11.	Existing AP100 Version Upgrade	1	AMADA software upgrade to the new version software with nesting functions for the new AMADA machines.

Our existing ERP system is intended to be replaced with a system that is able to integrate all our departments to streamline all of our operations by keeping information consistent across a single integrated platform and accurate as the data is all in real-time. This is anticipated to in turn lead to a faster and more informed decision-making process.

Our new ERP system is also intended to integrate all our operations and enable usage by all our teams across our Group with a single database. Additionally, our new ERP system is intended to automate the generation of management reports and to produce more accurate analytics that will be shared with managerial level personnel.

Further, our servers and backup systems are also being upgraded in line with the implementation of the ERP system to support the ERP system’s requirements and the need for backup of Company’s data. The upgrades will also include subscription to cloud storage services to enable the sharing of data and reports from any location outside the office.

**Notes – cont'd:**

- (2) After careful deliberation of the challenging economic situation due to the Covid-19 pandemic which has caused uncertain market conditions as well as the operational needs of the Group, the Board has decided to discontinue the certification activities and reallocate the proceeds earmarked for certification expenditure to working capital. The discontinuation of the certification activities is not expected to have any major impact on the Group's existing operations as such certification activities were intended to enhance the status and marketability of our existing products for expansion purposes. To this end, the Group has embarked on alternative approaches, such as co-branding with value added partners, to enhance the status and marketability of our existing products. Pursuant thereto, the amount reallocated to working capital will be used to finance the Group's day-to-day operations which may include payment to trade suppliers (such as for purchase of materials, components and consumables), payment of staff expenses (e.g. salaries and statutory contributions) and defrayment of other operating expenses (e.g. expenses on marketing and sales, upkeep of office, factory, machinery, etc.). Our Group plans to allocate the proceeds earmarked for working capital for payments to trade suppliers for purchase of materials, components and consumables. The exact breakdown cannot be determined at this juncture as it will depend on, amongst others, the operational requirements of the Group at the relevant time.
- (3) Revised pursuant to the First Extension which was announced on 24 May 2021.
- (4) In conjunction with the First Variation, the timeframe for utilisation of the reallocated proceeds for working capital shall be extended.

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## 2.2 Details of the Second Variation and Third Extension

After due deliberation, the Board had on 4 August 2022 announced that the Board has:-

- (i) proposed to vary the utilisation of the remaining unutilised IPO Proceeds earmarked for capital expenditure to working capital (“**Second Variation**”); and
- (ii) resolved to extend the timeframe for the use of such proceeds (i.e. capital expenditure and working capital of RM5.8 million and RM3.3 million respectively) to up to 48 months from the Listing Date (“**Third Extension**”).

As at LPD, the Company has utilised approximately RM12.731 million from the total IPO Proceeds of RM21.850 million, leaving a balance of RM9.119 million as shown in the table below:-

Details of utilisation	Intended utilisation of proceeds after the First Variation	Amount utilised as at LPD	Second Variation	Balance to be utilised after the Second Variation	Revised timeframe for utilisation from the Listing Date after the Second Extension	Revised timeframe for utilisation from the Listing Date after the Third Extension
	RM'000	RM'000	RM'000	RM'000		
Capital expenditure	10,270	(1,151)	(3,316)	5,803 <sup>(1)</sup>	Within 36 months	Within 48 months
- Purchase of machinery and equipment	6,060	(544)	(616)	4,900		
- Enhancement of ERP systems and hardware	4,210	(607)	(2,700)	903		
Working Capital	7,480	(7,480)	3,316	3,316	Within 36 months	Within 48 months
- Purchase of materials and components	6,185	(6,185)	3,316	3,316		
- Marketing activities	1,295	(1,295)	-	-		
Listing expenses	4,100	(4,100)	-	-		-
<b>Total gross proceeds</b>	<b>21,850</b>	<b>12,731</b>	<b>-</b>	<b>9,119</b>		

### Note:

- (1) The Group's utilisation of proceeds for capital expenditure primarily consists of the purchase of machinery and equipment, details which are stated above and the enhancement of ERP systems and hardware. As at LPD, the Group has purchased the necessary machinery and equipment targeted to improve the efficiency of our production process as well as to increase our production capacity. The new machinery and equipment, together with its existing machineries are sufficient to meet the Group's production capacity and requirements.

Apart from the above, the ERP systems are already progressively being implemented and are expected to fully complete within 48 months from the Listing Date.

In view that the actual expenditure for the purchase of machinery and equipment and enhancement of ERP systems and hardware are significantly lower than the Group's anticipated expenditure, the Board has proposed that the surplus arising therefrom totalling RM3.3 million be reallocated for working capital purpose, namely for the purchase of materials and components and marketing activities. The exact breakdown cannot be determined at this juncture as it will depend on, amongst others, the operational requirements of the Group at the relevant time.

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The amount of proceeds to be varied under the First Variation and Second Variation will collectively amount to a total of RM7.18 million. This represents more than 25% of the total IPO Proceeds raised of RM21.85 million.

Pursuant to Rule 8.24 of the Listing Requirements, a listed corporation must issue a circular to its shareholders and seek its shareholders' approval if it proposes to make a material change to the utilisation of proceeds raised by the listed corporation from its initial public offering or new issue of securities which has been approved by way of specific shareholder approval. A change to the utilisation of proceeds is considered material if such change is 25% or more of the total proceeds raised.

As such, the Company proposes to seek its shareholders' approval for the Proposed Variation at the forthcoming EGM of the Company.

### **3. RATIONALE FOR THE PROPOSED VARIATION**

The Covid-19 pandemic has disrupted economies worldwide and the ongoing Russia-Ukraine geo-political situation have continued to disrupt global supply chain and create additional cost pressures and market uncertainties. The rising prices of building materials, shortage of foreign workers, increase in logistics costs and the upward trend in prices of crude oil and energy, hampered the recovery process of the construction industry and property sector in Malaysia, which remain soft and slow amid lower construction activities.

The current weak market conditions in the construction and property sectors will cause the Group to have lower volume of projects deliveries of switchboards installations to the above sectors. The overall business environment in Malaysia will remain challenging for our Group in the current financial year ending 31 March 2023 due to uncertain market conditions, high input production costs, manpower labour constraints and new Covid-19 variants.

In light of the uncertain market conditions as well as the operational needs of the Group, our Board is of the view that the Proposed Variation is in the best interest of our Group and allows the surplus funds earmarked for capital expenditure to be re-allocated for working capital purposes.

As at the LPD, our Group's cash and bank balances amount to RM22.8 million.

### **4. EFFECTS OF THE PROPOSED VARIATION**

The Proposed Variation will not have any effect on the issued share capital of our Company, substantial shareholders' shareholdings in our Company, net assets, gearing and earnings per share of our Group.

### **5. APPROVALS REQUIRED**

The Proposed Variation is subject to the approval from our shareholders at the forthcoming EGM to be convened.

## **6. INTER-CONDITIONALITY**

The Proposed Variation is not conditional upon any other corporate proposal undertaken or to be undertaken by our Company.

## **7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE OF THE COMPANY AND/OR PERSONS CONNECTED WITH THEM**

None of our Directors and/or major shareholders and/or chief executive of the Company and/or persons connected to them has any interest, whether direct or indirect, in the Proposed Variation.

## **8. DIRECTORS' STATEMENT AND RECOMMENDATION**

Our Board, after taking into consideration all aspects of the Proposed Variation, including the rationale and effects of the Proposed Variation and after careful deliberation, is of the opinion that the Proposed Variation is in the best interest of the Powerwell Group. Accordingly, our Board recommends that you vote in favour of the resolution pertaining to the Proposed Variation to be tabled at the forthcoming EGM.

## **9. ESTIMATED TIMEFRAME FOR COMPLETION**

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed Variation is expected to be completed by 31 December 2023.

## **10. CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION**

Save for the Proposed Variation, there is no other outstanding corporate exercise, which has been announced but pending completion as at the LPD.

## **11. EGM**

Our EGM, the notice of which is set out in this Circular, will be conducted virtually at the Broadcast Venue at No. 1B, Jalan Anggerik Mokara 31/48, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor on Friday, 26 August 2022 at 10.30 a.m. or immediately after the conclusion or adjournment of the Seventeenth Annual General Meeting of the Company which will be held on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Variation.

Shareholders who wish to participate at the meeting will have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/ebceBv> and online remote voting via Digital Ballot Form ("DBF").

The voting on the Ordinary Resolution at the EGM will be by way of poll. If you are unable to attend, speak and vote in person at our EGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions provided thereon. The Form of Proxy must be completed and deposited at the office of the Poll Administrator at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan. Alternately to be submitted via e-mail to [AGM-support.Powerwell@megacorp.com.my](mailto:AGM-support.Powerwell@megacorp.com.my) not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.

The lodging of the Form of Proxy will not preclude you from attending our EGM and voting in person should you subsequently wish to do so. However, you will not be allowed to participate in the EGM together with a proxy appointed by you.

**12. FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,  
For and on behalf of the Board  
**POWERWELL HOLDINGS BERHAD**

**TANG YUEN KIN**  
Chairman

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board, and the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or information contained in this Circular, or other facts and information, the omission of which would make any statement in this Circular false or misleading.

**2. MATERIAL LITIGATION**

As at the LPD, our Group is not engaged, whether as plaintiff or defendant, in any material litigation, claims or arbitration which has a material effect on the financial position of our Group and our Board is not aware of any proceedings, pending or threatened or any fact likely to give any rise to any proceedings which might materially and adversely affect the financial position and/or the business of our Group.

**3. MATERIAL COMMITMENTS**

As at the LPD, there are no material commitments incurred or known to be incurred by our Group, which upon becoming enforceable may have a material impact on the financial position of our Group.

**4. CONTINGENT LIABILITIES**

As at the LPD, there are no contingent liabilities incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results/position of our Group.

**5. DOCUMENTS AVAILABLE**

Copies of the following documents are available for inspection at our registered office at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur during normal business hours from 9.00 a.m. to 5.00 p.m. from Monday to Friday (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of our forthcoming EGM.

- (i) Constitution of the Company; and
- (ii) Audited consolidated financial statements of the Company for the FYE 31 December 2019, FPE 31 March 2021 and FYE 31 March 2022.





**POWERWELL HOLDINGS BERHAD**  
Registration No. 200101009151 (544907-X)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of the Company will be conducted virtually at the Broadcast Venue at No. 1B, Jalan Anggerik Mokara 31/48, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor on Friday, 26 August 2022 at 10.30 a.m. or immediately following the conclusion or adjournment of the Seventeenth Annual General Meeting of the Company which will be held on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING OF POWERWELL HOLDINGS BERHAD (“IPO PROCEEDS”) (“PROPOSED VARIATION”)**

“THAT approval be and is hereby given to the Company for the variation of the utilisation of the IPO Proceeds in the manner set out in Section 2 of the Circular to Shareholders of the Company dated 11 August 2022.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things, and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Variation.”

By Order of the Board  
**POWERWELL HOLDINGS BERHAD**

**TAN FONG SHIAN (SSM PC NO. 201908004045) (MAICSA 7023187)**  
**LIEW CHAK HOI (SSM PC NO. 201908004042) (MAICSA 7055965)**  
Secretaries

Kuala Lumpur  
11 August 2022

## NOTES:

- (1) The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies from the public will NOT be allowed to be physically present at the broadcast venue. Shareholders who wish to participate in the EGM will have to register online and attend remotely.

**Kindly read and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.**

- (2) A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy to attend, speak and vote at the EGM, such appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (3) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (4) Only a depositor whose name appears in the Company's Record of Depositors as at 19 August 2022 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (6) The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Poll Administrator's Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or submitted via email at [agm-support.powerwell@megacorp.com.my](mailto:agm-support.powerwell@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting. You also have the option to register directly at <https://vps.megacorp.com.my/ebceBy> to submit the proxy appointment electronically. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.
- (7) The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.

**FORM OF PROXY**

(Before completing this form, please refer to the notes below)



No. of Shares Held	
CDS Account No.	

**POWERWELL HOLDINGS BERHAD**  
 Registration No. 200101009151 (544907-X)  
 (Incorporated in Malaysia)

I/We \_\_\_\_\_  
 (FULL NAME IN BLOCK LETTERS) \_\_\_\_\_ NRIC/Passport /Registration No.  
 of \_\_\_\_\_  
 (Full Address)  
 with email address \_\_\_\_\_ Mobile No. \_\_\_\_\_  
 being a member(s) of **POWERWELL HOLDINGS BERHAD**, hereby appoint:

Name of Proxy (Full name)	NRIC/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Email address	Mobile No.		

\* and/or failing him/her

Name of Proxy (Full name)	NRIC/Passport No.	Proportion of shareholdings	
		No. of Shares	%
Email address	Mobile No.		

or failing him/her, the CHAIRMAN OF THE MEETING\* as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be conducted virtually at the Broadcast Venue at No. 1B, Jalan Anggerik Mokara 31/48, Seksyen 31, Kota Kemuning, 40460 Shah Alam, Selangor on Friday, 26 August 2022 at 10.30 a.m. or immediately following the conclusion or adjournment of the Seventeenth Annual General Meeting of the Company which will be held on the same day at 10.00 a.m., whichever is later, or at any adjournment of the EGM.

My/Our proxy/proxies shall vote as indicated below:

ORDINARY RESOLUTION	FOR	AGAINST
Proposed Variation		

Please indicate with a “√” or “X” in the appropriate space how you wish your votes to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy will vote as he or she thinks fit, or, at his or her discretion, abstain from voting.

Dated this ..... day of ....., 2022

\_\_\_\_\_  
 Signature/Common Seal of Member

\* Delete the words “the CHAIRMAN OF THE MEETING” if you wish to appoint some other person(s) only to be your proxy/proxies.

**Notes:-**

- (8) The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Shareholders/proxies from the public will NOT be allowed to be physically present at the broadcast venue. Shareholders who wish to participate in the EGM will have to register online and attend remotely.

**Kindly read and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.**

- (9) A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy to attend, speak and vote at the EGM, such appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (10) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (11) Only a depositor whose name appears in the Company's Record of Depositors as at 19 August 2022 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
- (12) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (13) The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Poll Administrator's Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or submitted via email at [agm-support.powerwell@megacorp.com.my](mailto:agm-support.powerwell@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting. You also have the option to register directly at <https://vps.megacorp.com.my/ebceBy> to submit the proxy appointment electronically. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.
- (14) The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.

*Fold this flap for sealing*

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*Then fold here*

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AFFIX  
STAMP

**POWERWELL HOLDINGS BERHAD**  
Registration No. 200101009151 (544907-X)  
c/o Poll Administrator's Office  
Mega Corporate Services Sdn Bhd  
Level 15-2, Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur

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