



CIRCLE INTERNATIONAL HOLDINGS LIMITED (OI-318051)
ARBN 621 001 296
Unit SO-07-06, The Strata Offices,
Menara 1, KL Eco City,
No.3, Jalan Bangsar, 59200 Kuala Lumpur,
Wilayah Persekutuan, Malaysia.

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
EXPLANATORY STATEMENT
AND PROXY FORM
TUESDAY, 15 FEBRUARY 2022 AT 4 PM (GMT + 8)
To be held virtually at [https://us02web.zoom.us/meeting/register/tZYud-
yhqDsiHdJuiCNhoxcbSsApWi8B-w7j](https://us02web.zoom.us/j/8448111111)**

THIS NOTICE OF MEETING SHOULD BE READ IN ITS ENTIRETY

Due to the ongoing COVID-19 pandemic and also considering that an AGM was held two months back where shareholders had the opportunity of meeting the management and raising their concerns/ questions, the meeting is proposed to be conducted virtually. Shareholders are strongly encouraged to submit the proxy form in advance of the meeting or participate via virtual means.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary at nsxcch@gmail.com

The instrument appointing the proxy must be received by the Company by email to nsxcch@gmail.com or by registered mail to Unit SO-07-06, The Strata Offices, Menara 1, KL Eco City, No.3 Jalan Bangsar, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia by Sunday, 13 February 2022, 4 PM (GMT + 8) (at least forty eight (48) hours before the time notified for the meeting). Any proxy form received after that time will not be valid for the scheduled meeting.

A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

Virtual Meeting: The Meeting will be held as a virtual meeting and shareholders can participate in the meeting only online through the link. There is no physical location for the shareholders to attend the Meeting. However, as per the Company's Articles of Association, unless otherwise determined, the meeting shall be deemed to be held at the place where the chairman is physically present. (The Meeting as such will be a deemed Hybrid Meeting)

世杰国际控股集团（开曼群岛）有限公司
CIRCLE INTERNATIONAL HOLDINGS LIMITED (OI-318051)
ARBN 621 001 296
Unit SO-07-06, The Strata Offices,
Menara 1, KL Eco City,
No.3, Jalan Bangsar, 59200 Kuala Lumpur,
Wilayah Persekutuan, Malaysia.

Notice is hereby given that an Extraordinary General Meeting of the members of Circle International Holdings Limited (CCH or the Company) will be held on Tuesday, 15 February 2022 at 4 pm (GMT + 8).

[Note: article 23.1(a) of the Company's Constitution requires 14 clear days]

Shareholders may attend the Meeting virtually at [https://us02web.zoom.us/meeting/register/tZYud-yhqDsiHdJujCNhoxcbSsApWi8B-w7j](https://us02web.zoom.us/j/8448111111)

The Explanatory Notes to this Notice provides additional information on matters to be considered at the EGM.

BUSINESS OF THE MEETING

RESOLUTION 1: INCREASE OF SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

"That the authorised share capital of the Company be increased from US\$100,000,000 divided into 400,000,000 Shares of a par value of US\$0.25 each to US\$237,500,000 divided into 950,000,000 shares of a par value of US\$0.25 each by the creation of by the creation of 550,000,000 shares, such shares to rank pari passu in all respects with the existing shares."

Voting Exclusion Statement: No voting exclusion statement applies to this resolution.

For this resolution to pass, 75% of eligible shareholders must vote in favour of this resolution , in accordance with Article 1.2 of the Memorandum and Articles of Association of the Company.
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RESOLUTION 2: AMENDMENT OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That the Memorandum of Association of the Company be amended by the deletion of the existing Clause 5 its entirety and the substitution of the following new clause 5 in its place:

5. The share capital of the Company is US\$237,500,000 divided into 950,000,000 Shares of a par value of US\$0.25 each.

Voting Exclusion Statement: No voting exclusion statement applies to this resolution.

For this resolution to pass, 75% of eligible shareholders must vote in favour of this resolution , in accordance with Article 1.2 of the Memorandum and Articles of Association of the Company.
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Chairman

Circle International Holdings Limited ARBN 621 001 296

NOTES:

1. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. The Company has determined that the shareholding of each Shareholder to ascertain their voting entitlements for the Meeting will be as it appears on the Company's share register at 13 February 2022 (the **Entitlement Time**). Accordingly, only those registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

Kindly refer to the Proxy form for details on submitting a valid Proxy.

The instrument appointing the proxy must be received by the Company by email to nsxcch@gmail.com or by registered mail to Unit SO-07-06, The Strata Offices, Menara 1, KL Eco City, No.3 Jalan Bangsar, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia by Sunday 13 February 2022, 4 PM (GMT + 8) (at least forty-eight (48) hours before the time notified for the Meeting). Any proxy form received after that time will not be valid for the scheduled Meeting.

EXPLANATORY STATEMENT

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the Shareholders of Circle International Holdings Limited ("**Company**") ("**CCH**") in connection with all the Resolutions to be considered at the Extraordinary General Meeting of the Company's Shareholders to be held on 15 February 2022.

The purpose of this Explanatory Statement is to provide information to Shareholders that is considered material to them in deciding whether or not to pass the Resolutions in the Notice of the Extraordinary General Meeting of the Company ("Notice").

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions. In addition, this Explanatory Statement should be read in conjunction with the accompanying Notice.

Resolution 1 and 2: Increase of Share Capital of the Company and consequent amendment of Memorandum of Association

*Resolution 1 & 2 are **both special resolutions** and therefore require approval of a majority of not less than three-fourths (or 75%) of the votes cast by Shareholder's present and eligible to vote (in person, by proxy, or by a duly authorized representative).*

At present, the Authorised Share Capital of the company is US\$100,000,000 divided into 400,000,000 Shares of a par value of US\$0.25 each. All of the 400,000,000 shares have already been issued.

The Shareholders of the Company, at their Annual General Meeting, held on 2 December 2021, approved the Reverse Takeover transaction, which, amongst other things, envisaged the issue of 717,757,206 Consideration Shares to the Vendors to the takeover transaction. (Resolutions 1.1 to 1.3 of the 2021 AGM Notice).

Of the 717,757,206 Consideration Shares, 219,999,600 have already been issued, and the balance of 497,757,606 are pending to be issued. This Extraordinary General Meeting (GM) is being convened to increase the Company's Authorised Share Capital to facilitate the issue of the remaining Consideration Shares.

There is no fundamental change to the nature and terms of the reverse takeover transaction as approved by the Shareholders at the 2021 AGM. However, the sequencing of the share issue to the Vendors in some cases was delayed due to the need for this Extraordinary General Meeting in accordance with Cayman Islands law.

The issue of the balance Consideration Shares is expected to be completed within one month of this Extraordinary General Meeting.

Kindly refer to the announcements made by the Company to NSX from time to time at <https://www.nsx.com.au/marketdata/company-directory/announcements/CCH/> for further details.

Technical information required by NSX Listing Rules

If Resolution 1 and 2 are passed, the Company will be able to proceed with increasing the Authorised Share Capital and issuing balance of the Consideration Shares.

If Resolution 1 and 2 are NOT passed, the Company will probably seek a reduction of capital to ensure that the outcome of the Corporate Injection Proposal approved by Shareholders at the 2021 AGM results in the same percentage moving to the vendors as was agreed at the AGM.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of the Resolutions 1 and 2.



CCH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (GMT +8) on Sunday, 13 February 2022**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

By Mail:

Unit SO-07-06, The Strata Offices,
Menara 1, KL Eco City,
No.3 Jalan Bangsar,
59200 Kuala Lumpur,
Wilayah Persekutuan, Malaysia

By Email:

nstxcch@gmail.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Circle International Holdings Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Circle International Holdings Limited to be held virtually on Tuesday, 15 February 2022 at 4:00pm (GMT +8) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Increase of share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Amendment of Memorandum of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details *(Optional)*

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CCH

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Computershare

