

TIMBERWELL BERHAD

[Registration No. 199601014835 (387185-W)]

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE OF THE 26TH ANNUAL GENERAL MEETING (“26TH AGM”)

Date	:	Tuesday, 24 May 2021
Time	:	10:00 a.m.
Broadcast Venue	:	Meeting Room of Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanela Pusat Bandar Damansara, Damansara Heights 50490 Kuala Lumpur.
Online Meeting Platform	:	Securities Services e-Portal at https://sshsb.net.my/
Method to deposit Form of Proxy	:	• Submit e-Proxy Form via Securities Services e-Portal at https://sshsb.net.my/ ; or • Submit hardcopy Form of Proxy at the Registered Office of Timberwell Berhad at Lot 8 & 9, Block A, 2nd Floor, Damai Point Commercial Centre, Off Jalan Damai, Luyang, 88300 Kota Kinabalu, Sabah.

A. VIRTUAL MEETING

1. In support of the Government of Malaysia’s (the Government) ongoing efforts to contain the spread of the Coronavirus (COVID-19) and the Government’s advice of social distancing and not having mass gatherings, the Company would like to leverage on technology advancement by conducting the 26th AGM of the Company on a fully virtual basis through Remote Participation and Voting (“RPV”) facilities provided by SS E-Solutions Sdn. Bhd. (“SSESB”) via Securities Services e-Portal (“**SS e-Portal**”) at <https://sshsb.net.my/>.
2. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 if the online platform is located in Malaysia. The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and in accordance with Clause 59 of the Company’s Constitution, which allows a general meeting to be held at more than one (1) venue using any technology or method that enables the members of the Company to participate and to exercise the members’ rights to speak and vote at the general meeting. No shareholder or proxy shall be physically admitted to the Broadcast Venue on the day of the 26th AGM.
3. With the RPV facilities, this will facilitate and enable all shareholders to participate fully in the proceedings by audio and/or video capabilities without the need to be physically present at the Broadcast Venue, which is advantageous given the current circumstances relating to COVID-19 and best health practices.
4. Please follow the procedures set out in the SS e-Portal user guide provided in the enclosed Appendix A (“**Appendix A**”) in order to register, participate and vote remotely via the RPV for the 26th AGM.

B. GENERAL MEETING RECORDS OF DEPOSITORS

Only shareholders whose names appear in the General Meeting Record of Depositors as at 13 May 2022 shall be entitled to attend, speak and vote at the Meeting of the Company or appoint proxy(ies) on his/ her behalf.

C. REMOTE PARTICIPATION AND ELECTRONIC VOTING

1. Shareholders are encouraged to go online, participate, and vote at the 26th AGM via remote participation. Alternatively, members may also appoint proxies or the Chairman of the 26th AGM as their proxy to attend and vote on their behalf at the 26th AGM. Please refer to the Appendix A for further details.
2. Please note that this option is available to (i) individual members; (ii) corporate shareholder; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.
3. Members or corporate/authorised representatives/attorneys of corporate members who wish to participate at the 26th AGM are required to:

i.	Register as a User of the SS e-Portal • to register for the remote participation [item (ii) below] • to submit the Form of Proxy electronically via SS e-Portal	• no later than Sunday, 22 May 2022. • no later than Thursday, 19 May 2022.
ii.	Register for the remote participation	no later than Tuesday, 24 May 2022 at 10.00 a.m.

Corporate/authorised representatives or attorneys appointed by power of attorney who wish to participate at the 26th AGM via RPV, may need to submit their original/certified certificate of appointment of corporate representative or power of attorney (“Certificate”) upon request for verification purposes to the registered office of the Company at Lot 8 & 9, Block A, 2nd Floor, Damai Point Commercial Centre, Off Jalan Damai, Luyang, 88300 Kota Kinabalu, Sabah or upload the Certificate to the SS e-Portal at <https://sshsb.net.my/> no later than Sunday, 22 May 2022 at 10.00 a.m. For further details on the registration as user and electronic submission of Form of Proxy, kindly refer to the Appendix A.

4. Should participants’ application to join the 26th AGM be approved, the system will make available to participants the rights to join the live streamed meeting and to vote remotely. The login to SS e-Portal by members, proxies or corporate/authorised representatives/attorneys of corporate members on the day of the 26th AGM will indicate their presence at the 26th AGM.

D. APPOINTMENT OF PROXY

1. Members who appoint proxies to participate at the 26th AGM via RPV must ensure that the duly executed Form of Proxy are deposited in accordance with the notes and instructions printed therein no later than Sunday, 22 May 2022 at 10.00 a.m. If members wish to submit the Form of Proxy electronically via SS e-Portal, please follow the procedures set out in the Appendix A.
2. A Shareholder entitled to participate and vote at the 26th AGM is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are not able to participate in the 26th AGM remotely, you are encouraged to appoint the Chairman of the meeting as your proxy and indicate the voting instruction in the Form of Proxy.
3. Corporate members through corporate/authorised representatives or attorneys who wish to appoint proxies or the Chairman of the 26th AGM as their proxy(ies) via SS e-Portal to attend and vote on their behalf at the 26th AGM, may need to submit their original/certified certificate of appointment of corporate representative or power of attorney ("Certificate") upon request for verification purposes to the registered office of the Company at Lot 8 & 9, Block A, 2nd Floor, Damai Point Commercial Centre, Off Jalan Damai, Luyang, 88300 Kota Kinabalu, Sabah, or upload the Certificate to the SS e-Portal at <https://sshbsb.net.my/> no later than Sunday, 22 May 2022 at 10.00 a.m.
4. A member who wishes to appoint a proxy who is not an existing user of SS e-Portal to participate at the 26th AGM via RPV must request his/her/its proxy to register himself/herself as a user of the SS e-Portal at <https://sshbsb.net.my/> in accordance with the procedures set out in the Appendix A, no later than Thursday, 19 May 2022. All appointed proxies need not register for remote participation. Upon processing of your Form of Proxy, the proxies will be granted access to the RPV at the 26th AGM.

E. PROCEDURE OF THE 26TH AGM

1. Members/proxies/corporate representatives/attorneys who wish to participate at the 26th AGM remotely using RPV are to follow the requirements and procedures as set out in the Appendix A.
2. No recording or photography of the 26th AGM proceedings is allowed without the prior written permission of the Company.
3. You must ensure that you are connected to the internet at all times in order to participate and vote when the 26th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

F. SUBMISSION OF QUESTIONS

1. Members, proxies or corporate representatives may submit questions before the 26th AGM to the Chairman or Board of Directors ("Board") electronically by email to eservices@sshbsb.com.my or via real time submission of typed texts through a text box within SS e-Portal at <https://sshbsb.net.my/> before the start or during the live streaming of the 26th AGM.
2. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the 26th AGM, as well as financial performance/prospect of the Company, to the extent where time permits. In the event the Board is unable to respond to your questions during the 26th AGM, you may email your questions to eservices@sshbsb.com.my after the Meeting.

G. VOTING PROCEDURE

The voting will be conducted by poll in accordance with Rule 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed SS E-Solutions Sdn. Bhd. as Poll Administrator to conduct the poll voting via SS e-Portal and Commercial Quest Sdn. Bhd. as Scrutineers to verify the poll results. Upon completion of the voting session for the 26th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

H. VOUCHERS / GIFTS

No vouchers or gifts will be given to the participants of the 26th AGM.

I. ANNUAL REPORT 2021

The Annual Report 2021 is available on Bursa Malaysia's website at www.bursamalaysia.com under company announcements of Timberwell Berhad as well as the Company's website at www.timwell.com.my.

J. ENQUIRY

1. For Pre-Registration (i.e. SS e-Portal or proxy appointment prior to the 26th AGM, or encounter any technical issues to participate in the virtual 26th AGM) related:-

SS E Solutions Sdn. Bhd.

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur.

General Line : 03 - 2084 9000
Fax Number : 03 - 2094 9940, 2095 0292
Email : eservices@sshsb.com.my

Officers : Mr. Wong Piang Yoong (DID : +603 - 2084 9168)
Ms. Lee Pei Yeng (DID : +603 - 2084 9169)
Ms. Rachel Ou (DID : +603 - 2084 9161)



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

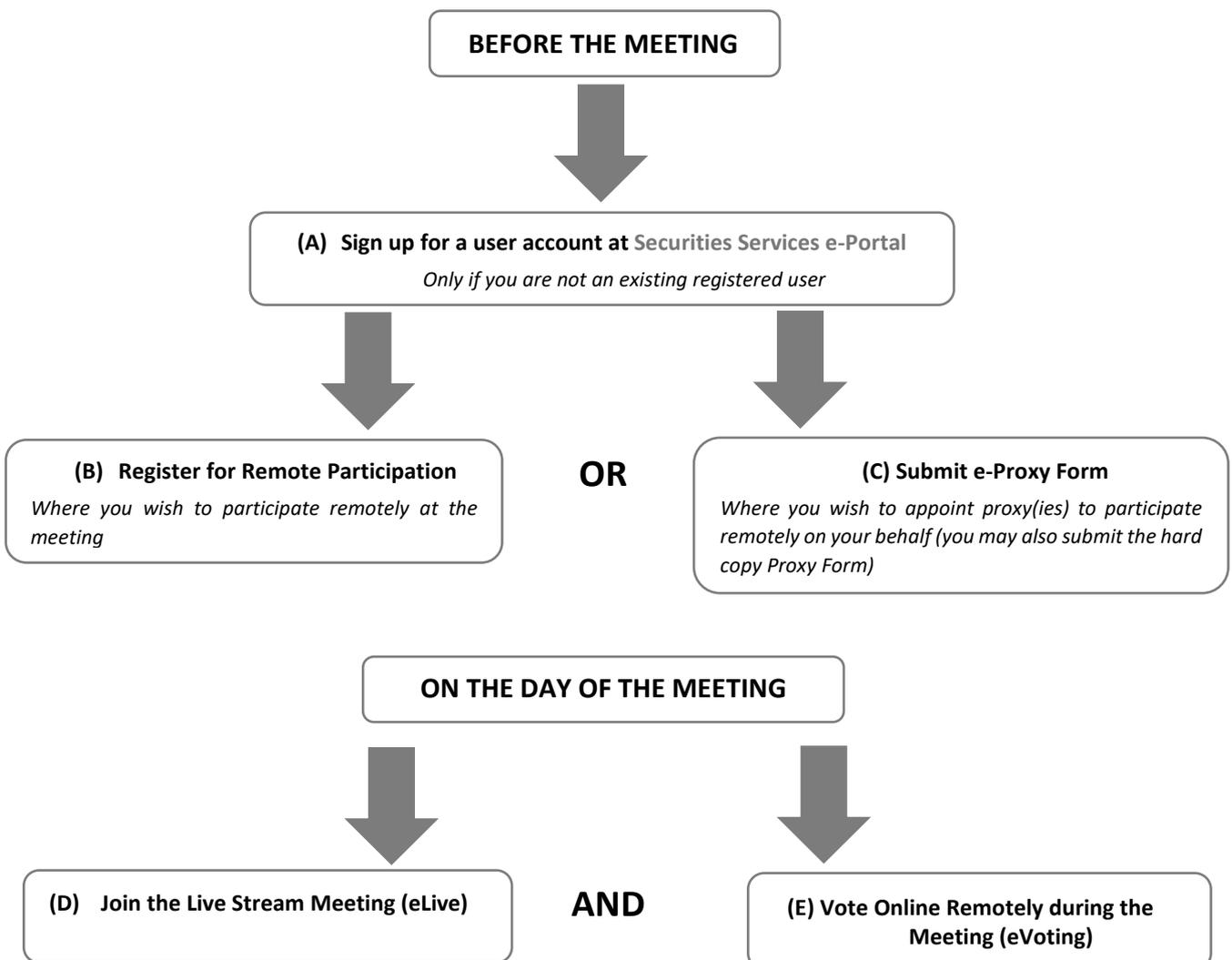
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “e-Services”).

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Timberwell Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Ms. Evangeline Yeoh (DID: +603 2084 9007) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshshb.com.my.



BEFORE THE MEETING

(A) Sign up for a user account at Securities Services e-Portal	
<p>Step 1 Visit https://sshsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below. Your registered email address is your User ID.

To register for the meeting under (B), please sign up for a user account by 22 May 2022.

To submit E-PROXY FORM under (C) below, please sign up for a user account by 19 May 2022, failing which you may only be able to submit the hard copy proxy form.

This is a ONE-TIME sign up only. If you already have a user account, please proceed to either (B) or (C) below.

(B) Register for Remote Participation at the Meeting

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Timberwell Berhad** under Company Name and **26th AGM on 24 May 2022 at 10:00 a.m. – Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate / authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted at the registered office of the Company at Lot 8 & 9, Block A, 2nd Floor, Damai Point Commercial Centre, Off Jalan Damai, Luyang, 88300 Kota Kinabalu, Sabah for verification no later than Sunday, 22 May 2022 at 10:00a.m.*
- Step 2 Submit your registration.

- All shareholders must register for remote participation at the meeting and are highly encouraged to register as early as possible and before the eLive access date and time [see (D) below] in order to ensure timely access to the meeting. Access shall be granted only to eligible shareholders in accordance with the General Meeting Record of Depositors as at 13 May 2022.
- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Tuesday, 24 May 2022 at 10:00 a.m.	Sunday, 22 May 2022 at 10:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Timberwell Berhad** under Company Name and **26th AGM on 24 May 2022 at 10:00 a.m. – Submission of Proxy Form** under Corporate Exercise / Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate / authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted at the registered office of the Company at Lot 8 & 9, Block A, 2nd Floor, Damai Point Commercial Centre, Off Jalan Damai, Luyang, 88300 Kota Kinabalu, Sabah for verification before the proxy form submission closing date and time above.*
- Step 2 Enter your CDS account number or the body corporate’s CDS account number. Then enter the information of your proxy(ies) and the proportion of your securities to be represented by your proxy(ies).
You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
 - You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered users of the e-Portal, they will need to sign up as users of the e-Portal under (A) above by 19 May 2022. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Tuesday, 24 May 2022 at 10:00 a.m.	Tuesday, 24 May 2022 at 09:30 a.m.

- Look for **Timberwell Berhad** under Company Name and **26th AGM on 24 May 2022 at 10:00 a.m. – Live Stream Meeting** under Corporate Exercise / Event and click “>” to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman / Board / Management / relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Tuesday, 24 May 2022 at 10:00 a.m.	Tuesday, 24 May 2022 at 10:00 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **Timberwell Berhad** under Company Name and **26th AGM on 24 May 2022 at 10:00 a.m. – Remote Voting** under Corporate Exercise / Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.

Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted eVoting can be accessed via **My Records** (refer to the left navigation panel).