



CHIN HIN GROUP PROPERTY BERHAD
(200101017677 (553434-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Chin Hin Group Property Berhad (“CHGP” or “Company”) will be held by way of virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities from the broadcast venue at Chin Hin Culture Centre, No. F-0-1 and F-0-2, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur on Thursday, 11 November 2021 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY CHIN HIN GROUP PROPERTY BERHAD (“CHGP”) OF 6,500,000 ORDINARY SHARES IN KAYANGAN KEMAS SDN BHD (“KAYANGAN”) FOR A PURCHASE CONSIDERATION OF RM37,950,000, TO BE SATISFIED VIA RM29,150,000 IN CASH AND THE ISSUANCE OF 11,000,000 NEW ORDINARY SHARES IN CHGP (“CHGP SHARES”) AT AN ISSUE PRICE OF RM0.80 PER CHGP SHARE (“CONSIDERATION SHARES”) (“PROPOSED ACQUISITION”)

“**THAT**, subject to the approval of Ordinary Resolution 2 and all relevant approvals being obtained from the relevant authorities, approval be and is hereby given to CHGP to acquire 6,500,000 ordinary shares in Kayangan, representing 65% equity interest in Kayangan, for a purchase consideration of RM37.95 million, to be satisfied via cash of RM29.15 million and allotment and issuance of 11,000,000 Consideration Shares at an issue price of RM0.80 per Consideration Share, upon the terms and conditions as stated in the Share Sale Agreement dated 5 July 2021 entered into between CHGP and Chan Kin Keong and Khor Chee Yong (including any amendment and/or extension thereof as mutually agreed) for the Proposed Acquisition.

THAT, such Consideration Shares upon allotment and issuance, rank equally in all respects with the existing CHGP shares, save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distributions where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares.

AND THAT, authority be and is hereby given to the Directors of the Company to give full effect to the Proposed Acquisition with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Directors of the Company, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF CHGP AND ITS SUBSIDIARIES (“CHGP GROUP”) TO INCLUDE THE CONSTRUCTION BUSINESS SEGMENT (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to CHGP Group to diversify into the construction business segment described in the Circular dated 27 October 2021;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Diversification with full powers to amend and/ or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/ regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Company’s Constitution and the requirements of the Bursa Malaysia Securities Berhad and all other relevant governmental/ regulatory authorities.”

BY ORDER OF THE BOARD

CHEE WAI HONG (BC/C/1470)
SSM PC No. 202008001804
TAN SHE CHIA (MAICSA 7055087)
SSM PC No. 202008001923

Company Secretaries
Penang

27 October 2021

Notes:

- (1) A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (2) The proxy form must be duly completed and deposited at the Registered Office of the Company, 48, Jalan Chow Thye, 10050 George Town, Penang not less than 48 hours before the time appointed for holding the meeting.
- (3) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
- (4) Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (5) If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- (6) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“**Central Depositories Act**”), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.
- (7) Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- (8) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to Article 69 of the Company’s Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“**ROD**”) as at 3 November 2021 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- (9) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.