



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 Friday, 30 December 2022 at 11.00 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 BKG DEVELOPMENT SDN BHD (“BKG DEVELOPMENT”), A WHOLLY-OWNED SUBSIDIARY OF CHGP OF 100.0% EQUITY INTEREST IN QUAVER SDN BHD (“QUAVER”) FOR A PURCHASE CONSIDERATION OF RM1,250,000, TO BE SATISFIED BY CASH (“PROPOSED ACQUISITION OF QUAVER”)

“**THAT**, subject to the approvals being obtained from the relevant parties and/or authorities, approval be and is hereby given to BKG Development to acquire 11,500,000 ordinary shares in Quaver, representing 100.0% equity interest in Quaver, for a purchase consideration of RM1,250,000, to be satisfied via cash, in accordance with the terms and conditions as stated in the Share Sale Agreement dated 25 August 2022 entered into between BKG Development and Aera Property Group Sdn Bhd (including any amendment and/or extension thereof as mutually agreed) for the Proposed Acquisition of Quaver.

AND THAT, authority be and is hereby given to the Directors of the Company to give full effect to the Proposed Acquisition of Quaver 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 of Quaver.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY CHGP OF 3,000,000 ORDINARY SHARES IN KAYANGAN KEMAS SDN BHD (“KAYANGAN”) FOR A PURCHASE CONSIDERATION OF RM16,700,000, TO BE SATISFIED BY CASH (“PROPOSED ACQUISITION OF KAYANGAN”)

“**THAT**, subject to the approvals being obtained from the relevant parties and/or authorities, approval be and is hereby given to CHGP to acquire 3,000,000 ordinary shares in Kayangan, representing 30.0% equity interest in Kayangan, for a purchase consideration of RM16,700,000, to be satisfied via cash, in accordance with the terms and conditions as stated in the Share Sale Agreement dated 25 August 2022 entered into between CHGP and Chan Kin Keong (including any amendment and/or extension thereof as mutually agreed) for the Proposed Acquisition of Kayangan.

AND THAT, authority be and is hereby given to the Directors of the Company to give full effect to the Proposed Acquisition of Kayangan 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 of Kayangan.”

ORDINARY RESOLUTION 3

PROPOSED ACCEPTANCE OF LETTER OF AWARD FROM ACE LOGISTIC SDN BHD (“ACE LOGISTIC”) FOR THE DESIGN, CONSTRUCTION AND COMPLETION OF A PROPOSED SINGLE-STOREY FACTORY WITH 3-STOREY OFFICE AND HOSTEL AT MUKIM LABU, BANDAR BARU ENSTEK, NEGERI SEMBILAN FOR A CONTRACT SUM OF RM57,094,658 (“PROPOSED RELATED PARTY PROJECT”)

“**THAT**, subject to approvals of the relevant authorities and/ or parties being obtained, where required, approval be and is hereby given to Kayangan to accept the award from Ace Logistic for the design, construction and completion of a proposed single-storey factory with 3-storey office and hostel at Mukim Labu, Bandar Baru Enstek, Negeri Sembilan for a contract sum of RM57,094,658 and upon the terms and conditions as stated in the letter of award dated 25 August 2022 (including any amendment, variation and/or extension thereof as mutually agreed).

AND THAT, authority be and is hereby given to the Directors of the Company to give full effect to the Proposed Related Party Project 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 Related Party Project.”

ORDINARY RESOLUTION 4

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT**, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), approval be and is hereby given to the Company and/or its subsidiaries (“**CHGP Group**”) to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of CHGP Group with specified classes of Related Parties (as defined in the Main Market Listing Requirements of Bursa Securities) as specified in Section 2.4, Part C of the Circular to Shareholders dated 15 December 2022, which are necessary for the day-to-day operations of CHGP Group provided that the transactions are in the ordinary course of business and are carried out at arms’ length basis on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public as well as are not detrimental to the minority shareholders of the Company and such approval, shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting;

- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT, the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation 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 transactions contemplated and/or authorised by this Ordinary Resolution."

ORDINARY RESOLUTION 5

PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS ("PROPOSED WAIVER")

"THAT, further to the approval granted by the shareholders of the Company on the Authority to Issue Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 at the Twentieth Annual General Meeting of the Company held on 3 June 2022 ("**Placement Shares**"), approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of Placement Shares pursuant to Section 85 of the Companies Act 2016 to be read together with Article 57 of the Constitution of the Company.

AND THAT, the Directors and/or the Company Secretaries of the Company be hereby authorised to take all steps that are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Waiver for and on behalf of the Company."

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

15 December 2022

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 the Company pursuant 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 21 December 2022 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.



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 [200101017677 (553434-U)]
 (Incorporated in Malaysia)

CDS Account No.												
			-			-						

PROXY FORM

I/We
 (FULL NAME OF SHAREHOLDERS AS PER NRIC/PASSPORT/CERTIFICATE OF
 INCORPORATION IN CAPITAL LETTERS)
 (NRIC No.) of

.....
 (ADDRESS)
 (EMAIL ADDRESS:.....) (MOBILE NO.:.....)
 being a member/member(s) of the abovenamed Company, hereby appoints

.....
 (FULL NAME of proxy as per NRIC/Passport in capital letters)
 (NRIC No.) of

.....
 (FULL ADDRESS)
 (EMAIL ADDRESS:.....) (MOBILE NO.:.....)
 or failing
 him,

(FULL NAME of proxy as per NRIC/Passport in capital letters)
 (NRIC No.) of

.....
 (FULL ADDRESS)
 (EMAIL ADDRESS:.....) (MOBILE NO.:.....)

or failing him, THE CHAIRMAN OF THE MEETING, as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held and conducted 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 Friday, 30 December 2022 at 11.00 a.m. or at any adjournment thereof and to vote as indicated below:

RESOLUTIONS		FOR	AGAINST
Ordinary Resolution 1	Proposed Acquisition of Quaver		
Ordinary Resolution 2	Proposed Acquisition of Kayangan		
Ordinary Resolution 3	Proposed Related Party Project		
Ordinary Resolution 4	Proposed New Shareholders' Mandate		
Ordinary Resolution 5	Proposed Waiver		

Please indicate with an "X" in the appropriate spaces provided above on how you wish your vote to be casted. If no specific instruction is given, the proxy may vote as he thinks fit.



No of shares held

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies:

	No of shares	%
Proxy 1		
Proxy 2		
		<hr/>
		100

Dated this _____ day of _____ 2022

Signature of member(s) /Common Seal

* Strike out whoever is not desired

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Fold this flap for sealing

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AFFIX
STAMP

The Company Secretaries

CHIN HIN GROUP PROPERTY BERHAD
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48, Jalan Chow Thye
10050 George Town
Penang

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