

CHIN HIN GROUP PROPERTY BERHAD

Company No. 200101017677 (553434-U)
(Incorporated in Malaysia)

MINUTES OF ANNUAL GENERAL MEETING

MINUTES OF THE TWENTY-SECOND ANNUAL GENERAL MEETING OF THE COMPANY 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 WEDNESDAY, 12 JUNE 2024 AT 10:00 AM

ATTENDANCE : As per attendance list

1. COMMENCEMENT

Ms. Tan She Chia, the Secretary of the Company, on behalf of the Chairman of the Company, Datuk Seri Chiau Beng Teik, welcomed all shareholders, proxy holders and invited guests to the Company’s Twenty-Second Annual General Meeting (“**22nd AGM**”).

The Secretary introduced the Directors and the external auditors of the Company to the meeting.

After confirming that a quorum was present pursuant to the Company’s Constitution, the Secretary, on behalf of the Chairman of the Company, called the meeting to order at 10:00 a.m.

2. NOTICE OF MEETING

The Secretary informed the shareholders that the Notice of the 22nd AGM having been circulated within the prescribed period. The Notice of the 22nd AGM be taken as read.

The Secretary informed the members and proxies that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of General Meeting must be voted by poll and at least one Scrutineer be appointed to validate the votes cast.

The members and proxies were informed by the Secretary that Datuk Seri Chiau Beng Teik in his capacity as Chair of the meeting, has demanded a poll be taken on all resolutions pursuant to the Company’s Constitution.

The members and proxies were informed that the polling process for the resolutions will be conducted upon completion of the deliberations of all items to be transacted at the 22nd AGM. They may post their questions via real time submission of typed texts in the query box during the meeting.

The members and proxies were briefed through the flow of the 22nd AGM. Firstly, the meeting will be carried out by going through all the resolutions as set out in the Notice of the 22nd AGM. Thereafter, the Question & Answer (“Q&A”) session, where the Company will address the questions posed by the members via real time submission of typed texts in the query box.

After dealing with the questions, all the resolutions will be put to vote remotely using the RPV facilities. The members were informed that the voting session was available at this juncture until the closure of the voting session to be announced later.

Agmo Digital Solutions Sdn. Bhd. (“AGMO”) was appointed as Poll Administrator and Aegis Communication Sdn. Bhd. was appointed as the Scrutineer for the meeting to verify the poll result.

The Secretary reminded the members and proxies that the attendance at the 22nd AGM was restricted to the Company’s shareholders, proxies and authorised representatives of corporate shareholders who have registered to participate in the 22nd AGM remotely. The members and proxies were informed that as discussions at the 22nd AGM might be deemed confidential and only for the knowledge of the relevant parties, any visual or audio recording whilst the 22nd AGM was conducted, was strictly prohibited unless the Company’s written consent has been obtained prior to the 22nd AGM.

The Secretary then invited the representative of AGMO, the Poll Administrator, to brief the members on the voting procedure.

3. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Secretary informed the members to receive the audited financial statements of the Company for the financial year ended 31 December 2023 together with the reports of the Directors and Auditors thereon.

Members were informed that this agenda was meant for discussion purposes only and does not require shareholders’ approval.

The Secretary informed the members to raise questions by typing their questions in the query box, if any, and the Board will address the questions during the Q&A session later.

The Meeting then proceeded to the Proposed Ordinary Resolution 1 on the agenda.

**4. ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF RM354,000.00 FOR THE YEAR ENDING 31 DECEMBER 2024**

The Secretary informed the members on the proposal to approve the payment of Directors' fees of RM354,000.00 for the year ending 31 December 2024.

The Meeting then proceeded to the Proposed Ordinary Resolution 2 on the agenda.

5. **ORDINARY RESOLUTION 2
TO APPROVE THE PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM132,000.00 FOR THE PERIOD FROM 12 JUNE 2024 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

The Secretary informed the members the proposal to approve the payment of benefits payable to the Directors of the Company up to an amount of RM132,000.00 for the period from 12 June 2024 until the conclusion of the next Annual General Meeting ("AGM") of the Company.

The Meeting then proceeded to the Proposed Ordinary Resolution 3 on the agenda.

6. **ORDINARY RESOLUTION 3
TO RE-ELECT DATUK CHENG LAI HOCK AS DIRECTOR WHO RETIRES IN ACCORDANCE WITH THE ARTICLE 95 OF THE COMPANY'S CONSTITUTION**

The Secretary informed the members that Datuk Cheng Lai Hock, a Director of the Company is retiring in accordance with the Article 95 of the Company's Constitution and, being eligible, had offered himself for re-election.

The Meeting then proceeded to the Proposed Ordinary Resolution 4 on the agenda.

7. **ORDINARY RESOLUTION 4
TO RE-ELECT DATUK HJ. MOHD YUSRI BIN MD YUSOF AS DIRECTOR WHO RETIRES IN ACCORDANCE WITH THE ARTICLE 95 OF THE COMPANY'S CONSTITUTION**

The Secretary informed the members that Datuk Hj. Mohd Yusri Bin Md Yusof, a Director of the Company is retiring in accordance with the Article 95 of the Company's Constitution and, being eligible, had offered himself for re-election.

The Meeting then proceeded to the Proposed Ordinary Resolution 5 on the agenda.

8. **ORDINARY RESOLUTION 5
TO RE-APPOINT MESSRS UHY AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Secretary informed the members that Messrs. UHY was retiring as Auditors of the Company and had indicated their willingness to be re-appointed as Auditors of the Company.

The Meeting then proceeded to the Proposed Ordinary Resolution 6 on the agenda.

9. **ORDINARY RESOLUTION 6
AUTHORITY TO ISSUE SHARES**

Members were informed by the Secretary to consider the motion on the resolution that pursuant to Sections 75 and 76 of the Companies Act 2016.

The Secretary informed the members that this resolution was to give a mandate to the Directors the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting.

The members were informed that the authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Members were then informed by the Secretary that this resolution was also to get shareholders' waiver on their pre-emptive rights, and to allow the Directors to issue new shares to any person under the mandate without having to offer the new shares in the Company to be issued equally to all existing shareholders of the Company prior to issuance.

The Meeting then proceeded to the Proposed Ordinary Resolution 7 on the agenda.

10. **ORDINARY RESOLUTION 7
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

The Secretary informed the members to consider the Ordinary Resolution 7 on the Proposed Shareholders' Mandate, and if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The details of the Proposed Shareholders' Mandate were set out in the Circular to Shareholders dated 30 April 2024.

As disclosed in the Circular to Shareholders dated 30 April 2024, Datuk Seri Chiau Beng Teik, Mr. Chiau Haw Choon, Divine Inventions Sdn. Bhd., PP Chin Hin Realty Sdn. Bhd., Ms. Shelly Chiau Yee Wern, Chin Hin Group Berhad, Datin Seri Wong Mee Leng and Mr. Chiau Haw Loon (collectively "**Interested Parties**") are deemed interested in the Proposed Ordinary Resolution 7.

On this, the Interested Parties and persons connected to them were requested to abstain from voting in respect of their direct/or indirect shareholdings, if any, in the Company on the Ordinary Resolution 7.

The Meeting then proceeded to the Proposed Ordinary Resolution 8 on the agenda.

**11. ORDINARY RESOLUTION 8
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Secretary informed the members to consider the Ordinary Resolution 8 on the Proposed Renewal of Share Buy-Back Authority, and if passed, will allow the Directors of the Company to exercise the power of the Company to purchase up to 10% of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Secretary then informed the members that they have concluded the agenda of this meeting and then proceeded with the Q&A session.

12. Q&A SESSION

12.1 The following questions were raised by a member, Mr. Lim San Kim and were responded by the Executive Director of the Company, Mr. Khor Kai Fu (“**Mr. KKF**”) as follows:-

Questions	Answers
1) When the Company will consider to declare the dividend and to distribute the treasury shares to the shareholders?	<i>Mr. KKF replied that the Directors will consider the timing of dividend based on its financial ability and financial objectives for capital conservation to grow its businesses. The current size of 700,000 treasury shares is unsuitable for any meaningful distribution as dividend to shareholders.</i>
2) Can the Company consider providing reward for the virtual participants?	<i>Mr. KKF replied that the Company has set up virtual meeting to enable the shareholders to conveniently participate remotely in the AGM. The Company do not provide any gifts or other rewards as incentives to shareholders.</i>
3) Which project is making profit while which is not?	<i>Mr. KKF replied that the projects that are profitable are Quaver and Ayanna while the projects that are near to profitability are Solarvest and Avantro. He further added that typically, the Company</i>

expected the property development companies to incur losses in the initial months of launches due to project start-up cost, marketing and promotional cost incurred. The property development companies are expected to be profitable after achieving a certain percentage of sales and percentage of work done.

- 4) What is the cost of conduct a meeting by using RPV system? *Mr. KKF replied that the cost was approximately RM10,500.*
- 5) As I didn't received notice of this meeting, where and how to find out when is the Company's AGM is going to convene? *Mr. KKF replied that the Company despatched the notice to all the shareholders on 30 April 2024 based on their registered addresses. The AGM notice is additionally available on the websites of Company's and Bursa Securities.*
- 6) Is it possible for the Company not to schedule the AGM during peak month/peak day/peak hours? *Mr. KKF replied that the Company is required to convene its AGM within 6 months after the end of its financial year. Therefore, the Company's AGM is usually held on or before the end of June annually.*

12.2 At 10.20 a.m., the meeting then proceeded with the voting session.

13. **VOTING SESSION**

13.1 The Secretary informed the members and proxies the commencing of the voting session at 10.20 a.m. and will be closed in 10 minutes.

13.2 At 10:30 a.m., the Secretary, on behalf of the Chairman of the Company then announced that the voting session had ended.

13.3 The Secretary informed the members to stay on line and to give some time to Scrutineer to verify and validate the poll results.

14. **ANNOUNCEMENT OF POLL RESULTS**

14.1 At 10:37 a.m., the Secretary, on behalf of the Chairman of the Company informed that she had received the poll results from the Poll Administrators, AGMO and Scrutineers, Aegis Communication Sdn. Bhd.

14.2 The poll results were reflected on the screen for members' notation.

14.3 Ordinary Resolution 1 - Approval of payment of Directors' fees for the year ending 31 December 2024

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 1 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 1	485,006,399	99.9999	39	132	0.0001	5

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 1 was carried. Therefore, it was resolved that the payment of Directors' fees of RM354,000.00 for the year ending 31 December 2024 be and is hereby approved.

14.4 Ordinary Resolution 2 - Approval of payment of benefits payable to the Directors of the Company for the period from 12 June 2024 until the conclusion of the next Annual General Meeting of the Company

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 2 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 2	105,393,564	99.9999	32	132	0.0001	5

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 2 was carried. Therefore, it was resolved that the payment of benefits payable to the Directors of the Company up to an amount of RM132,000.00 for the period from 12 June 2024 until the conclusion of the next AGM of the Company be and is hereby approved.

14.5 Ordinary Resolution 3 – Re-election of Datuk Cheng Lai Hock as Director

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 3 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 3	486,628,201	99.9999	41	130	0.0001	4

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 3 was carried. Therefore, it was resolved that Datuk Cheng Lai Hock be and is hereby re-elected as a Director of the Company.

14.6 Ordinary Resolution 4 – Re-election of Datuk Hj. Mohd Yusri Bin Md Yusof as Director

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 4 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 4	486,628,199	99.9999	40	132	0.0001	5

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 4 was carried. Therefore, it was resolved that Datuk Hj. Mohd Yusri Bin Md Yusof be and is hereby re-elected as a Director of the Company.

14.7 Ordinary Resolution 5 – Re-appointment of Messrs. UHY as Auditors and to authorise the Directors to fix the Auditors’ remuneration

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 5 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 5	486,627,701	99.9999	40	130	0.0001	4

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 5 was carried. Therefore, it was resolved that Messrs. UHY be and is hereby re-appointed as the Auditors of the Company.

14.8 Ordinary Resolution 6 – Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to issue shares

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 6 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 6	486,627,680	99.9999	38	651	0.0001	7

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 6 was carried without modification as follows :-

**ORDINARY RESOLUTION
 AUTHORITY TO ISSUE SHARES**

Resolved:-

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the “Act”), Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”)(“**Listing Requirements**”) and/or the approvals of the relevant regulatory authorities, where required, the Directors be and are hereby empowered to issue and allot shares in the Company, at such time and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Article 57 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.

14.9 Ordinary Resolution 7 – Proposed Renewal of Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 7 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 7	105,393,545	99.9994	31	651	0.0006	7

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 7 was carried without modification as follows :-

ORDINARY RESOLUTION

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

Resolved:-

THAT subject always to the Main Market Listing Requirements of 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 A of the Circular to Shareholders dated 30 April 2024, 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) 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 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.

14.10 Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority

The Secretary, on behalf of the Chairman, announced the poll results in respect of Ordinary Resolution 8 as follows:-

Resolution	VOTED FOR			VOTED AGAINST		
	Number of units	%	No. of shareholders	Number of units	%	No. of shareholders
Ordinary Resolution 8	486,628,180	99.9999	39	151	0.0001	6

The Secretary, on behalf of the Chairman, declared that Ordinary Resolution 8 was carried without modification as follows :-

**ORDINARY RESOLUTION
 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

Resolved:-

THAT subject to Sections 112, 113 and 127 of the Act, the provisions of the Main Market Listing Requirements of Bursa Securities and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- (a) The maximum number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company for the time being;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company; and
- (c) Upon completion of the purchase by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in their absolute discretion in any of the following manner:-
 - (i) cancel the shares so purchased; or
 - (ii) retain the shares so purchased as treasury shares and held by the Company; or
 - (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or,
 - (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
 - (v) transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force;

AND THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution passed at the AGM either unconditionally or subject to conditions; or
- (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 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, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements and other relevant guidelines issued by the Bursa Securities or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authorities.

15. **TERMINATION**

There being no other business, the meeting was terminated at 10:38 am with a vote of thanks to the Chairman.

CONFIRMED CORRECT,

DATUK SERI CHIAU BENG TEIK
Chairman

Date : 12 June 2024