



CHIN HIN GROUP PROPERTY BERHAD
(FORMERLY KNOWN AS BOON KOON GROUP BERHAD)
(Company No. 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 (formerly known as Boon Koon Group Berhad) ("**CHGP**" or "**Company**") will be held 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, 28 August 2019 at 11.00 a.m. or immediately after the conclusion of the Company's Annual General Meeting, whichever is earlier, for the purpose of considering and if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION OF RM35,000,000 NEW REDEEMABLE PREFERENCE SHARES IN STELLAR 8 SDN BHD (FORMERLY KNOWN AS MIDAS PROSPERITY SDN BHD) ("PROPOSED SUBSCRIPTION")

"THAT, subject to the passing of Ordinary Resolution 2, and subject further to the approvals from the relevant authorities being obtained where necessary, approval be and is hereby given to BKG Development Sdn Bhd ("**BKG**"), a wholly-owned subsidiary of CHGP and to subscribe for 35,000,000 new redeemable preference shares in Stellar 8 Sdn Bhd (formerly known as Midas Prosperity Sdn Bhd) ("**Stellar 8**") at an aggregate subscription price of RM35,000,000, in accordance with the terms and conditions of the Subscription Agreement dated 24 May 2019 between Stellar 8 and BKG ("**Subscription Agreement**");

AND THAT the Board be and is hereby authorised to give effect to the Proposed Subscription with full powers to assent any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the Subscription Agreement as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

AND FURTHER THAT the Board be and is hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as the Directors may deem fit or expedient in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed Subscription."

ORDINARY RESOLUTION 2

PROPOSED JOINT DEVELOPMENT BETWEEN STELLAR 8 AND BKG FOR THE IMPLEMENTATION AND COMPLETION OF A MIXED AND INTEGRATED RESIDENTIAL AND COMMERCIAL DEVELOPMENT PROJECT KNOWN AS 8TH & STELLAR ("PROPOSED JOINT DEVELOPMENT")

"THAT, subject to the passing of Ordinary Resolution 1, and subject further to the approvals from the relevant authorities being obtained where necessary, approval be and is hereby given to BKG to undertake the implementation and completion of a mixed and integrated residential and commercial development project known as *8th & Stellar*, comprising inter-alia:

- 1 block of 22 storeys with a total of 138 units service apartments, 10 storeys of corporate office space and 1 storey of penthouse;
- 1 block of 36 storeys with a total of 522 units service apartments; and
- A podium block with 7 units of retail lots, basement car park and 9 storeys car park;

located on 2 pieces of leasehold land held under PM7481 Lot 44984 and PM7482 Lot 44983, Mukim Petaling, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur, in accordance with the terms and conditions of the Joint Venture Agreement dated 24 May 2019 between Stellar 8 and BKG ("**Joint Venture Agreement**");

AND THAT the Board be and is hereby authorised to give effect to the Proposed Joint Development with full powers to assent any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the Joint Venture Agreement as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

AND FURTHER THAT the Board be and is hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as the Directors may deem fit or expedient in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed Joint Development."

ORDINARY RESOLUTION 3

PROPOSED SPECIAL ISSUE OF UP TO 84,885,000 NEW ORDINARY SHARES IN CHGP TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED ("PROPOSED SPECIAL ISSUE")

"THAT, subject to the approvals from the relevant authorities being obtained where necessary, approval be and is hereby given for the Company to issue by way of special issue up to 84,885,000 new ordinary shares in CHGP ("**Special Issue Shares**") to independent third party investor(s) to be identified;

THAT the proceeds of the Proposed Special Issue be utilised for the purposes as set out in the circular to shareholders of the Company dated 31 July 2019, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby authorised to fix the final issue price of the Special Issue Shares at a later date after obtaining the relevant approvals for the Proposed Special Issue;

THAT all the new Special Issue Shares shall upon allotment and issuance, rank *pari passu* in all respects with the existing ordinary shares in CHGP in issue, save and except that they will not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment of the Special Issue Shares.

AND THAT the Board be and is hereby authorised to give effect to the Proposed Special Issue with full power to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to take all steps as it may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Special Issue."

BY ORDER OF THE BOARD

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)
Company Secretaries
Penang

31 July 2019

Notes:

- (1) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation.
- (2) The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting.
- (3) A member shall be entitled to appoint 1 or more proxies to attend and vote at the same meeting.
- (4) Where a member appoints more than 1 proxy, 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 Company's Constitution (Article 62(3) of the Articles of Association of the Company as adopted before the commencement of the Companies Act 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("**ROD**") as at 20 August 2019 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.