

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eight (8th) Annual General Meeting ("AGM") of Chin Hin Group Berhad ("Chin Hin" or "the Company") will 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, F-0-1 & F-0-2, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur on Friday, 3 June 2022 at 3.30 p.m. for the purpose of transacting the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**

enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.

8. To transact any other ordinary business of the Company for which due notice shall have been given.

2. To approve the payment of Directors' fees of up to RM300,000 to be divided amongst the Directors in such manner as the Directors may determine and others benefits payable of up to RM200,000 for the period commencing from 8th AGM until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 1)**

BY ORDER OF THE BOARD  
**Tan Tong Lang**  
(MAICSA7045482/SSM PC No. 202208000250)  
**Thien Lee Mee**  
(LS0009760/SSM PC No. 201908002254)  
Company Secretaries  
Selangor Darul Ehsan  
Date: 29 April 2022

3. To re-elect the following directors who retire pursuant to Clause 105 of the Company's Constitution:  
(a) Datuk Seri Chiau Beng Teik, JP; and  
(b) Datuk Cheng Lai Hock. **(Ordinary Resolution 2)**

4. To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 3)**

**As Special Business:**  
To consider and, if thought fit, to pass the following resolutions:  
5. **Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016** **(Ordinary Resolution 5)**

**NOTES ON APPOINTMENT OF PROXY**

- Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual AGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
- A member entitled to participate and vote at the general meeting may appoint up to two (2) proxies to participate and vote in his stead. A proxy may but need not be a member of the Company.
- The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its officer, attorney or other person duly authorised in writing.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The Form of Proxy or other instruments of appointment must be deposited at the office of the Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- For the purpose of determining a member who shall be entitled to attend the meeting, only a member whose name appear in the Record of Depositors as at 27 May 2022 will be entitled to participate, speak and vote at the said meeting or appoint proxies to participate, speak and vote on his stead.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out above will be put to vote by way of poll.

6. **Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **(Ordinary Resolution 6)**

THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Part A, Section 2.4 of the Circular to Shareholders dated 29 April 2022 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

(i) the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;

(ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
  - revoked or varied by resolution passed by the shareholders in a general meeting,
- whichever is the earlier.
- (iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:

- the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
  - any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,
- whichever is the higher;
- and amongst other, based on the following information:

- the type of the Recurrent Related Party Transactions made; and
- the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with Chin Hin Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

7. **Proposed Renewal of Share Buy-Back Authority for the Purchase of its Own Ordinary Shares ("Proposed Share Buy-Back Authority")** **(Ordinary Resolution 7)**

THAT subject to the compliance with Section 127 of the Companies Act, 2016 ("the Act") and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing issued share capital of the Company including the shares previously purchased and retained as treasury shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Circular to Shareholders dated 29 April 2022.

AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Listing Requirements and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to

**EXPLANATORY NOTES :**

1. **Audited Financial Statements for the Financial Year Ended 31 December 2021**  
The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. **Ordinary Resolution 1 : To Approve the Payment of Directors' Fees and Other Benefits Payable**  
The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and its Committees held for the period commencing from 8th AGM until the next Annual General Meeting for the Company.

3. **Ordinary Resolutions 2 and 3 : Re-election of Directors**  
The following Directors are standing for re-election as Directors of the Company pursuant to Clause 105 of the Company's Constitution at the 8th AGM of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution :

- Datuk Seri Chiau Beng Teik, JP; and
- Datuk Cheng Lai Hock.

(collectively referred to as "Retiring Directors")

The Board of Directors through the Nomination Committee ("NC") has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NC has considered and affirmed, and the Board has endorsed that Datuk Cheng Lai Hock, the Independent Non-Executive Director, who is seeking re-election at the forthcoming 8th AGM of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising his judgment and in carrying out his duties as Independent Non-Executive Director.

4. **Ordinary Resolution 5 : Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 5, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company ("General Mandate"). This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As at the date of this Notice, 50,500,000 new ordinary shares in the Company were issued by way of private placement pursuant to the general mandate granted to the Directors at the 7th AGM held on 8 June 2021. The total proceeds raised from the said private placement exercise was around RM56.055 million. The details and status of the utilisation of proceeds raised from the said private placement exercise are as follows :

Details of the Utilisation of Proceeds	Utilisation			Estimated timeframe for utilisation from the date of listings
	Proposed RM'000	Actual (First Tranche) RM'000	Balance RM'000	
(a) Acquisition of shares and warrants in Chin Hin Group Property Berhad	88,864	55,648	33,216	Within 6 months
(b) Repayment of borrowings	60,400	-	60,400	Within 6 months
(c) Estimated expenses for the Proposed Private Placement	960	407	553	Within 1 months
	<b>150,224</b>	<b>56,055</b>	<b>94,169</b>	

5. **Ordinary Resolution 6 : Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 6, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.

6. **Ordinary Resolution 7: Proposed Renewal of Share Buy-Back Authority for the Purchase of its Own Ordinary Shares**

The proposed Ordinary Resolution 7, if passed, will empower the Company to purchase its own ordinary shares of up to 10% of the total issued share capital of the Company for the time being by utilising the funds allocated out of the retained profits of the Company. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM after that date is required by the law to be held, whichever occurs first.

# ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

<b>Date</b>	:	<b>Friday, 3 June 2022</b>
<b>Time</b>	:	<b>3.30 p.m.</b>
<b>Virtual Meeting accessible at</b>	:	<b><a href="https://web.vote2u.my">https://web.vote2u.my</a></b>
<b>Domain Registration No. with Mynic</b>	:	<b>D6A471702</b>

In light of the coronavirus outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of the board of directors (“**Board**”), employees and shareholders of our Company (“**Shareholders**”), the Annual General Meeting (“**AGM**”) will be held virtually via the Remote Participation and Voting (“**RPV**”) Facilities.

We strongly encourage our Shareholders whose names appear on the Record of Depositors as at 27 May 2022 and holders of proxy for those Shareholders to participate and vote remotely at the AGM. In line with the Malaysian Code on Corporate Governance Practice 13.3, the virtual AGM will facilitate greater Shareholders’ participation (including posting questions to our Board and/or management of our Company (“**Management**”) and vote at the AGM without being physically present at the broadcast venue. For Shareholders who are unable to participate in the AGM, you may appoint proxy(ies) or the Chairman of the AGM as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (Shareholders and proxies). Hence, you are to ensure your internet connectivity throughout the duration of the AGM is maintained while using RPV Facilities provided by Agmo Digital Solutions Sdn. Bhd. (“**AGMO**”) via its **Vote2U Online** website at <https://web.vote2u.my>.

## PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the Procedure to Participate in RPV Facilities as summarised below:

### BEFORE AGM DAY

#### A: REGISTRATION

##### Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none"> <li>Access website at <a href="https://web.vote2u.my">https://web.vote2u.my</a></li> <li>Click “<b>Sign Up</b>” to sign up as a user.</li> <li>Read the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ on a small box [    ]. Then click “<b>Next</b>”.</li> <li>*Fill-in your details (note: create your own password). Then click “<b>Continue</b>”.</li> <li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li> <li>Click “<b>Submit</b>” to complete the registration.</li> <li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li> </ol> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>* Check your email address is keyed in correctly. * Remember the password you have keyed-in.</p>

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

### PROCEDURES TO PARTICIPATE IN RPV FACILITIES (CONT'D)

#### BEFORE AGM DAY (CONT'D)

##### B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at 3.30 p.m., Wednesday, 1 June 2022.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> <li>o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy</li> <li>o *Email address of the Proxy</li> </ul> <p>b. Submit/Deposit the hardcopy Form of Proxy to the Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>* Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint proxy(ies) to participate in the AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the AGM or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

#### ON AGM DAY

##### A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedure
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from <b>2.30 p.m., Friday, 3 June 2022</b>, one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password.</p> <p>b. Select the General Meeting event (for example, "<b>AGM</b>").</p> <p>c. Check your details.</p> <p>d. Click "<b>Watch Live</b>" button to view the live streaming.</p>

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

### PROCEDURES TO PARTICIPATE IN RPV FACILITIES (CONT'D)

#### ON AGM DAY (CONT'D)

#### B: ASK QUESTION

##### Individual Shareholders & Proxies

	Description	Procedure
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman of the AGM to avoid repetition. Every question and message will be presented with the full name of the Shareholder or proxy raising the question.</p> <p>a. Click "<b>Ask Question</b>" button to post question(s).                      b. Type in your question and click "<b>Submit</b>".</p> <p>The Chairman of the AGM/ Board will endeavor to respond to questions submitted by remote Shareholders and proxies during the AGM.</p>

#### C: VOTING REMOTELY

##### Individual Shareholders & Proxies

	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman of the AGM announces the opening of remote voting:</p> <p>a. Click "<b>Confirm Details &amp; Start Voting</b>".                      b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "<b>Next</b>" to continue voting for all resolutions.                      c. To change your vote, click "<b>Back</b>" and select another voting choice.                      d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "<b>Confirm</b>" to submit your vote.</p> <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS (CONT'D)

### ADDITIONAL INFORMATION

#### Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

#### Broadcast Venue

According to the Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers (“the Revised Guidance Note and FAQ”) issued by the Securities Commission Malaysia, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

#### No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at the AGM.

#### Enquiry

- a. For enquiries relating to the AGM, please contact our Investor Relation during office hours as follows:

Email: [info@chinhingroup.com](mailto:info@chinhingroup.com)

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)