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If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused this Circular/Statement prior to its issuance as they are prescribed as an exempt documents pursuant to Practice Note 18 of the Bursa Securities’ Main Market Listing Requirements (“**Listing Requirements**”).

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.



CHIN HIN GROUP PROPERTY BERHAD
[Company No. 200101017677 (553434-U)]
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE”)

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

The above proposals will be tabled as Special Business at the Twenty-Third (“**23rd**”) Annual General Meeting of Chin Hin Group Property Berhad (“**CHGP**” or “**the Company**”) to be held at Stellarium, Level 19, Menara Chin Hin, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 10.00 a.m., together with a Form of Proxy, are enclosed together with the Annual Report of the Company for the financial year ended 31 December 2024.

The Form of Proxy should be completed and returned in accordance with the instructions therein as soon as possible and should be deposited at the Registered Office of the Company, Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang on or before the date and time indicated below in order for it to be valid. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy	:	Wednesday, 11 June 2025 at 10.00 a.m.
Date and time of Twenty-Third (23 rd) Annual General Meeting	:	Friday, 13 June 2025 at 10.00 a.m.

This Circular/Statement is dated 30 April 2025

DEFINITIONS

For the purposes of this Circular/Statement, except where the context otherwise requires, the following definitions shall apply:

“Act”	: The Companies Act 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
“Ajiya”	: Ajiya Berhad [199601005281 (377627-W)], which is a subsidiary of Chin Hin
“AGM”	: Annual General Meeting
“23 rd AGM”	: Twenty-Third Annual General Meeting of the Company
“Audit Committee”	: The Audit Committee of CHGP
“Board”	: The Board of Directors of CHGP
“Bursa Securities”	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“CDS”	: Central Depository System
“CHGP” or “Company”	: Chin Hin Group Property Berhad [200101017677 (553434-U)]
“CHGP Group” or “Group”	: CHGP and its subsidiaries, collectively
“Chin Hin”	: Chin Hin Group Berhad [201401021421 (1097507-W)]
“Chin Hin Group”	: Chin Hin and its subsidiaries, collectively
“CHGP Share(s)” or “Share(s)”	: Ordinary Shares in CHGP
“Circular”	: Circular to Shareholders in relation to the Proposals
“Code”	: The Malaysian Code on Take-overs and Mergers 2016 (as amended from time to time and includes any re-enactment thereof)
“Constitution”	: Constitution of CHGP
“Director”	: Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of CHGP or any other company which is a subsidiary of CHGP or a holding company of CHGP
“Divine Inventions”	: Divine Inventions Sdn. Bhd. [201401043770 (1119952-P)]
“EGM”	: Extraordinary General Meeting
“EPS”	: Earnings Per Share
“Fiamma”	: Fiamma Holdings Berhad [198201008992 (88716-W)]
“Fiamma Group”	: Fiamma Holdings Berhad and its subsidiaries, collectively

DEFINITIONS (CONT'D)

“LPD”	:	7 April 2025, being the latest practicable date prior to the printing of this Circular
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
“Market Day”	:	A day which Bursa Securities is open for the trading of securities, which may include a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazette as a public holiday at the beginning of the calendar year.
“Major Shareholder(s)”	:	Means a person who has an interest or interests in one or more voting shares in a company and the number or the aggregate number of those shares, is: (a) 10% or more of the total number of all the voting shares in the Company; or (b) 5% or more of the total number of all the voting shares in the Company where such person is the largest shareholder of the Company, and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act
“NA”	:	Net assets attributable to ordinary equity holders of CHGP
“PP Chin Hin Realty”	:	PP Chin Hin Realty Sdn. Bhd. [201101034966 (963099-V)]
“PP Chin Hin Realty Group”	:	PP Chin Hin Realty and its subsidiaries, collectively
“Proposed Renewal of Share Buy-Back Authority”	:	Proposed renewal of the authority for the purchase by CHGP of up to ten percent (10%) of the total number of issued shares of the Company
“Proposed Renewal of Shareholders’ Mandate”	:	Proposed renewal of existing shareholders’ mandate (as detailed under Section 2.4 of Part A of this Circular) for CHGP Group to enter into RRPTs of a revenue or trading nature
“Proposals”	:	Proposed Renewal of Shareholders’ Mandate and Proposed Renewal of Share Buy-Back Authority
“Purchased CHGP Shares”	:	Shares purchased by CHGP pursuant to Section 127 of the Act
“Related Party(ies)”	:	Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s)

DEFINITIONS (CONT'D)

“RRPT(s)”	:	A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Shareholders”	:	Shareholders of CHGP
“Signature International”	:	Signature International Berhad [200601034359 (754118-K)], which is a subsidiary of Chin Hin
“Signature International Group”	:	Signature International and its subsidiaries, collectively
“Substantial Shareholder(s)”	:	A person who has interest or interests in one or more voting Shares in the Company and the number of that Share, or aggregate number of those Shares, is not less than 5% of the total number of all the voting Shares in the Company
“2024 Annual Report”	:	Annual Report of CHGP issued for the financial year ended 31 December 2024

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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PART A

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**



CHIN HIN GROUP PROPERTY BERHAD

[Company No. 200101017677 (553434-U)]

(Incorporated in Malaysia)

Registered Office

Suite 16.06, MWE Plaza

No. 8 Lebuhr Farquhar

10200 George Town

Pulau Pinang

30 April 2025

Board of Directors

Datuk Seri Chiau Beng Teik	<i>(Non-Independent Non-Executive Chairman)</i>
Chiau Haw Choon	<i>(Executive Director)</i>
Khor Kai Fu	<i>(Executive Director)</i>
Shelly Chiau Yee Wern	<i>(Executive Director)</i>
Datuk Cheng Lai Hock	<i>(Independent Non-Executive Director)</i>
Datuk Hj. Mohd Yusri Bin Md Yusof	<i>(Independent Non-Executive Director)</i>
Kwan Sook Peng	<i>(Independent Non-Executive Director)</i>

To : The Shareholders of CHGP

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the 22nd AGM of the Company held on 12 June 2024, the Company sought and obtained from its shareholders the general mandate for CHGP Group to enter into RRPTs of a revenue or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for CHGP Group's day to day operations. The aforesaid mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 23rd AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 17 April 2025, the Board had announced that the Company has proposed to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements at its 23rd AGM.

The purpose of this Circular is to provide you with the relevant information of the Proposed Renewal of Shareholders' Mandate and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 23rd AGM, which will be held at Stellarium, Level 19, Menara Chin Hin, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 10.00 a.m.. The notice of the 23rd AGM together with the Form of Proxy is enclosed in the 2024 Annual Report of the Company.

SHAREHOLDERS OF CHGP ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING 23RD AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 The Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders in respect of RRPTs subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of the transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with an issued and paid-up capital of RM60.0 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,whichever is the higher.
- (c) the listed issuers' circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular relating to shareholders' mandate for new RRPT must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the RRPT; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Principal Activities of CHGP Group

The principal activities of CHGP consist of investment holding and provision of management service, while its subsidiary companies are involved in the sale, rental of forklifts, manufacturing and assembling of new and rebuilt commercial vehicles, and property development. The details of CHGP's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name of company	Equity Interest Held (%)	Principal activities
(i) Direct Subsidiaries of CHGP		
Boon Koon Vehicles Industries Sdn. Bhd.	100	Manufacturing and assembling of rebuilt commercial vehicles and provision of related services To carry on the business of importers, exporters, buyers, sellers, hirers of and dealers in new, used or second hand of all types of vehicles and other related goods and services
Chin Hin PMC Sdn. Bhd	100	Provision of management services
BKCV Sdn. Bhd.	100	Manufacturing and assembling of new commercial vehicles
BK Fleet Management Sdn. Bhd.	100	Selling and renting of commercial vehicles, provision of fleet management and other related services
Boon Koon Fleet Management Sdn. Bhd.	100	Rental, let on hire, repair and dealing in forklifts, heavy equipment, machineries, component parts, attachments and accessories thereof
BKG Development Sdn. Bhd.	100	Investment holding and property development and property construction
(ii) Indirect Subsidiaries of CHGP		
<i>* Subsidiary of Boon Koon Vehicles Industries Sdn. Bhd.</i>		
BKGM Industries Sdn. Bhd.	100	Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers
<i>*Subsidiaries of BKG Development Sdn. Bhd.</i>		
BKHS Capital Sdn. Bhd.	100	Property development
Stellar Trinity Sdn. Bhd.	100	Property development and investment holding
BKSP Autoworld Sdn. Bhd.	100	Property development and investment holding
BK Alliance Sdn. Bhd.	100	Property development and property construction
Boon Koon Capital Sdn. Bhd.	100	Property development and investment holding

Name of company	Equity Interest Held (%)	Principal activities
* Subsidiaries of BKG Development Sdn. Bhd.		
Quaver Sdn. Bhd.	100	Property development
Tebrau Land Sdn. Bhd.	100	Property development
Avion Connaught Sdn. Bhd.	100	Property development
Chin Hin Management Sdn. Bhd.	100	Provision of management services
Chin Hin Property (Penang) Sdn. Bhd.	100	Investment holding and property development and property construction
Chin Hin Property (Melaka) Sdn. Bhd.	100	Investment holding and property development and property construction
Chin Hin Property (Segambut) Sdn. Bhd.	100	Investment holding and property development and property construction
Chin Hin Property (Stulang) Sdn. Bhd.	100	Property development
Boon Koon Commercial Sdn. Bhd.	70	Property development and property construction
Stellar Platinum Sdn. Bhd.	70	Construction of buildings
Aricia Sdn. Bhd. (Formerly known as Fiamma Properties Sdn. Bhd.)	70	Property development
Dawn Land Sdn. Bhd. (Formerly known as Fiamma Land Sdn. Bhd.)	70	Property development
*Joint venture company of BKG Development Sdn. Bhd.		
Stellar 8 Sdn. Bhd.	47	Property development

Due to the diversity of CHGP Group, it is anticipated that CHGP Group would, in the normal course of business, continue to enter into transactions with the Related Parties, details of which are set out in Section 2.4 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the shareholders' approval for the Proposed Renewal of Shareholders' Mandate for the CHGP Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. Such mandate will enable the Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The RRPTs will also be subject to the review procedures set out in Section 2.5 below.

2.3 Validity Period of the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming 23rd AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of CHGP following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;
- (b) the expiration of the period within which the next AGM of the Company after the 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 resolution passed by the shareholders in general meeting, whichever is earlier.

Thereafter, approval from shareholders will be sought for the renewal of mandate for CHGP Group to enter into RRPTs of revenue or trading nature.

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2.4 Classes of Related Parties and Nature of RRPTs

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The details of the nature and estimated annual value of the RRPT and actual value transacted are as follows:

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
Chin Hin Group - The principal activities of Chin Hin consist of the provision of management services and investment holding while its subsidiary companies are involved in the distribution of building materials and provision of logistics, manufacturing and distribution of ready-mixed concrete, manufacturing and trading of autoclaved aerated concrete and precast concrete products, wire mesh and fire-rated door, wooden door and modular building solutions, sale, rental of forklifts, manufacturing and assembling of new and rebuilt commercial vehicles, rental and fleet management services, home & living solutions, property development and construction	CHGP Group	Rental paid to Chin Hin Group for motor vehicles rented	1,000	-	1,000	Datuk Seri Chiau Beng Teik is the Non-Independent Non-Executive Chairman of CHGP and Signature International. He is also the Executive Chairman of Chin Hin and Ajiya.
		Sale of motor vehicles to Chin Hin Group based on prevailing market price	5,000	-	5,000	Datuk Seri Chiau Beng Teik is a Major Shareholder of Chin Hin, CHGP, Ajiya and Signature International.
		Supply by CHGP Group and/or purchase from Chin Hin Group of materials based on prevailing market price. @	150,000	33,718	150,000	Datuk Seri Chiau Beng Teik is the father of Chiau Haw Choon and Shelly Chiau Yee Wern.
		Provision of insurance and other administrative services by Chin Hin Group based on prevailing market price.	2,000	96	2,000	Chiau Haw Choon is an Executive Director of CHGP. He is also the Managing Director of Chin Hin, Signature International and Ajiya.
		Provision of construction services to and/or by Chin Hin Group all kinds of construction contracts, project management, management and construction services, and/or project development, including property management services, marketing services and other related management services based on prevailing market price.	600,000	84,307	600,000	Chiau Haw Choon is a Major Shareholder of Chin Hin, CHGP, Ajiya and Signature International.
						Chiau Haw Choon is the son of Datuk Seri Chiau Beng Teik and brother of Shelly Chiau Yee Wern.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
		Leasing / renting / letting of office premises to and/or from Chin Hin Group based on market value and is payable on an equal pro-rated monthly basis. # (vii)	300	34	300	- Shelly Chiau Yee Wern is an Executive Director of Chin Hin, CHGP and Signature International. - Shelly Chiau Yee Wern is the daughter of Datuk Seri Chiau Beng Teik and sister of Chiau Haw Choon. - Chin Hin is a Major Shareholder and holding company of CHGP, Ajiya and Signature International. - Divine Inventions is a Major Shareholder of Chin Hin, CHGP, Signature International and Ajiya. Divine Inventions is a wholly-owned subsidiary of PP Chin Hin Realty. - PP Chin Hin Realty is a Major Shareholder of Chin Hin, CHGP, Signature International and Ajiya. PP Chin Hin Realty is a person connected to Datuk Seri Chiau Beng Teik and Chiau Haw Choon. Datuk Seri Chiau Beng Teik and Chiau Haw Choon are also the directors of PP Chin Hin Realty.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
CHL Logistic Sdn Bhd - Carry on business of logistic and transport, share trading and investment activities	CHGP Group	Sales of motor vehicles to CHL Logistic Sdn Bhd based on prevailing market price.	5,000	-	5,000	- Datuk Seri Chiau Beng Teik is the Non-Independent Non-Executive Chairman and a Major Shareholder of CHGP. He is also the Executive Chairman and a Major Shareholder of Chin Hin. He is the father of Chiau Haw Choon and Shelly Chiau Yee Wern. - Chiau Haw Choon is an Executive Director and a Major Shareholder of CHGP. He is also the Group Managing Director and a Major Shareholder of Chin Hin. He is the son of Datuk Seri Chiau Beng Teik and brother of Shelly Chiau Yee Wern. - Chiau Haw Loon, the son of Datuk Seri Chiau Beng Teik and brother of Chiau Haw Choon and Shelly Chiau Yee Wern, is the director and substantial shareholder of CHL Logistic Sdn Bhd. - Shelly Chiau Yee Wern is an Executive Director of CHGP and Chin Hin. She is the daughter of Datuk Seri Chiau Beng Teik and sister of Chiau Haw Choon and Chiau Haw Loon. She is also a shareholder of CHL Logistic Sdn Bhd. - Chin Hin is a Major Shareholder and holding company of CHGP.
		Supply by CHGP Group and/or purchase from CHL Logistic Sdn Bhd of materials based on prevailing market price. @	5,000	-	5,000	

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
						- Divine Inventions is a Major Shareholder of CHGP and Chin Hin. Divine Inventions is a wholly-owned subsidiary of PP Chin Hin Realty. - PP Chin Hin Realty is a Major Shareholder of CHGP and Chin Hin. PP Chin Hin Realty is a person connected to Datuk Seri Chiau Beng Teik and Chiau Haw Choon. Datuk Seri Chiau Beng Teik and Chiau Haw Choon are also the directors of PP Chin Hin Realty.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
Chin Hin Gypsum Sdn Bhd - Dealing with gypsum rock and coal, transportation agent and activities of holding companies	CHGP Group	Leasing / renting of office premises from Chin Hin Gypsum Sdn Bhd based on market value and is payable on an equal pro-rated monthly basis. ~ (iv)	200	61	200	- Datuk Seri Chiau Beng Teik is the Non-Independent Non-Executive Chairman and a Major Shareholder of CHGP. He is also the Executive Chairman and a Major Shareholder of Chin Hin. He is the father of Chiau Haw Choon and Shelly Chiau Yee Wern. - Chiau Haw Choon is an Executive Director and a Major Shareholder of CHGP. He is also the Group Managing Director and a Major Shareholder of Chin Hin. He is the son of Datuk Seri Chiau Beng Teik and brother of Shelly Chiau Yee Wern. - Shelly Chiau Yee Wern is an Executive Director of CHGP and Chin Hin. She is the daughter of Datuk Seri Chiau Beng Teik and sister of Chiau Haw Choon. - Datuk Seri Chiau Beng Teik is the director and substantial shareholder of Chin Hin Gypsum Sdn Bhd. - Chin Hin is a Major Shareholder of CHGP and holding company of CHGP. - Divine Inventions is a Major Shareholder of CHGP and Chin Hin. Divine Inventions is a wholly-owned subsidiary of PP Chin Hin Realty.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
						PP Chin Hin Realty is a Major Shareholder of CHGP and Chin Hin. PP Chin Hin Realty is a person connected to Datuk Seri Chiau Beng Teik and Chiau Haw Choon. Datuk Seri Chiau Beng Teik and Chiau Haw Choon are also the directors of PP Chin Hin Realty.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
PP Chin Hin Realty Group - PP Chin Hin Realty is involved in investment holding and property development while its subsidiary companies are involved in the property development	CHGP Group	Provision of construction services to and/or by PP Chin Hin Realty Group all kinds of construction contracts, project management, management and construction services, and/or project development, including property management services, marketing services and other related management services based on prevailing market price.	200,000	-	200,000	- Datuk Seri Chiau Beng Teik is the Non-Independent Non-Executive Chairman and a Major Shareholder of CHGP. He is also the Executive Chairman and a Major Shareholder of Chin Hin. He is the father of Chiau Haw Choon and Shelly Chiau Yee Wern. - Chiau Haw Choon is an Executive Director and a Major Shareholder of CHGP. He is also the Group Managing Director and a Major Shareholder of Chin Hin. He is the son of Datuk Seri Chiau Beng Teik and brother of Shelly Chiau Yee Wern. - Shelly Chiau Yee Wern is an Executive Director of CHGP and Chin Hin. She is the daughter of Datuk Seri Chiau Beng Teik and sister of Chiau Haw Choon. - Datuk Seri Chiau Beng Teik and Chiau Haw Choon are directors of PP Chin Hin Realty. - Chin Hin is a Major Shareholder of CHGP and holding company of CHGP. - Divine Inventions is a Major Shareholder of CHGP and Chin Hin. Divine Inventions is a wholly-owned subsidiary of PP Chin Hin Realty.
		Leasing / renting of office premises to and/or from PP Chin Hin Realty Group based on market value and is payable on an equal pro-rated monthly basis. & (i) (ii) (iii) (v) (vi)	1,000	370	3,000	

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
						PP Chin Hin Realty is a Major Shareholder of CHGP and Chin Hin. PP Chin Hin Realty is a person connected to Datuk Seri Chiau Beng Teik and Chiau Haw Choon.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
Signature International Group - Signature International is principally engaged in the business of investment holding while its subsidiary companies are mainly involved in design, marketing and distribution of kitchen systems, wardrobe systems and built-in kitchen appliances; manufacture, supply, fabrication and installation of aluminium, glass and aluminium related products for the retail and project business; marketing and distribution of built-in kitchen appliances and white goods; and design, supply, fabrication, project management services, installation of glass and wall panelling, curtain walls, cladding, glazing and other aluminium and glass architectural works for building projects, business of	CHGP Group	Provision of construction services to and/or by Signature International Group all kinds of construction contracts, project management, management and construction services, and/or project development, including property management services, marketing services and other related management services based on prevailing market price.	10,000	8,895	100,000	- Datuk Seri Chiau Beng Teik is the Non-Independent Non-Executive Chairman and a Major Shareholder of CHGP and Signature International. He is the Executive Chairman and a Major Shareholder of Chin Hin. He is the father of Chiau Haw Choon and Shelly Chiau Yee Wern. - Chiau Haw Choon is an Executive Director and a Major Shareholder of CHGP. He is the Group Managing Director and Major Shareholder of Chin Hin. He is also the Managing Director and a Major Shareholder of Signature International. He is the son of Datuk Seri Chiau Beng Teik and brother of Shelly Chiau Yee Wern.
		Supply by CHGP Group and/or purchase from Signature International Group of material based on prevailing market price. @	10,000	-	100,000	
						- Shelly Chiau Yee Wern is an Executive Director of CHGP, Chin Hin and Signature International. She is the daughter of Datuk Seri Chiau Beng Teik and sister of Chiau Haw Choon. - Chin Hin is a Major Shareholder of and holding Company of CHGP and Signature International. - Divine Inventions is a major shareholder of CHGP, Chin Hin and Signature International. Divine Inventions is a wholly-owned subsidiary of PP Chin Hin Realty.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
contractors, sub-contract works and renovation works, interior design and build services.						PP Chin Hin Realty is a Major Shareholder of CHGP, Chin Hin and Signature International. PP Chin Hin Realty is person connected to Datuk Seri Chiau Beng Teik and Chiau Haw Choon. Datuk Seri Chiau Beng Teik and Chiau Haw Choon also the directors of PP Chin Hin Realty.

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
Fiamma Group - Fiamma is principally engaged in investment holding and property investment while its subsidiary companies are mainly involved in distribution of electrical home appliances and fittings, home furniture, sanitaryware and bathroom accessories; distribution of medical devices and healthcare products; property development; property investment and management; and provision of warehousing and logistics services.	CHGP Group	Supply of electrical home appliances products to CHGP Group based on prevailing market price.	100,000	4	100,000	- Datuk Seri Chiau Beng Teik is the Non-Independent Non-Executive Chairman and a Major Shareholder of CHGP and Signature International and Fiamma. He is also the Executive Chairman and a Major Shareholder of Chin Hin. He is the father of Chiau Haw Choon and Shelly Chiau Yee Wern. - Chiau Haw Choon is an Executive Director and a Major Shareholder of CHGP. He is the Managing Director and a Major Shareholder of Chin Hin and Signature International. He is also the Non-Independent Non-Executive Director and a Major Shareholder of Fiamma. He is the son of Datuk Seri Chiau Beng Teik and brother of Shelly Chiau Yee Wern. - Shelly Chiau Yee Wern is an Executive Director of CHGP, Chin Hin and Signature International. She is also a Director in certain subsidiaries of Fiamma Group. She is the daughter of Datuk Seri Chiau Beng Teik and sister of Chiau Haw Choon. - Chin Hin is a Major Shareholder and holding Company of CHGP and Signature International. Chin Hin is also the Major Shareholder of Fiamma.
		Provision of property related development contracts/services by CHGP Group based on prevailing market price.	100,000	-	100,000	
		Provision of management services to Fiamma based on prevailing market rate.	2,000	-	20,000	

Related Party & Its Principal Activities	CHGP Group - Transacting Party	Nature of Transaction with CHGP Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of AGM on 12 June 2024 to the LPD) (RM'000)	Estimated aggregate value of transaction for the period from the forthcoming AGM to the next AGM * (RM'000)	Nature of relationship between CHGP Group and the Related Party
						- Divine Inventions is a Major Shareholder of CHGP, Chin Hin, Signature International and Fiamma. Divine Inventions is a wholly-owned subsidiary of PP Chin Hin Realty. - PP Chin Hin Realty is a Major Shareholder of CHGP, Chin Hin, Signature International and Fiamma. PP Chin Hin Realty is person connected to Datuk Seri Chiau Beng Teik and Chiau Haw Choon Beng Teik and Chiau Haw Choon also the directors of PP Chin Hin Realty. - Signature International is a Major Shareholder of Fiamma.

Notes :

* The estimated values are calculated based on the historical data and best estimates by the Management. Accordingly, the actual value of the transaction may be varied from the estimated value disclosed above and subject to changes.

In the course of CHGP Group's business, CHGP may lease / rent / let to and/or from Chin Hin Group the properties, including but not limited to the properties as stated in page 19 of the Circular. CHGP Group may lease / rent from Chin Hin Group other properties (besides as disclosed in page 19 of this Circular) in the future, to meet the CHGP Group's business needs. All the rental of properties, if any, will be payable on an equal pro-rated monthly basis based on prevailing market value.

@ In the course of CHGP Group's businesses, CHGP Group may purchase from and/or supply to Related Parties of all kinds of the construction and building materials and/or products, manufacturing and construction equipment and machinery, and such other materials and/or products which are necessary for its day to day operation.

& In the course of CHGP Group's business, CHGP Group may lease / rent from PP Chin Hin Realty Group the properties, including but not limited to the properties as stated in page 19 of this Circular. CHGP Group may lease / rent from PP Chin Hin Realty Group other properties (besides as disclosed in page 19 of this Circular) in the future, to meet the CHGP Group's business needs. All the rental of properties will be payable on an equal pro-rated monthly basis based on prevailing market value.

~ In the course of CHGP Group's business, CHGP may lease / rent from Chin Hin Gypsum Sdn. Bhd the properties, including but not limited to the properties as stated in page 19 of the Circular. CHGP Group may lease / rent from Chin Hin Group other properties (besides as disclosed in page 19 of this Circular) in the future, to meet the CHGP Group's business needs. All the rental of properties, if any, will be payable on an equal pro-rated monthly basis based on prevailing market value.

Description of Properties

Notes	Description	Postal Address	Total Areas (Sq. Ft.)	Tenure of Tenancy	Rental per month (RM)
(i)	Ground floor of shop house for office usage	C-0-02, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	1,270	1 May 2024 – 30 April 2026 ⁽¹⁾	4,000
(ii)	First floor of shop house for office usage	C-1-02 & C-1-03, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	2,864	1 August 2023 – 31 July 2025 ⁽¹⁾	3,600
(iii)	Ground floor of shop house for office usage	F-0-7, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	1,270	1 May 2024 – 30 April 2026 ⁽¹⁾	3,800
(iv)	Ground floor of shop house for office usage	F-0-8 & F-0-9, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	2,540	1 August 2023 – 31 July 2025 ⁽¹⁾	7,600
(v)	Ground floor of shop house for sales gallery usage	A-0-8, A-0-9, A-0-10, A-0-12, Kuchai Business Park, No. 2, Jalan 1/1247, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	5,501	1 July 2023 – 30 June 2025 ⁽¹⁾	20,000
(vi)	Ground floor of shop house for sales gallery usage	A-0-11, Kuchai Business Park, No. 2, Jalan 1/1247, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	1,378	1 July 2023 – 30 June 2025 ⁽¹⁾	5,000
(vii)	First floor of shop house for office usage	D-1-7, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur.	1,453	1 August 2024 – 31 July 2025 ⁽²⁾	2,000

Notes :

(1) The Board has decided to terminate the tenancy agreements with effect from 28 February 2025. Accordingly, the Board has decided not to renew the shareholders' mandate for the tenancy agreements.

(2) The present tenancy is for one (1) year from 1 August 2024 to 31 July 2025 with option to renew for another two (2) years. The renewal terms allow for not more than 15% increase of the present rental. The parties are currently in the midst of finalising the terms and conditions of the tenancy agreement.

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2.5 Review Methods or Procedures for the Recurrent Related Party Transactions

CHGP Group has established various methods and procedures to ensure the RRPTs are undertaken on transaction prices and at arms' length and on normal commercial terms, which are consistent with CHGP Group's usual business practices and policies, on terms which are not more favourable to the Related Parties than those extended to the public and are not detrimental to the minority shareholders.

The review and disclosure procedures are as follows :

- (i) The Related Parties, interested Directors and persons connected will be advised that they are subject to the shareholders mandate and will also be advised of the review and disclosure procedures;
- (ii) The transaction prices, terms and conditions which are market driven are to be determined at arms' length on a customer/supplier relationship basis at mutually agreed rates after due consideration of benefits to be derived from the transaction, under similar commercial terms for transactions with unrelated third parties, which depend on demand and supply, quality, level of service and other related factors;
- (iii) Some transactions may be on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial; ^(a)
- (iv) The management of the CHGP Group is cognisant that all RRPTs are required to be undertaken on an arm's length basis and on normal commercial terms. Where practicable and feasible, quotation and/or tenders will be obtained from at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the RRPTs are not detrimental to the Group;
- (v) Where RRPT is one with a value equal to or in excess of RM1.0 million or 1% of the applicable percentage ratio as stated in the Listing Requirements (whichever is higher), it will be reviewed by the Audit Committee and recommended to be approved by the Board of Directors who has no interest in the transaction. Where the RRPT is one with a value below RM1.0 million or 1% of the applicable percentage ratio as stated in the Listing Requirements (whichever is higher), it will be reviewed and approved by any one (1) of the Executive Director or the Board who has no interest in the transaction;
- (vi) If a member of the Board or of the Audit Committee has an interest, as the case may be, he/she shall declare their interest in transaction and abstain from any decision making by the Board or Audit Committee in respect of the said transactions;
- (vii) The Audit Committee shall amongst others, review any RRPT and conflict of interest situation that may arise within the Group including any transaction procedures or course of conduct that raises questions of management integrity;
- (viii) Records will be maintained by the respective companies to capture all RRPTs which are entered pursuant to the shareholders' mandate;

- (ix) The Audit Committee shall review on a quarterly basis any related party transaction that may arise within the Company or the Group to ensure that such transactions will be carried out at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and on terms not detrimental to the minority shareholders;
- (x) The Board and Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures to monitor RRPTs have been complied with; and
- (xi) The Board shall have overall responsibility for the determination of the review procedures. If a member of the Board and Audit Committee has an interest in the transaction to be reviewed by the Board and Audit Committee, as the case may be, he will abstain from any decision making by the Board or Audit Committee in respect of the said transaction.

Note :

- (a) Transactions such as provision of project management services, property management services, marketing services and other related management services are based on a cost recovery basis, being recovery of part of the costs for sharing or provision of some services or on a negotiated basis where both parties would contract on terms which are mutually acceptable and beneficial.

2.6 Amount Due and Owing Under Recurrent Related Party Transactions

As at the financial year ended 31 December 2024, there is no amount due and owing to CHGP Group which has exceeded the credit term given arising from the RRPT(s) as per Section 2.4.

2.7 Statement by Audit Committee

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate. The Audit Committee will review and ascertain at least once a year whether the procedures established to monitor RRPTs have been complied with. If it is determined that the procedures stated in Section 2.5 are inadequate to ensure that (i) the RRPTs will be conducted at arms' length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit Committee will also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such requests to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company has seen and reviewed the procedures set out in Section 2.5 above and is of the view that CHGP has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner. The Audit Committee is of the opinion that review procedures are satisfactory and the RRPTs will be carried out at arms' length and in accordance with CHGP Group's normal commercial terms. Hence, will not be prejudicial to the shareholders or disadvantageous to CHGP and not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of CHGP. The review of these procedures and processes is carried out at least once a year or when deemed necessary by the Audit Committee.

2.8 Disclosure of Recurrent Related Party Transactions

Disclosure will be made in the annual report of the Company in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year based on the following information :

- (a) the type of the RRPTs made; and
- (b) the names of the Related Parties involved in each type of the RRPTs made and their relationships with CHGP Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Renewal of Shareholders' Mandate had been obtained.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will enable the CHGP Group to carry out RRPTs necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) from time to time to seek shareholders' mandate for such transaction. This will substantially reduce the expenses, time and other resources associated with convening of general meetings on an ad hoc basis, improve administrative efficiency and allow financial and manpower resources to be channeled towards attaining other corporate objectives.

The RRPTs carried out within the CHGP Group creates mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, CHGP Group has a long-standing business relationship with the Related Parties. The Board of CHGP is of the view that the close co-operation and strong working relationship that exist between CHGP Group and the Related Parties have over the years enabled CHGP Group to benefit from better services and attention that would otherwise be derived from third parties. These close relationships have allowed for better control of supplies, quality and timeliness of completion of work done / services rendered.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any material effect on the share capital of the Company as well as the consolidated NA, gearing, EPS and the shareholdings of the substantial shareholders of CHGP.

5. INTEREST OF DIRECTORS / MAJOR SHAREHOLDERS

As at LPD, the direct and indirect interests of the Directors and/or Major Shareholders of CHGP who are interested and/or do not consider themselves independent in the RRPTs are as follows :

Interested Directors	Direct	% [#]	Indirect	% [#]
Datuk Seri Chiau Beng Teik	-	-	422,134,635	63.92
Chiau Haw Choon	-	-	422,134,635	63.92
Shelly Chiau Yee Wern	-	-	-	-

Major Shareholders	Direct	% [#]	Indirect	% [#]
Chin Hin	411,509,635	62.31	-	-
Datuk Seri Chiau Beng Teik	-	-	422,134,635	63.92
Chiau Haw Choon	-	-	422,134,635	63.92
Divine Inventions	10,625,000	1.61	411,509,635	62.31
PP Chin Hin Realty	-	-	422,134,635	63.92

Person connected	Direct	%#	Indirect	%#
Chiau Haw Loon	-	-	-	-

Note:

Excluding a total of 700,000 CHGP shares bought-back by the Company and retained as treasury shares as at LPD

Accordingly, Datuk Seri Chiau Beng Teik, Chiau Haw Choon and Shelly Chiau Yee Wern (collectively referred to as “**Interested Directors**”) have and will continue to abstain from all deliberations and voting on matters relating to the Proposed Renewal of Shareholders’ Mandate at the Board meetings and will abstain from voting in respect of their direct and/or indirect shareholdings in CHGP at the forthcoming AGM on the resolution pertaining to the Proposed Renewal of Shareholders’ Mandate.

The Interested Major Shareholders, namely Chin Hin, Datuk Seri Chiau Beng Teik, Chiau Haw Choon, Divine Inventions and PP Chin Hin Realty will abstain from voting in respect of their direct and/or indirect shareholdings in CHGP at the forthcoming AGM on the resolution pertaining to the Proposed Renewal of Shareholders’ Mandate.

The above Interested Directors and Interested Major Shareholders have undertaken that they shall ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberating or approving the Proposed Renewal of Shareholders’ Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders or persons connected with the Directors or Major Shareholders have any interest, directly or indirectly in the Proposed Renewal of Shareholders’ Mandate.

6. APPROVALS REQUIRED

The Proposed Renewal of Shareholders’ Mandate is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming AGM to be convened.

7. DIRECTORS’ RECOMMENDATION

The Directors of CHGP (save for Datuk Seri Chiau Beng Teik, Chiau Haw Choon and Shelly Chiau Yee Wern) having considered all aspects of the Proposed Renewal of Shareholders’ Mandate and after careful deliberation, are of the opinion that the Proposed Renewal of Shareholders’ Mandate is in the best interest of the Company and accordingly, the Board (save for Datuk Seri Chiau Beng Teik, Chiau Haw Choon and Shelly Chiau Yee Wern) recommended that the shareholders of CHGP vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders’ Mandate to be tabled at the forthcoming AGM.

8. ANNUAL GENERAL MEETING

The ordinary resolution to vote on the Proposed Renewal of Shareholders’ Mandate is set out in the Notice of 23rd AGM contained in the 2024 Annual Report of the Company, which is dispatched together with this Circular. The 23rd AGM will be held at Stellarium, Level 19, Menara Chin Hin, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 10.00 a.m..

If you are unable to attend and vote in person at the 23rd AGM, you may complete, sign and return the Form of Proxy enclosed in the 2024 Annual Report of the Company in accordance

with the instructions printed therein as soon as possible so as to arrive at the Registered Office of the Company, Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned thereof. The lodging of the Form of Proxy will not preclude you from attending the AGM and voting in person should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
CHIN HIN GROUP PROPERTY BERHAD

Kwan Sook Peng
Independent Non-Executive Director

PART B

**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE PURCHASE
OF ITS OWN ORDINARY SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK
AUTHORITY”)**



CHIN HIN GROUP PROPERTY BERHAD

[Company No. 200101017677 (553434-U)]

(Incorporated in Malaysia)

Registered Office

Suite 16.06, MWE Plaza

No. 8 Lebuhr Farquhar

10200 George Town

Pulau Pinang

30 April 2025

Board of Directors

Datuk Seri Chiau Beng Teik	<i>(Non-Independent Non-Executive Chairman)</i>
Chiau Haw Choon	<i>(Executive Director)</i>
Khor Kai Fu	<i>(Executive Director)</i>
Shelly Chiau Yee Wern	<i>(Executive Director)</i>
Datuk Cheng Lai Hock	<i>(Independent Non-Executive Director)</i>
Datuk Hj. Mohd Yusri Bin Md Yusof	<i>(Independent Non-Executive Director)</i>
Kwan Sook Peng	<i>(Independent Non-Executive Director)</i>

To : The Shareholders of CHGP

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the Twenty-Second AGM of the Company held on 12 June 2024, the Company had obtained the approval of its shareholders to purchase up to ten percent (10%) of the total number of issued shares of the Company at any point in time. The aforesaid shareholders' approval for the Company to purchase its own shares is subject to the annual renewal and will lapse at the conclusion of the forthcoming AGM unless such authority is renewed by an ordinary resolution passed at the general meeting.

On 17 April 2025, the Board had announced that CHGP proposed to seek the approval of its shareholders for the renewal of the authority for the Company to purchase up to 10% of the total number of issued shares of the Company. The Proposed Renewal of Share Buy- Back Authority is subject to compliance with Section 127 of the Act and any prevailing laws, orders, requirements, guidelines, rules and regulations issued by any relevant authorities at the time of purchase.

The purpose of this Circular is to provide you with the relevant information of the Proposed Renewal of Share Buy-Back Authority and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM, which will be held at Stellarium, Level 19, Menara Chin Hin, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 10.00 a.m.. The notice of the 23rd AGM together with the Form of Proxy is enclosed in the 2024 Annual Report of the Company.

SHAREHOLDERS OF CHGP ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING 23RD AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Proposed Renewal of Share Buy-Back Authority

The Board is proposing to seek the shareholders' approval for the renewal of the authority for the Company to purchase its own Shares for an aggregate amount of up to ten percent (10%) of the total number of issued shares at any point in time.

For illustrative purposes, as at LPD, the total number of issued shares of CHGP stood at 661,097,524 ordinary shares (including the 700,000 CHGP Shares held as treasury shares as at LPD). Hence, the maximum number of shares that can be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority is 66,109,752 CHGP Shares which would include the 700,000 CHGP Shares already held as treasury shares.

The Proposed Renewal of Share Buy-Back Authority, once approved by the shareholders, shall take effect from the passing of the ordinary resolution pertaining thereto at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

2.2 Maximum Amount of Funds to be Allocated and the Source of Funds

The Listing Requirements stipulate that the proposed purchase by a listed company of its own shares must be made wholly out of retained profits of the listed company. Therefore, the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the amount stated in the retained profits of the Company. Based on the latest audited financial statements of the Company for the financial year ended 31 December 2024, the retained profits of CHGP are as follows:

	Retained Profits (RM)
Audited financial statement as at 31 December 2024	82,424,193

The Proposed Renewal of Share Buy-Back Authority will be funded by internally generated funds and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on, amongst others, the availability of internally generated funds, actual number of CHGP Shares to be purchased and other relevant factors. The actual number of CHGP Shares to be purchased and/or held, and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock markets as well as the retained profits and financial resources available to the Company. In the event that the Proposed Renewal of Share Buy-Back Authority is to be partly financed by external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment will not have a material effect on the cash flow of the Group.

2.3 Treatment of the Purchased CHGP Shares

The Purchased CHGP Shares will be dealt by the Board in accordance with Section 127 of the Act, in the following manner:

- (i) cancel the CHGP Shares so purchased; or
- (ii) retain the CHGP Shares so purchased as treasury shares and held by the Company; or
- (iii) retain part of the CHGP 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.

The decision whether to retain the Purchased CHGP Shares as treasury shares, or to cancel the Purchased CHGP Shares or a combination of both, will be made by the Board at the appropriate time. An immediate announcement will be made to Bursa Securities on any purchase of CHGP Shares as well as any resale or cancellation of the Purchased CHGP Shares.

If such Purchased CHGP Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in rights, allotments and/or other distributions are suspended and the Purchased CHGP Shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purpose including determination of Substantial Shareholders, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings of the shareholders.

2.4 Purchase/Resale/Transfer Price

Pursuant to the Listing Requirements, the Company may only purchase CHGP Shares at a price which is not more than fifteen percent (15%) above the weighted average market price for the shares for the five (5) Market Days immediately preceding the date of the purchase(s). The Company may only resell or transfer the Purchased CHGP Shares held as treasury shares at a price which is:

- (a) not less than the weighted average share price of CHGP Shares for the five (5) Market Days immediately prior to the resale or transfer; or
- (b) at a discount of not more than 5% to the weighted average share price of CHGP Shares for the five (5) Market Days immediately prior to the resale or transfer provided that:
 - (i) the resale or transfer takes place no earlier than thirty (30) days from the date of the purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

The Proposed Renewal of Share Buy-Back Authority and/or resale of the Purchased CHGP Shares shall only be effected on the market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined in accordance with the rules of Bursa Securities. The Company shall ensure that all dealing(s) in its own Shares/Purchased CHGP Shares are made through stock broker(s) appointed by the Company.

2.5 Potential Advantages and Disadvantages of the Proposed Renewal of Share Buy-Back Authority

The potential advantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority would enable the Company to utilise its financial resources more efficiently especially where there is no immediate use and it may strengthen the consolidated EPS of the Group.
- (b) The Proposed Renewal of Share Buy-Back Authority will also provide the Company with opportunities for potential gains if the Purchased CHGP Shares which are retained as treasury shares are resold at prices higher than their cost of purchase.
- (c) In any event, the treasury shares may also be distributed as share dividends to the shareholders as a reward.
- (d) The Proposed Renewal of Share Buy-Back Authority may also stabilise the supply and demand of CHGP Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of CHGP Shares price is important to maintain investors' confidence and may also assist in facilitating future fund raising via the equity market.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority if implemented is expected to temporarily reduce the immediate financial resources of CHGP Group.

- (b) The Proposed Renewal of Share Buy-Back Authority may also result in the Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds such as deposit in interest bearing instruments.
- (c) The Proposed Renewal of Share Buy-Back Authority may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own Shares.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and the shareholders and will be prudent with respect to the above exercise.

2.6 Public Shareholding Spread

The Proposed Renewal of Share Buy-Back Authority is subject to the compliance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

As at 7 April 2025, the public shareholding spread of the Company was approximately 35.33%. Assuming the Proposed Renewal Share Buy-Back Authority is carried out in full, and the number of CHGP Shares held by the substantial shareholders, Directors and associates of substantial shareholders and/or Directors remain unchanged and all the CHGP Shares so purchased are cancelled, the public shareholding spread of the Company would reduce to approximately 28.22%.

The Board is mindful of the Proposed Renewal of Share Buy-Back Authority must not result in the number of CHGP shares which are in the hands of the public falling below 25% of the total listed shares of CHGP as required under Paragraph 8.02 of the Listing Requirements (“**Required Public Shareholdings Spread**”). The Board will ensure that the Company complies with the Required Public Shareholdings Spread at all times and shall not make the decision to buy back the CHGP Shares if the purchase would result in the Required Public Shareholdings Spread not being met.

2.7 Implication Relating to the Code

It is not intended for the Proposed Renewal of Share Buy-Back Authority to trigger the obligation to undertake a mandatory offer pursuant to the Code for any of its substantial shareholders and/or parties acting in concert with them. However, in the event an obligation to undertake a mandatory offer is to arise with respect to any parties resulting from the Proposed Renewal Share Buy-Back Authority, the relevant parties shall make the necessary application to the Securities Commission for a waiver to undertake a mandatory offer prior to such obligation being triggered.

2.8 Purchase, Resale, Transfer and Cancellation of Shares Made in Previous Twelve (12) Months

As at LPD, the Company held 700,000 treasury shares. There were no purchase, resale, transfer and cancellation of shares made by CHGP in the previous twelve (12) months preceding the date of this Circular.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The implementation of the Proposed Renewal of Share Buy-Back Authority is envisaged to benefit the Company and its shareholders as follows:

- (i) the Company is able to utilise its surplus financial resources more efficiently. If implemented, this may help to stabilise the supply and demand of the CHGP Shares traded on Bursa Securities and thereby support its fundamental value;
- (ii) the EPS of CHGP Shares and the return on equity of the Company is expected to improve as a result of a reduced share capital base;
- (iii) the Purchased CHGP Shares retained as treasury shares provide the Board with an option to resell the treasury shares at a higher price and generate capital gains for the Company;
- (iv) the Purchased CHGP Shares retained as treasury shares can be distributed as share dividends to the shareholders as a reward; and
- (v) the financial resources of the Company will increase if the Purchased CHGP Shares held as treasury shares are resold at prices higher than the purchase price.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of the Company are set out below:

4.1 Number of Issued Shares

The effect of the Proposed Renewal of Share Buy-Back Authority on the total number of issued shares of the Company will depend on whether the Purchased CHGP Shares are cancelled or retained as treasury shares. The Proposed Renewal of Share Buy-Back Authority will result in a reduction of the total number of issued shares of the Company if the Purchased CHGP Shares are cancelled.

Based on the Company's total number of issued shares as at LPD, the effect of the Proposed Renewal of Share Buy-Back Authority, assuming that all the Purchased CHGP Shares will be cancelled, are as follows:

	No. of Shares
Total number of issued Shares as at LPD	661,097,524
Less: Maximum no. of Shares (including the Treasury Shares as at LPD of 700,000) that may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority (assuming all Purchased CHGP Shares are fully cancelled)	(66,109,752)
Resultant number of CHGP Shares	594,987,772

However, the Proposed Renewal of Share Buy-Back Authority will have no effect on the total number of issued shares of the Company if all the Purchased CHGP Shares are to be retained as treasury shares, resold or distributed to the shareholders.

4.2 NA attributable to ordinary equity holders of CHGP

When the Company purchases its own shares, regardless of whether they are retained as treasury shares or subsequently cancelled, the NA per Share of CHGP Group will decrease if the cost per Share purchased exceeds the NA per Share of CHGP Group at the relevant point in time. However, if the cost per Share purchased is below the NA per Share of CHGP Group at the relevant point in time, the NA per Share of CHGP Group will increase.

In the case where the Purchased CHGP Shares are treated as treasury shares and subsequently resold on Bursa Securities, the NA per Share of CHGP Group upon the resale will increase if the Company realises a gain from the resale and vice- versa. If the treasury shares are distributed as share dividends, the NA of CHGP Group will decrease by the cost of the treasury shares at the point of purchase.

4.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of CHGP Group, the quantum of which depends on, amongst others, the number of CHGP Shares purchased and the purchase price(s) of the CHGP Shares.

For CHGP Shares so purchased which are kept as treasury shares, upon their resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

4.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of CHGP Group are dependent on the number CHGP Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to CHGP Group if internally generated funds are utilised. Further, the purchase of the CHGP Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

4.5 Dividends

Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full, it may reduce the amount of distributable reserves available for payment of dividend as the funds to be allocated for the purchase of the Shares are utilised from the Company's retained earnings account.

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4.6 Directors' and Substantial Shareholders' Shareholdings

The effect of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors and the substantial shareholders of CHGP based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at the LPD assuming the Proposed Renewal of Share Buy-Back Authority is undertaken in full by the Company, are as follows:

(a) **Directors of CHGP**

No.	Director	As at the LPD ^(a)				After the Proposed Renewal of Share Buy-Back Authority ^(c)			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Datuk Seri Chiau Beng Teik	-	-	422,134,635	63.92 ^(b)	-	-	422,134,635	70.95 ^(b)
2.	Chiau Haw Choon	-	-	422,134,635	63.92 ^(b)	-	-	422,134,635	70.95 ^(b)
3.	Khor Kai Fu	50,000	0.01	-	-	50,000	0.01	-	-
4.	Shelly Chiau Yee Wern	-	-	-	-	-	-	-	-
5.	Datuk Cheng Lai Hock	415,600	0.06	-	-	415,600	0.07	-	-
6.	Datuk Hj. Mohd Yusri Bin Md Yusof	-	-	-	-	-	-	-	-
7.	Kwan Sook Peng	-	-	-	-	-	-	-	-

Notes:

- (a) Excluding a total of 700,000 CHGP Shares bought-back by the Company and retained as treasury shares as at LPD.
- (b) Deemed interested pursuant to Section 8 of the Companies Act 2016, by virtue of his direct shareholdings in Chin Hin and his direct shareholdings in PP Chin Hin Realty, which is the holding company of Divine Inventions, which in turn hold not less than 20% voting shares in Chin Hin.
- (c) Assuming 10% of CHGP Shares are fully purchased.

(b) Substantial Shareholders of CHGP

No.	Substantial Shareholders	As at the LPD ^(a)				After the Proposed Renewal of Share Buy-Back Authority ^(e)			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Chin Hin	411,509,635	62.31	-	-	411,509,635	69.16	-	-
2.	Datuk Seri Chiau Beng Teik	-	-	422,134,635	63.92 ^(b)	-	-	422,134,635	70.95 ^(b)
3.	Chiau Haw Choon	-	-	422,134,635	63.92 ^(b)	-	-	422,134,635	70.95 ^(b)
4.	Divine Inventions	10,625,000	1.61	411,509,635	62.31 ^(d)	10,625,000	1.79	411,509,635	69.16 ^(d)
5.	PP Chin Hin Realty	-	-	422,134,635	63.92 ^(c)	-	-	422,134,635	70.95 ^(c)

Notes:

- (a) Excluding a total of 700,000 CHGP Shares bought-back by the Company and retained as treasury shares as at LPD.
- (b) Deemed interested pursuant to Section 8 of the Companies Act 2016, by virtue of his direct shareholdings in Chin Hin and his direct shareholdings in PP Chin Hin Realty, which in turn hold not less than 20% voting shares in Chin Hin.
- (c) Deemed interested pursuant to Section 8 of the Companies Act 2016 through its wholly-owned subsidiary, Divine Inventions, which in turn hold not less than 20% voting shares in Chin Hin.
- (d) Deemed interested pursuant to Section 8 of the Companies Act 2016, by virtue of its shareholdings of not less than 20% voting shares in Chin Hin.
- (e) Assuming 10% of CHGP Shares are fully purchased.

5. INTEREST OF DIRECTORS / MAJOR SHAREHOLDERS

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and Major Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any, in the future.

6. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is conditional upon the approval of the shareholders of the Company being obtained at the forthcoming AGM to be convened.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of CHGP Shares traded on Bursa Securities for the past twelve (12) months from April 2024 to March 2025 are as follows:

	Highest RM	Lowest RM
2024		
April	2.13	1.33
May	3.23	2.09
June	2.86	2.15
July	2.67	2.02
August	2.24	1.82
September	2.10	1.76
October	2.36	1.77
November	2.27	2.09
December	2.28	2.14
2025		
January	2.26	2.06
February	2.35	2.09
March	2.25	1.99

The last transacted price of CHGP Shares on 7 April 2025, being the LPD, was RM1.99.

8. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interests of the Company and accordingly recommended that the shareholders of the Company to vote in favour of the ordinary resolution for the Proposed Renewal Share Buy-Back Authority to be tabled at the forthcoming AGM.

9. ANNUAL GENERAL MEETING

The ordinary resolution to vote on the Proposed Renewal of Share Buy-Back Authority is set out in the Notice of 23rd AGM contained in the 2024 Annual Report of the Company, which is dispatched together with this Circular. The 23rd AGM will be held Stellarium, Level 19, Menara Chin Hin, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 10.00 a.m..

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy enclosed in the Annual Report of the Company for the financial year ended 31 December 2024 in accordance with the instructions printed therein as soon as possible so as to arrive at the Registered Office of the Company, Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned thereof. The lodging of the Form of Proxy will not preclude you from attending the 23rd AGM and voting in person should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
CHIN HIN GROUP PROPERTY BERHAD

Kwan Sook Peng
Independent Non-Executive Director

APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of CHGP who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL CONTRACTS

Save as disclosed below, CHGP and its subsidiaries have not entered into any material contracts, not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular:-

- (a) A joint development agreement dated 3 May 2023 (“**JDA**”) entered by Stellar Platinum Sdn Bhd (“**SPSB**”) with Ivory Meadows Sdn Bhd (“**IMSB**”) to record their mutual commitments and to regulate their rights in relation to their joint participation and operation on a parcel of freehold land held under HSD 19318, Lot 10012 Seksyen 1 Bandar Tanjung Pinang, Daerah Timor Laut, Negeri Penang measuring approximately 8,093 square metres (“**Land**”). SPSB and IMSB would undertake, in a joint manner, the development of the Land into a serviced residence with a 41-storey building comprising 30 levels of serviced suites, 8 levels of car park, and 3 levels of facilities and services known as “Crown Penang” (“**Project**”). In consideration of IMSB providing the Land for the purpose of the Project, SPSB shall pay the reimbursement sum of RM71 million to IMSB.
- (b) A share sale agreement dated 28 July 2023 entered by BKG Development Sdn Bhd (“**BKGD**”) with Atlantic Blue Holdings Sdn Bhd to acquire 2,450,000 ordinary shares in BK Alliance Sdn Bhd (“**BKA**”), representing the remaining 49% equity interest in the capital of BKA for a total consideration of RM2.45 million. The said transaction had completed on 30 August 2023.
- (c) A binding term sheet dated 8 December 2023 (“**Term Sheet**”) entered into between CHGP and Ivory Gleneary Sdn Bhd (“**IGSB**”) for the proposed acquisition of a plot of freehold land measuring approximately 1.218 acre (currently identified as Penang Times Square, Phase 4) and forming part of the land held under a master title known as Geran 172694, Lot 10024, Seksyen 10, Bandar George Town, Daerah Timur Laut, Pulau Pinang measuring approximately 4.922 hectares (approximately 12.1625 acres) in area, for a total cash consideration of RM40,000,000.00 only (“**Proposed Acquisition**”).

Further to the Term Sheet, Chin Hin Property (Penang) Sdn Bhd (“**CHPPSB**”) has on 10 January 2024 entered into a sale and purchase agreement with IGSB for the Proposed Acquisition (“**SPA**”).

On 5 December 2024, the Company announced that CHPPSB has received a request from the appointed liquidators of IGSB to extend the Compliance Period of the SPA for a further period of six (6) months, i.e. until 30 June 2025. CHPPSB has agreed to the said request.

- (d) 6 sale and purchase agreements all dated 16 January 2024 entered by Chin Hin Property (Melaka) Sdn Bhd with MDS Developments Management Sdn Bhd, Aim Development Worldwide Sdn Bhd and Aim Holdings Worldwide Sdn Bhd

respectively for the purchase of 6 parcels of 99 years leasehold lands, for a total cash consideration of RM41,936,800.00 only. The acquisition has been completed on 17 May 2024.

(e) CHGP had on 29 February 2024 entered into the following share sale agreements with Chin Hin:-

- (a) proposed disposal of 2 ordinary shares in Chin Hin Construction Engineering Sdn Bhd (“**CHCE**”), representing the entire equity interest in CHCE, for a cash consideration of RM16.50 million (“**CHCE SSA**”) (“**Proposed CHCE Disposal**”); and
- (b) proposed disposal of 9,500,000 ordinary shares in Kayangan Kemas Sdn Bhd (“**Kayangan**”), representing 95% equity interest in Kayangan, for a cash consideration of RM93.50 million (“**Kayangan SSA**”) (“**Proposed Kayangan Disposal**”).

(collectively referred to as “**Proposed Disposals**”).

The Proposed Disposals have been completed on 27 November 2024.

(f) BKGD had on 29 February 2024 entered into the following shareholder agreements with:-

- (a) Fiamma Holdings Berhad (“**FHB**”) and Aricia Sdn Bhd (formerly known as Fiamma Properties Sdn Bhd) (“**ASB**”), a wholly-owned subsidiary of FHB for the proposed subscription by BKGD of 5,833,334 new ordinary shares in ASB (“**ASB Shares**”) representing 70.0% of the enlarged ordinary share capital of ASB at an issue price of RM1.00 per share to facilitate the parties’ joint development on a parcel of freehold land held under H.S.(D) 123516, PT 50006 (formerly held under as Geran 25272, Lot 3240 and Geran 37713, Lot 260 prior to amalgamation), Seksyen 92, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur (“**ASB Shareholders Agreement**”) (“**Proposed ASB Joint Venture**”); and
- (b) FHB and Dawn Land Sdn Bhd (formerly known as Fiamma Land Sdn Bhd) (“**DLSB**”), a wholly-owned subsidiary of FHB for the proposed subscription by BKGD of 1,166,667 new ordinary shares in DLSB (“**DLSB Shares**”) representing 70.0% of the enlarged ordinary share capital of DLSB at an issue price of RM1.00 per share to facilitate the parties’ joint development on a parcel of freehold land held under H.S.(D) 123663, PT50001 (formerly held under Geran 9348, Lot 54, Geran 27778, Lot 74 and Geran 71341, Lot 192 prior to amalgamation), Seksyen 44, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur measuring approximately 4,169 square meters (“**DLSB Shareholders Agreement**”) (“**Proposed DLSB Joint Venture**”).

In conjunction with the Proposed ASB Joint Venture and Proposed DLSB Joint Venture, BKGD had on 29 February 2024 also entered into following subscription agreements with FHB for the:-

- (aa) proposed issuance of 1,100,000 new redeemable preference shares by BKGD (“**BKGD RPS**”) to FHB for a total consideration of RM1.00 to facilitate the Proposed ASB Joint Venture (“**ASB Subscription Agreement**”); and

- (bb) proposed issuance of 10,900,000 BKGD RPS to FHB for a total consideration of RM1.00 to facilitate the Proposed DLSB Joint Venture (“**DLSB Subscription Agreement**”).

(collectively referred to as “**Proposed Joint Ventures**”)

On 29 October 2024, the Company announced that BKGD entered into the supplemental shareholders agreements and supplemental subscription agreements in relation to the Proposed Joint Ventures, to vary certain terms of the agreements which includes the following:-

- (a) Changed of the total consideration from RM1.00 only to RM110.00 only for the proposed issuance of 1,100,000 BKGD RPS to FHB; and
- (b) Change of the total consideration from RM1.00 only to RM1,090.00 only for the proposed issuance of 10,900,000 BKGD RPS to FHB.

The ASB Shareholders Agreement and DLSB Shareholders Agreement have become unconditional on 26 February 2025.

On 3 March 2025, the Company announced that BKGD had on 1 March 2025 completed the following:-

- (a) the subscription of 5,833,334 ASB Shares at an issue price of RM1.00 each for a total cash consideration of RM5,833,334 pursuant to the ASB Shareholders Agreement;
 - (b) the subscription of 1,166,667 DLSB Shares at an issue price of RM1.00 each for a total cash consideration of RM1,166,667 pursuant to the DLSB Shareholders Agreement; and
 - (c) the issuance of 12,000,000 BKGD RPS to FHB at a total consideration of RM1,200 pursuant to the ASB Subscription Agreement and DLSB Subscription Agreement.
- (g) A development agreement dated 24 April 2024 entered between BKHS Capital Sdn Bhd (“**BKHS**”) with Archmill Sdn Bhd and Suasa Sentosa Sdn Bhd (“**SSSB**”) for the appointment of BKHS as developer to implement and complete the development of all that parcel of freehold land held under Geran 65422, Lot 55347, Mukim Batu, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur measuring approximately 10,790 square metres (“**s.m.**”) (2.67 acres) into a residential development.

BKHS intended to undertake the proposed development of a multi-storey residential building comprising of approximately 974 units of serviced apartments together carpark and other amenities (“**BKHS Project**”).

In consideration of SSSB granting BKHS the development rights and performing its obligation under the agreement, BKHS shall pay SSSB a sum of RM42 million (“**Security Deposit**”). Upon the delivery of vacant possession of the completed units of BKHS Project, the Security Deposit shall be refunded free of interest by SSSB to BKHS.

The Development Agreement is subject to fulfillment of condition precedent by 24 April 2025.

- (h) A development agreement dated 24 April 2024 entered between Chin Hin Property (Segambut) Sdn Bhd (“**CHP Segambut**”) with New York Empire Sdn Bhd and Kar Sin Bhd (“**KSB**”) for the appointment of CHP Segambut as developer to implement

and complete the development of all that parcel of freehold land held under Geran Mukim 54, Lot 448, Kepong Rly Line 8th Mile, Mukim Batu, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur measuring approximately 26,253.121 s.m. (6.49 acres) into a residential development.

CHP Segambut intended to undertake the proposed development of a multi-storey residential building comprising of approximately 2,434 units of serviced apartments together carpark and other amenities ("**Segambut Project**").

In consideration of KSB granting CHP Segambut the development rights and performing its obligation under the agreement, CHP Segambut shall pay KSB a sum of RM52 million ("**Security Deposit**"). Upon the delivery of vacant possession of the completed units of Segambut Project, the Security Deposit shall be refunded free of interest by KSB to CHP Segambut.

The Development Agreement is subject to fulfillment of condition precedent by 24 April 2025.

- (i) A conditional joint development agreement dated 10 September 2024 ("**JDA**") entered between Chin Hin Property (Stulang) Sdn Bhd ("**CHP Stulang**") with Kelana Megah Sdn Bhd ("**KMSB**"), an indirect subsidiary of Atlan Holdings Berhad to record their mutual commitments and to regulate their rights in relation to their joint participation and operation in the project on a parcel of leasehold land held under H.S.(D) 605698, Lot No. PTB 20379, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor measuring approximately 17,342 s.m. (186,668 square feet) ("**KMSB's Land**").

CHP Stulang and KMSB intended to jointly undertake, in a collaborative manner, the development of 2 blocks of 1,260 units of serviced apartments, 10 units retail lots and a multiple storey car parks on KMSB's Land ("**Stulang Project**").

Pursuant to the agreement, KMSB being the joint developer of the KMSB's Land shall be entitled to 18.0% of the total net saleable area ("**NSA**") of the Stulang Project ("**KMSB's Entitlement**") which shall be distributed upon the completion of the Stulang Project. KMSB's Entitlement was estimated to valued at RM83.57 million based on the Stulang Project's estimated gross development value and gross development cost after taking into consideration the market value of the KMSB's Land of RM85.3 million, as appraised by Rahim & Co International Sdn Bhd, based on its valuation letter dated 6 September 2024.

KMSB shall be entitled to KMSB's Entitlement payable and distributable in kind in the following manners:-

- (a) RM3.0 million shall be paid by CHP Stulang by way of cash upon execution of JDA;
- (b) The balance of KMSB's Entitlement shall be settled by way of distribution in kind calculated based on 18% of the total approved NSA of the Stulang Project less RM3.0 million.

In consideration of CHP Stulang's undertaking to comply with its covenants and obligations stated in the JDA, both parties agree that all the proceeds derived from or in relation to the Stulang Project (which shall exclude KMSB's Entitlement) shall be fully retained by and belong to CHP Stulang.

The Joint Development Agreement is subject to fulfillment of condition precedent by 10 June 2025.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at LPD, CHGP and its subsidiaries is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position of CHGP and its subsidiaries and the Board is not aware of any proceedings, pending or threatened, against CHGP and its subsidiaries or of any fact which is likely to give rise to any proceeding which may materially and adversely affect the business or financial position of CHGP and its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of CHGP at the Registered Office of CHGP at Suite 16.06, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang during normal office hours between Monday and Friday (except public holidays) from the date of this Circular up to and including the date of the AGM:

- (i) Constitution;
- (ii) The material contracts referred to in Section 2 of this Appendix I;
- (iii) The audited financial statements of CHGP for the financial years ended 31 December 2023 and 31 December 2024; and
- (iv) The unaudited consolidated financial results of CHGP for the quarter ended 31 December 2024.

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