

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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 only perused Part A, Section 2.4(a) of this Circular in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, 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. Bursa Securities has not perused the contents of this Circular in relation to the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature and Proposed Share Buy-Back Authority (as defined herein) as it is prescribed as an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.



CHIN HIN GROUP BERHAD
Company Registration No. 201401021421 (1097507-W)
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED 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 SHARE BUY-BACK AUTHORITY”)

The above proposals will be tabled as Special Business at the Eleventh (11th) Annual General Meeting (“AGM”) of Chin Hin Group Berhad (“CHGB” or “the Company”) will be held at Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 2.00 p.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 Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor on or before the date and time indicated below in order for it to be valid and return of the Form of Proxy will not preclude you from participating and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Thursday, 12 June 2025 at 2.00 p.m.

Date and time of Eleventh (11th) Annual General Meeting : Friday, 13 June 2025 at 2.00 p.m.

This Circular/Statement is dated 30 April 2025

DEFINITIONS

For the purposes of this Circular, 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
“AGM”	: Annual General Meeting
“Ajiya”	: Ajiya Berhad
“Ajiya Group”	: Ajiya and its subsidiaries & associates company, collectively
“Audit Committee”	: The Audit Committee of CHGB
“Board”	: The Board of Directors of CHGB
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CDS”	: Central Depository System
“CHGP”	: Chin Hin Group Property Berhad
“CHGP Group”	: CHGP and its subsidiaries, collectively
“CHGB” or “Company”	: Chin Hin Group Berhad
“CHGB Group” or “Group”	: CHGB and its subsidiaries, collectively
“CHGB Share(s)” or “Share(s)”	: Ordinary Shares in CHGB
“Circular”	: Circular to Shareholders in relation to the Proposed Shareholders’ Mandate
“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 6 months of the date on which the terms of the transaction were agreed upon: (a) a director of the Company, its subsidiary or holding company; or (b) a chief executive of the Company, its subsidiary or holding company
“Divine Inventions”	: Divine Inventions Sdn Bhd
“EPS”	: Earnings Per Share
“Fiamma”	: Fiamma Holdings Berhad
“Fiamma Group”	: Fiamma and its subsidiaries, collectively

DEFINITIONS (Cont'd)

“LPD”	: 31 March 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 on which Bursa Securities is open for the trading of securities
“Major Shareholder(s)”	<p>: A person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares is:</p> <p>(a) equal to or more than 10% of the total number of the voting shares in the Company; or</p> <p>(b) equal to or more than 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act and “Major Shareholder” includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company, its subsidiary or holding company</p>
“NA”	: Net assets attributable to ordinary equity holders of CHGB
“Proposed Share Buy-Back Authority”	: Proposed renewal of authority for the purchase by CHGB of up to ten percent (10%) of the issued share capital of the Company
“Proposed Shareholders’ Mandate”	: Proposed new shareholders’ mandate and renewal of the existing shareholders’ mandate for CHGB Group to enter into RRPTs of a revenue or trading nature
“Proposals”	: Proposed Shareholders’ Mandate and Proposed Share Buy-Back Authority, collectively
“PP Chin Hin Realty”	: PP Chin Hin Realty Sdn Bhd
“PP Chin Hin Realty Group”	: PP Chin Hin Realty and its subsidiaries & associates company, collectively
“Purchased CHGB Shares”	: Shares purchased by CHGB 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) of CHGB
“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

DEFINITIONS (Cont'd)

“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Shareholders”	: Shareholders of CHGB
“Signature”	: Signature International Berhad
“Solarvest”	: Solarvest Holdings Berhad
“Solarvest Group”	: Solarvest and its subsidiaries, collectively
“Statement”	: Statement to Shareholders in relation to the Proposed Share Buy-Back Authority
“Substantial Shareholder(s)”	: A person who has interest or interests in one or more voting Shares in the Company and the nominal amount of that Share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting Shares in the Company
“2024 Annual Report”	: Annual Report of CHGB 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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")



CHIN HIN GROUP BERHAD

Company Registration No. 201401021421 (1097507-W)
(Incorporated in Malaysia)

Registered Office

22-09, Menara 1MK
No. 1, Jalan Kiara, Mont Kiara
50480 Kuala Lumpur

30 April 2025

Board of Directors

Datuk Seri Chiau Beng Teik, JP	<i>(Executive Chairman)</i>
Chiau Haw Choon	<i>(Group Managing Director)</i>
Shelly Chiau Yee Wern	<i>(Executive Director)</i>
Yeoh Chin Hoe	<i>(Senior Independent Non-Executive Director)</i>
Datuk Hj Mohd Yusri Bin Md Yusof	<i>(Independent Non-Executive Director)</i>
Datuk Cheng Lai Hock	<i>(Independent Non-Executive Director)</i>
Chang Hui Yuin	<i>(Independent Non-Executive Director)</i>

To : The Shareholders of Chin Hin Group Berhad

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the AGM of the Company held on 12 June 2024, the Company sought and obtained from its shareholders the general mandate for CHGB 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 CHGB Group's day to day operations. The aforesaid mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming Eleventh (11th) AGM of the Company unless authority for its renewal is obtained from the Shareholders.

On 21 April 2025, the Board of Directors of CHGB had announced that the Company has proposed to seek its shareholders' approval for the Proposed Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandate and to seek your approval on the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM, which will be held at Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 2.00 p.m. The notice of the AGM together with the Form of Proxy is enclosed in the 2024 Annual Report of the Company for the financial year ended 31 December 2024.

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

2. DETAILS OF PROPOSED 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 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 CHGB Group

The principal activities of CHGB 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 ("AAC"), precast concrete products, wire mesh, 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. The details of CHGB's subsidiaries as well as their principal activities as at the LPD are set out in the table below:

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
Subsidiary companies held directly by CHGB			
PP Chin Hin Sdn Bhd	Malaysia	100.00	Dealing in cement, hardware and general trading, letting of properties, hire purchase financing and transporters and provision of money lending service
Chin Hin Concrete Holdings Sdn Bhd	Malaysia	100.00	Provision of management services
Metex Steel Sdn Bhd	Malaysia	100.00	Manufacturing and sales of welded mesh and wire products
Starken AAC Sdn Bhd	Malaysia	100.00	Manufacturing and sales of AAC products and transportation
Chin Hin Building Material Shared Services Sdn Bhd (Formerly Known as Starken Paint Sdn Bhd)	Malaysia	100.00	Provision of shared services and other business supporting activities
Stradaverse Sdn Bhd	Malaysia	100.00	Dealing in IT consulting and software programming and provision of human resources consulting services
Chin Hin Construction Engineering Sdn Bhd (formerly known as Chin Hin Construction Sdn Bhd)	Malaysia	100.00	Property development, property construction and investment holding
Kayangan Kemas Sdn Bhd	Malaysia	95.00	Building and general construction
CHGP	Malaysia	62.31	Investment holding and provision of management service
Ajiya	Malaysia	54.09	Investment Holdings
Signature	Malaysia	70.52	Investment Holdings
Subsidiary companies held indirectly through PP Chin Hin Sdn Bhd			
PP Chin Hin Pte. Ltd.	Singapore	100.00	Wholesale of construction material, hardware, plumbing, heating equipment and supplies of NEC products
C & H Transport Sdn Bhd	Malaysia	100.00	Transportation
Subsidiary companies held indirectly through Starken AAC Sdn Bhd			
Starken Drymix Solutions Sdn Bhd	Malaysia	100.00	Manufacture and sale of plaster and mortar products

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
G-Cast Concrete Sdn Bhd	Malaysia	100.00	Manufacture and sale of precast concrete products
Green Cement Sdn Bhd	Malaysia	100.00	Manufacturing and trading of construction building materials
Starken AAC 2 Sdn Bhd	Malaysia	100.00	Manufacturing and sale of Industrialised Building System components including but not limited to wall panel, beam, column and slab
MI Polymer Concrete Pipes Sdn Bhd	Malaysia	100.00	Manufacturing and supplying of pipes
G-Cast UHPC Sdn Bhd	Malaysia	95.00	Manufacture and sale of ultra-high performance concrete products
Addington Sdn Bhd	Malaysia	100.00	Trading in water heater, bathroom, accessories and other related equipment
Starken Solar Sdn Bhd	Malaysia	100.00	Solar renewable energy power producer and investment holding
Starken Philippines, Inc	Philippines	30.00	Trading of construction materials
Subsidiary company held indirectly through MI Polymer Concrete Pipes Sdn Bhd			
MI Polymer Concrete Pipes (S) Pte. Ltd.	Singapore	100.00	Trading, import and export of polymer concrete products
PT Mipipes Concrete Indonesia	Indonesia	51.00	Manufacturing of reinforced concrete and polymer concrete pipes
Subsidiary company held indirectly through Green Cement Sdn Bhd			
Green Integrated Base Stabiliser Sdn Bhd	Malaysia	55.00	Trading of construction building materials
Subsidiary companies held indirectly through Metex Steel Sdn Bhd			
Metex Asia Sdn Bhd	Malaysia	100.00	Dormant
Metex Modular Sdn Bhd	Malaysia	70.00	Manufacture of prefabricated buildings mainly of steel
Subsidiary companies held indirectly through Chin Hin Concrete Holdings Sdn Bhd			
Chin Hin Concrete (North) Sdn Bhd	Malaysia	100.00	Ceased operation
Subsidiary company held indirectly through Chin Hin Construction Engineering Sdn Bhd			
Makna Setia Sdn Bhd	Malaysia	60.00	Construction

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
Chin Hin Machinery Sdn Bhd	Malaysia	100.00	Rental of plant and machinery
Subsidiary companies held indirectly through CHGP			
Boon Koon Vehicles Industries Sdn Bhd	Malaysia	100.00	Manufacturing and assembling of rebuilt commercial vehicles and the provision of related services
BKG Development Sdn Bhd	Malaysia	100.00	Property development
BK Fleet Management Sdn Bhd	Malaysia	100.00	Sale and rental of commercial vehicles, provision of fleet management and other related services
Boon Koon Fleet Management Sdn Bhd	Malaysia	100.00	Forklift and equipment rental business and the provision of repairs and maintenance services
BKCV Sdn Bhd	Malaysia	100.00	Manufacturing and assembling of new commercial vehicles
Chin Hin PMC Sdn Bhd (formerly known as Boon Koon Motors Sdn Bhd)	Malaysia	100.00	Provision of management services
Subsidiary companies held indirectly through Boon Koon Vehicles Industries Sdn Bhd			
BKGM Industries Sdn Bhd	Malaysia	100.00	Provision of sub-contractor services to the commercial vehicle industry
Subsidiary companies held indirectly through BKG Development Sdn Bhd			
Boon Koon Capital Sdn Bhd	Malaysia	100.00	Property development and investment holding
BKSP Autoworld Sdn Bhd	Malaysia	100.00	Property development and investment holding
Boon Koon Commercial Sdn Bhd	Malaysia	70.00	Property development and property construction
BK Alliance Sdn Bhd	Malaysia	100.00	Property development and property construction
BKHS Capital Sdn Bhd	Malaysia	100.00	Property development
Stellar Trinity Sdn Bhd	Malaysia	100.00	Property development and investment holding
Stellar Platinum Sdn Bhd	Malaysia	70.00	Property development and investment holding

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
Quaver Sdn Bhd	Malaysia	100.00	Property development and property construction
Tebrau Land Sdn Bhd	Malaysia	100.00	Property development
Avion Connaught Sdn Bhd (formerly known as Kirana Connaught Sdn Bhd)	Malaysia	100.00	Property development
Chin Hin Property (Melaka) Sdn Bhd	Malaysia	100.00	Property construction
Chin Hin Property (Penang) Sdn Bhd	Malaysia	100.00	Property construction
Chin Hin Property (Stulang) Sdn Bhd	Malaysia	100.00	Property construction
Chin Hin Management Sdn Bhd	Malaysia	100.00	Provision of management services
Dawn Land Sdn Bhd	Malaysia	70.00	Property development
Aricia Sdn Bhd	Malaysia	70.00	Property development
Subsidiary company held indirectly through Kayangan Kemas Sdn Bhd			
5 th Capital Sdn Bhd	Malaysia	100.00	Property investment
Subsidiary companies held indirectly through Ajiya			
Asia Roofing Industries Sdn Bhd	Malaysia	100.00	Manufacturing and trading of metal roll forming products
ARI Utara Sdn Bhd	Malaysia	80.00	Manufacturing and marketing of metal roll forming products
Ajiya Safety Glass Sdn Bhd	Malaysia	100.00	Manufacturing and trading of all kinds of glass
LTC Usaha Sdn. Bhd.	Malaysia	100.00	Investment holding
Ajiya Glass Marketing Sdn Bhd	Malaysia	100.00	Retail sale of construction materials, hardware, paints and glass
Subsidiary company held indirectly through Ajiya Safety Glass Sdn. Bhd.			
ASG Marketing Sdn Bhd	Malaysia	100.00	Marketing and sales of safety glass and other glass related products. Ceased operations in 2016

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
Subsidiary company held indirectly through Asia Roofing Industries Sdn. Bhd.			
Ariteq Eco Sdn Bhd	Malaysia	100.00	Manufacturing of metal, zinc and aluminium products for roof building, ceiling, window and door frame and other similar products and has ceased manufacturing activities; only derives revenue from subletting of its leased land
ARI Timur (KB) Sdn Bhd	Malaysia	60.00	Manufacturing of metal, zinc and aluminium products for roof building, ceiling, building materials and other similar products
Subsidiary company held indirectly through Signature			
Signature Cabinet Sdn Bhd	Malaysia	100.00	Design, marketing and distribution of kitchen systems, wardrobe systems and built-in kitchen appliances
Signature Obicorp Sdn Bhd	Malaysia	70.00	Marketing and distribution of built-in kitchen appliances and whitegoods
Kubiq Sdn Bhd	Malaysia	100.00	Selling, marketing and distributing kitchen and bedroom cabinets, knockdown furniture and furniture parts, appliances and accessories
Signature Distribution Sdn Bhd	Malaysia	100.00	Distribution of kitchen systems, wardrobe systems, worktop and built-in kitchen appliances
Signature Realty Sdn Bhd	Malaysia	100.00	Investment properties holding
Space Alliance Contracts Sdn Bhd	Malaysia	51.00	Business of contractors, sub-contract works and renovation works
Corten Interior Solutions Pte Ltd	Singapore	75.00	Interior design and build services
Zig Zag Builders (M) Sdn Bhd	Malaysia	50.10	Business of interior design, renovation, furnishing, installation, and maintenance and construction works
Fiamma Holdings Berhad	Malaysia	22.60	Investment holding and property development

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
Signature Home and Living Sdn Bhd	Malaysia	60.00	Manufacture and trade in all kinds of furniture, fittings and fixtures
Subsidiary company held indirectly through Signature Cabinet Sdn Bhd			
Signature Manufacturing Sdn Bhd	Malaysia	100.00	Manufacturing of kitchen systems and wardrobe systems
Signature Kitchen Sdn Bhd	Malaysia	100.00	Retailing of kitchen systems, wardrobe systems and built-in kitchen appliances
Fabriano Sdn Bhd	Malaysia	100.00	Investment holding
Subsidiary company held indirectly through Signature Manufacturing Sdn Bhd			
Signature Kitchen Lanka (Pvt) Ltd	Sri Lanka	100.00	Marketing, distribution, import and export of kitchen systems, wardrobe systems and built-in kitchen appliances
Subsidiary company held indirectly through Fabriano Sdn Bhd			
Signature Global Marketing Pte Ltd	Singapore	100.00	Marketing and distribution of kitchen systems, wardrobe systems and built-in kitchen appliances
Signature Surfaces Sdn Bhd	Malaysia	100.00	Dormant
Subsidiary company held indirectly through Signature Distribution Sdn Bhd			
Signature Contempo Sdn Bhd	Malaysia	70.00	Designing, manufacturing, trading and sales of unholstered furniture, fabrication of drapery and other soft furnishings related products
Subsidiary company held indirectly through Space Alliance Contracts Sdn Bhd			
Space Alliance Furniture Sdn Bhd	Malaysia	51.00	Trading and alteration of furniture
SAF Manufacturing Sdn Bhd	Malaysia	51.00	Manufacturing of semi-furnished customised furniture
Space Alliance Cabinet Sdn Bhd	Malaysia	51.00	Contractors and sub-contractors for renovation works and supply of furnishing materials
Space Alliance Resources Sdn Bhd	Malaysia	51.00	Trading of furniture hardware, plywood, fancy plywood, high pressure laminate and other building materials

Name	Place of Incorporation	Equity Interest (%)	Principal Activities
Subsidiary company held indirectly through Corten Interior Solutions Pte Ltd			
Woodcraft Studio Sdn Bhd	Malaysia	75.00	Manufacturing of wooden furniture
Areal Interior Solutions Pte Ltd	Singapore	75.00	Interior design and build services
Subsidiary company held indirectly through Zig Zag Builders (M) Sdn Bhd			
Zig Zag Engineering Sdn Bhd	Malaysia	50.1	Engineering and installation services, specialising in plumbing, heating, air-conditioning installation, ventilation systems, refrigeration or air-conditioning equipment and ducts

Due to the diversity of CHGB Group, it is anticipated that CHGB 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 Shareholders' Mandate for CHGB 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 Shareholders' Mandate

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

- (a) the conclusion of the next AGM of CHGB 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 the Proposed Shareholders' Mandate.

2.4 Classes of Related Parties and Nature of RRPTs

The Proposed Shareholders' Mandate will apply to the transactions with the following companies:

(a) Proposed New Shareholders Mandate

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Actual value transacted (from date of last AGM held on 12 June 2024 to the LPD) ^ (RM'000)	Estimated value to be transacted from the LPD up to the forthcoming AGM * ^ (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Starken Philippines, Inc	CHGB Group	Purchase of building materials from CHGB Group based on prevailing market price.	5,099	21,000	30,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB. Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of Starken Philippines, Inc.
		Provision of transportation services by CHGB Group based on prevailing market price.	98	10	200	

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(b) Proposed Renewal of Existing Shareholders' Mandate

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the June 2024 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
PP Chin Hin Realty Group	CHGB Group	Purchase of building materials from CHGB Group based on prevailing market price.	50,000	79	50,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Leasing of factory and office premises plus car park to CHGB Group based on market value and is payable on an equal pro-rated monthly basis. ⁽ⁱ⁾	20,000	1,782	25,000	<ul style="list-style-type: none"> Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB.
		Award of construction contracts by PP Chin Hin Realty Group to CHGB Group and the progress work billing by CHGB based on prevailing market price.	100,000	650	100,000	<ul style="list-style-type: none"> PP Chin Hin Realty is a Major Shareholder of CHGB.
		Provision of insurance, IT, e-commerce and other administrative services by CHGB Group based on prevailing market price.	10,000	139	10,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of PP Chin Hin Realty.
		Provision of property development related contracts/ services to PP Chin Hin Realty Group based on prevailing market price.	50,000	NIL	50,000	<ul style="list-style-type: none"> Shelly Chiau Yee Wern is the Executive Director of CHGB. She is the daughter of Datuk Seri Chiau Beng Teik, JP and sibling of Chiau Haw Choon.

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
PP Chin Hin Realty Group (Cont'd)	CHGB Group	Provision of property development related contracts/services by PP Chin Hin Realty Group based on prevailing market price.	50,000	NIL	50,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Supply of commercial vehicles and renting of forklift by CHGB Group based on prevailing market price.	1,000	NIL	1,000	<ul style="list-style-type: none"> Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB.
		Renting of car parks from CHGB Group based on market value and is payable on an equal pro-rated monthly basis. ⁽ⁱⁱ⁾	20	23	100	<ul style="list-style-type: none"> PP Chin Hin Realty is a Major Shareholder of CHGB.
						<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of PP Chin Hin Realty.
						<ul style="list-style-type: none"> Shelly Chiau Yee Wern is the Executive Director of CHGB. She is the daughter of Datuk Seri Chiau Beng Teik, JP and sibling of Chiau Haw Choon.

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
AS Chin Hin Sdn Bhd	CHGB Group	Supply of building materials to CHGB Group based on prevailing market price.	10,000	1,171	10,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Chiau Beng Soo and Ng Peng Peng, the brother and sister-in-law of Datuk Seri Chiau Beng Teik, JP, are the directors and substantial shareholders of AS Chin Hin Sdn Bhd.
		Purchase of building materials from CHGB Group based on prevailing market price.	10,000	208	10,000	
		Provision of transportation services to CHGB Group based on prevailing market price.	500	NI	500	
		Receipt of transportation services from CHGB Group based on prevailing market price.	500	NIL	500	
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Italia Ceramics Sdn Bhd	CHGB Group	Supply of building materials to CHGB Group based on prevailing market price.	5,000	NIL	5,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Yeoh Hock Seng, the brother-in-law of Datuk Seri Chiau Beng Teik, JP, is a director and substantial shareholder of Italia Ceramics Sdn Bhd.
		Purchase of building materials from CHGB Group based on prevailing market price.	5,000	NIL	5,000	
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	
CH Hardware & Transport Sdn Bhd	CHGB Group	Provision of transportation services to CHGB Group based on prevailing market price.	5,000	NIL	5,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Chiau Thean Bee, the brother of Datuk Seri Chiau Beng Teik, JP, is the director and substantial shareholder of CH Hardware & Transport Sdn Bhd.
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM * LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
CH Hardware & Transport Sdn Bhd (Cont'd)	CHGB Group	Supply of building materials to CHGB Group based on prevailing market price.	5,000	NIL	5,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Purchase of building materials from CHGB Group based on prevailing market price.	5,000	NIL	5,000	<ul style="list-style-type: none"> Chiau Thean Bee, the brother of Datuk Seri Chiau Beng Teik, JP, is the director and substantial shareholder of CH Hardware & Transport Sdn Bhd.
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	
Chip Hin Trading Sdn Bhd	CHGB Group	Provision of transportation services to CHGB Group based on prevailing market price.	3,000	NIL	3,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Receipt of transportation services from CHGB Group based on prevailing market price.	3,000	NIL	3,000	<ul style="list-style-type: none"> Chiau Beng Sun, the brother of Datuk Seri Chiau Beng Teik, JP, is the director and substantial shareholder of Chip Hin Trading Sdn Bhd.
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM * LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
CHL Logistic Sdn Bhd	CHGB Group	Provision of transportation services to CHGB Group based on prevailing market price.	20,000	1,612	20,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB. Chiau Haw Loon, the son of Datuk Seri Chiau Beng Teik, JP, and brother of Chiau Haw Choon, is the director and substantial shareholder of CHL Logistic Sdn Bhd.
		Receipt of transportation services from CHGB Group based on prevailing market price.	20,000	NIL	20,000	
		Sales of building materials to CHGB Group based on prevailing market price.	5,000	NIL	5,000	
		Purchases of building materials from CHGB Group based on prevailing market price.	5,000	NIL	5,000	
		Sale of vehicle insurance premium and road tax to CHL Logistic Sdn Bhd (as an agent of the insurance company).	2,000	475	2,000	
		Rental income received for motor vehicles rented out to CHL Logistic Sdn Bhd.	1,000	NIL	1,000	
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Teras Maju Sdn Bhd	CHGB Group	Sale of building materials by CHGB Group based on prevailing market price.	5,000	NIL	5,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	<ul style="list-style-type: none"> Yeoh Hock Seng, the brother-in-law of Datuk Seri Chiau Beng Teik, JP is the director and substantial shareholder of Teras Maju Sdn Bhd.
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	
Chiau Beng Sun	CHGB Group	Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	3	500	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	<ul style="list-style-type: none"> Chiau Beng Sun is the brother of Datuk Seri Chiau Beng Teik, JP.

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Chin Hin Gypsum Sdn Bhd	CHGB Group	Purchase of gypsum by CHGB Group based on prevailing market price.	8,000	1,749	8,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Datuk Seri Chiau Beng Teik, JP is the director and substantial shareholder of Chin Hin Gypsum Sdn Bhd.
		Sales of gypsum by CHGB Group based on prevailing market price.	2,000	NIL	2,000	
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	
		Renting of office premises to CHGB Group based on market value and is payable on an equal pro-rated monthly basis. ⁽ⁱⁱⁱ⁾	110	39	110	
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the June 2024 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Laksana Saujana Sdn Bhd	CHGB Group	Rental expenses paid to Laksana Saujana Sdn Bhd for renting of warehouse-cum office. ^(iv)	200	66	200	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	<ul style="list-style-type: none"> Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB.
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of Laksana Saujana Sdn Bhd.
Chin Hin Concrete Mix Sdn Bhd	PP Chin Hin Sdn Bhd	Rental paid for renting of office space by PP Chin Hin Sdn Bhd. ^(v)	25	27	30	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
						<ul style="list-style-type: none"> Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB. Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of Chin Hin Concrete Mix Sdn Bhd.

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the June 2024 to the LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Chin Hin Concrete Mix Sdn Bhd (Cont'd)	CHGB Group	Renting of office premises to CHGB Group based on market value and is payable on an equal pro-rated monthly basis. ^(vi)	130	56	130	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	<ul style="list-style-type: none"> Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB.
						<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of Chin Hin Concrete Mix Sdn Bhd.
Murni Jaya Enterprise Sdn Bhd	CHGB Group	Provision of transportation services by CHGB Group based on prevailing market price.	7,000	NIL	7,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Rental income received from Murni Jaya Enterprise Sdn Bhd for the renting of motor vehicles.	1,000	NIL	1,000	<ul style="list-style-type: none"> Chiau Beng Sun, the brother of Datuk Seri Chiau Beng Teik, JP, is the director and substantial shareholder of Murni Jaya Enterprise Sdn Bhd.
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Murni Jaya Enterprise Sdn Bhd (Cont'd)	CHGB Group	Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Chiau Beng Sun, the brother of Datuk Seri Chiau Beng Teik, JP, is the director and substantial shareholder of Murni Jaya Enterprise Sdn Bhd.
Chin Hin Plywood Co. Sdn Bhd	CHGB Group	Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB.
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	500	NIL	500	<ul style="list-style-type: none"> Chiau Haw Choon is the Group Managing Director and a Major Shareholder of CHGB. Datuk Seri Chiau Beng Teik, JP is the director and substantial shareholder of Chin Hin Plywood Co. Sdn Bhd. Chiau Haw Choon is a director of Chin Hin Plywood Co. Sdn Bhd.

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Kranich Trading	CHGB Group	Provision of transportation services by Kranich Trading based on prevailing market price.	7,000	60	7,000	<ul style="list-style-type: none"> Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. Chiau Yee Shan, the nephew of Datuk Seri Chiau Beng Teik, JP, is the owner of Kranich Trading
		Rental income received from Kranich Trading for the renting of motor vehicles.	1,000	NIL	1,000	
		Purchase of building raw materials by CHGB Group based on prevailing market price.	5,000	NIL	5,000	
		Sale of building raw materials to CHGB Group based on prevailing market price.	5,000	NIL	5,000	
		Provision of insurance and other administrative services by CHGB Group based on prevailing market price.	500	NIL	500	
		Provision of IT, e-commerce related services, interior design consultation, carpentry work, household furniture, lightings, plaster ceiling, flooring, appliances, outdoor furniture other renovation works and ancillary products by CHGB Group.	5,000	NIL	5,000	

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated aggregate value as disclosed in the previous Circular to Shareholders dated 30 April 2024* (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the next AGM LPD) (RM'000)	Estimated value of transaction for the period from the forthcoming Eleventh (11 th) AGM to the next AGM * (RM'000)	Nature of relationship between CHGB Group and the Related Party
Fiamma Group	CHGB Group	Supply of electrical home appliances products to CHGB Group based on prevailing market price.	25,000	502	60,000	<ul style="list-style-type: none"> PP Chin Hin Realty and Divine Inventions is a Major Shareholder of both CHGB and Fiamma. Datuk Seri Chiau Beng Teik, JP is the Executive Chairman and a Major Shareholder of CHGB. He is also the Non-Independent Non-Executive Chairman and a Major Shareholder of Fiamma. Chiau Haw Choon is the Managing Director and a Major Shareholder of CHGB. He is also an Executive Director and a Major Shareholder of Fiamma. Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon are the directors and substantial shareholders of PP Chin Hin Realty. Shelly Chiau Yee Wern is the Executive Director of CHGB. She is the daughter of Datuk Seri Chiau Beng Teik, JP and sibling of Chiau Haw Choon.
		Provision of property development related contracts/services by CHGB Group based on prevailing market price.	50,000	NIL	60,000	
		Award of construction contracts by Fiamma Group to CHGB Group based on prevailing market price.	100,000	23,569	500,000	
		Provision of insurance, IT, e-commerce and other administrative services by CHGB Group based on prevailing market price.	5,000	229	6,000	
		Purchase of building materials from CHGB Group based on prevailing market price.	20,000	NIL	100,000	
		Supply of commercial vehicles and renting of forklift to Fiamma Group based on prevailing market price.	1,000	NIL	1,200	

(c) Existing mandates on RRPTs which approval have been obtained at the last AGM and the renewal of mandate is not being sought during the forthcoming AGM are as follows:

Related Party	CHGB Group - Transacting Party	Nature of Transaction with CHGB Group	Estimated value as disclosed in the previous Circular to Shareholders dated 30 April 2024 (RM'000)	Actual value transacted (from date of last AGM held on 12 June 2024 to the LPD) (RM'000)
Solarvest Group #	CHGB Group	Supply and installation of solar PV and provision of maintenance services by Solarvest Group	200,000	22

Notes on Nature of Transactions:

- ^ *The percentage ratio of the RRPTs from the date of last AGM held on 12 June 2024 until the date of forthcoming AGM will be less than 5%.*
- * *The estimated values are calculated based on historical data and best estimates by the management. Accordingly, the actual value of the transactions may vary from the estimated value disclosed above and is subject to change.*
- @ *As at LPD, CHGB Group has yet to identify the types and location of the properties to be rented by/to CHGB Group. Nevertheless, the Company will ensure that all the rental of properties, if any, shall be payable on an equal pro-rated monthly basis based on prevailing market value.*
- # *PP Chin Hin Realty, Divine Inventions, Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon have ceased as Major Shareholders of Solarvest on 14 May 2024. Pursuant thereto, the transactions entered with Solarvest Group are no longer deemed as RRPT(s) to CHGB.*

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Description of Properties

Notes	Description	Postal Address	Total Areas (Sq. Ft.)	Rental Value per annum ⁽¹⁾ (RM)	Period of Tenancy	Ownership
(i)	Second floor of a 3 storey shop house/office premises	No. A-2-11, Pusat Perdagangan Kuchai, No. 2 Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur	1,464	19,200	15 May 2023 to 14 May 2025	PP Chin Hin Realty
	First floor of a 3 storey shop house/office premises	No. A-1-11, Pusat Perdagangan Kuchai, No. 2 Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur	1,464	24,000	1 May 2023 to 30 April 2025	
	4 contiguous industrial lot built upon with industrial buildings and ancillary buildings	No. 2, 2A & 6, Jalan Intan 1, Nilai Utama Enterprise Park, 71800 Nilai, Negeri Sembilan	190,167	1,440,000	1 January 2025 to 31 December 2026	Ace Logistic Sdn Bhd, a wholly-owned subsidiary of PP Chin Hin Realty
	3 lots of first floor of a 3 storey shop house / office premise	A-1-8, A-1-9 & A-1-10, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur	4,306	85,320	16 November 2023 to 15 November 2026	Midas Signature Sdn Bhd, an indirectly wholly-owned subsidiary of PP Chin Hin Realty
	3 units of 3 storey semi-detached standard factories	No. 399, 400 & 401, Taman Bandar Baru Mergong, 05105 Alor Setar, Kedah	3,843	432,000	16 November 2023 to 15 November 2026	
	2 units of 3 storey intermediate shop offices	No. 71 & 74, Kompleks Perniagaan Sultan Abdul Hamid, 05050 Alor Setar, Kedah	778	48,000	16 November 2023 to 15 November 2026	
	Roof top of industrial lot for installation of the solar panel	No. 2, 2A & 6, Jalan Intan 1, Nilai Utama Enterprise Park, 71800 Nilai, Negeri Sembilan	32,931	10,000	21 January 2015 to 20 January 2065	Ace Logistic Sdn Bhd, a wholly-owned subsidiary of PP Chin Hin Realty
	8 th & Stellar Office Tower	Menara Chin Hin Level 18, 19, 22, 23, 24, 25, 26 & 27, 8th & Stellar, No.1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	1,635,131	12,192,000	1 March 2025 to 28 February 2027	PP Chin Hin Realty
	20 car parking lots	Menara Chin Hin Level 26 & 27, 8th & Stellar, No.1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	N/A	40,704	1 March 2025 to 28 February 2027	PP Chin Hin Realty
(ii)						

Notes	Description	Postal Address	Total Areas (Sq. Ft.)	Rental Value per annum ⁽¹⁾ (RM)	Period of Tenancy	Ownership
(iii)	2 lots of first floor of a 2 storey shop house / office premise	F-1-8 & F-1-9, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur	2,702	48,000	1 January 2024 to 31 December 2025	Chin Hin Gypsum Sdn Bhd
(iv)	Single storey open sided factory/warehouse and office unit	PT 1493, Kawasan Perindustrian Pengkalan Chepa II, Jalan Chepa II, 16100 Pengkalan Chepa, Kota Bharu, Kelantan	27,473	120,000	1 November 2024 to 31 October 2026	Laksana Saujana Sdn Bhd
(v)	First floor of a 2 storey shop house/office premise	F-1-3 Kuchai Business Park, No. 2 Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur	1,351	9,600	1 January 2024 to 31 December 2025	Chin Hin Concrete Mix Sdn Bhd
(vi)	First floor of a 6 storey shop office	Block B, Unit B2-1, Medan Connaught Phase 1, No. 1, Jalan 3/144A, 56000 Kuala Lumpur	2,460	36,000	1 April 2025 to 31 March 2027	Chin Hin Concrete Mix Sdn Bhd
	Fourth floor of a 6 storey shop office	Block B, Unit B2-4, Medan Connaught Phase 1, No. 1, Jalan 3/144A, 56000 Kuala Lumpur	2,460	24,000	1 April 2025 to 31 March 2027	
	Fifth floor of a 6 storey shop office	Block B, Unit B2-5, Medan Connaught Phase 1, No. 1, Jalan 3/144A, 56000 Kuala Lumpur	2,460	24,000	1 April 2025 to 31 March 2027	
	First floor of a 2 storey shop house/office premise	F-1-3 Kuchai Business Park, No. 2 Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur	1,351	9,600	1 January 2024 to 31 December 2025	

Notes:

(1) All the rental for the properties involves payments of rental are payable on an equal pro-rated monthly basis.

2.5 Review Methods or Procedures for the Recurrent Related Party Transactions

CHGB Group has established various methods and procedures to ensure the RRPTs are undertaken at arms' length and on normal commercial terms, which are consistent with CHGB 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 the 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;
- (iv) The management of the CHGB Group is cognisant that all RRPTs are required to be undertaken on an arm's length basis and 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 a 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 CHGB Group;
- (v) Where RRPT is one with a value equal to or in excess of RM1.0 million, it will be reviewed and approved by the Directors of the Company who has no interest in the transaction. Where the RRPT is one with a value below RM1.0 million, it will be reviewed and approved by the Group Managing Director or Executive Director or the Board members who have 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 the 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 annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the shareholders' mandate to ensure that relevant approvals are obtained and the procedures in respect of such transactions are adhered to;
- (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.

2.6 Amount Due and Owing Under Recurrent Related Party Transactions

As of the financial year ended 31 December 2024, the amount due and owing to CHGB Group by the following party which has exceeded the credit term given arising from the RRPT(s) as per Section 2.4 are as follows:

Debtors' Name	Credit Terms	Amount (RM)
CHL Logistic Sdn Bhd	60 days	72,224
PP Chin Hin Realty Sdn Bhd	60 days	53,823
AS Chin Hin Sdn Bhd	60 days	21,267
Aera Property Sdn Bhd	60 days	2,775

There were no interest and late payment charges imposed by CHGB Group on the above outstanding as the late payment charges/interest will only be determined upon settlement of the principal sum, the quantum of which will be decided/negotiated on case to case basis after considering inter-alia the following:

- (a) Length of the business relationship;
- (b) Volume of existing and potential trade; and
- (c) Other benefits to be derived from the continuous business relationships.

The management monitors and reviews the outstanding amounts regularly and follows up on the status of the cases. Appropriate actions such as discussions with the above debtors for early settlement of outstanding amounts are taken to recover the outstanding amounts. The Board of Directors had reviewed the outstanding amounts and is of the opinion there is no recoverability issue as it was part of the Group's normal business operations. As of LPD, the Company has collected RM148,899.00 from CHL Logistic Sdn Bhd, PP Chin Hin Realty Sdn Bhd, AS Chin Hin Sdn Bhd and Aera Property Sdn Bhd, respectively for the settlement of the above outstanding.

2.7 Statement by Audit Committee

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

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

The Audit Committee will review the existing procedures and processes, on an annual basis and as and when required, to ensure that the RRPT(s) are at all times carried out on commercial terms consistent with the CHGB Group's usual business practices and policies.

The Audit Committee has reviewed the procedures and processes stated in Section 2.5 above and is satisfied that the said procedures and processes are sufficient to ensure that the RRPT(s) will be carried out on commercial terms consistent with CHGB Group's usual business practices and policies and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders. Any member of the Audit Committee who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

The Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

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

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

3. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will enable the CHGB 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 CHGB Group create mutual benefits for the companies in the Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, CHGB Group has a long standing business relationship with the Related Parties. The Board of CHGB is of the view that the close co-operation and strong working relationship that exist between CHGB Group and the Related Parties have over the years enabled CHGB 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 SHAREHOLDERS' MANDATE

The Proposed 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 CHGB.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSON CONNECTED TO THEM

As at LPD, the direct and indirect interests of the Directors, Major Shareholders, Chief Executive and/or person connected to them who are interested and/or do not consider themselves independent in the RRPT(s) are as follows:

Interested Directors	Direct	%	Indirect	%
Datuk Seri Chiau Beng Teik, JP	798,929,800	22.576	1,323,080,400 ^(a)	37.388
Chiau Haw Choon	203,567,200	5.752	1,323,080,400 ^(a)	37.388
Shelly Chiau Yee Wern	11,300,000	0.319	-	-

Major Shareholders	Direct	%	Indirect	%
Datuk Seri Chiau Beng Teik, JP	798,929,800	22.576	1,323,080,400 ^(a)	37.388
Chiau Haw Choon	203,567,200	5.752	1,323,080,400 ^(a)	37.388
Divine Inventions	1,323,080,400	37.388	-	-
PP Chin Hin Realty	-	-	1,323,080,400 ^(b)	37.388

Notes:

(a) Deemed interested pursuant to Section 8 of the Act, by virtue of his shareholdings in PP Chin Hin Realty, which is the holding company of Divine Inventions, which in turn hold shares in CHGB.

(b) Deemed interested pursuant to Section 8 of the Act, by virtue of its shareholdings in Divine Inventions, which in turn hold shares in CHGB.

Accordingly, Datuk Seri Chiau Beng Teik, JP, 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 Shareholders' Mandate at Board meetings and will abstain from voting in respect of their direct and/or indirect shareholdings in CHGB at the forthcoming AGM on the resolution pertaining to the Proposed Shareholders' Mandate.

The Interested Major Shareholders, namely Datuk Seri Chiau Beng Teik, JP, Chiau Haw Choon, Divine Inventions and PP Chin Hin Realty (collectively referred to as "Interested Major Shareholders") will abstain from voting in respect of their direct and/or indirect shareholdings in CHGB at the forthcoming AGM on the resolution pertaining to the Proposed 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 Shareholders' Mandate at the forthcoming AGM.

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

6. APPROVALS REQUIRED

The Proposed 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 CHGB, save and except for the Interested Directors, having considered all aspects of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and accordingly, the Board, save and except for the Interested Directors, recommended that the shareholders of CHGB vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8. ANNUAL GENERAL MEETING

The ordinary resolution to vote on the Proposed Shareholders' Mandate is set out in the Notice of Eleventh (11th) AGM contained in the 2024 Annual Report of the Company for the financial year ended 31 December 2024, which is dispatched together with this Circular. The Eleventh (11th) AGM will be held at Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 2.00 p.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 to arrive at the Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. 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 BERHAD

YEOH CHIN HOE
Senior Independent Non-Executive Director

PART B

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



CHIN HIN GROUP BERHAD

Company Registration No. 201401021421 (1097507-W)
(Incorporated in Malaysia)

Registered Office

22-09, Menara 1MK
No. 1, Jalan Kiara, Mont Kiara
50480 Kuala Lumpur

30 April 2025

Board of Directors

Datuk Seri Chiau Beng Teik, JP	<i>(Executive Chairman)</i>
Chiau Haw Choon	<i>(Group Managing Director)</i>
Shelly Chiau Yee Wern	<i>(Executive Director)</i>
Yeoh Chin Hoe	<i>(Senior Independent Non-Executive Director)</i>
Datuk Hj Mohd Yusri Bin Md Yusof	<i>(Independent Non-Executive Director)</i>
Datuk Cheng Lai Hock	<i>(Independent Non-Executive Director)</i>
Chang Hui Yuin	<i>(Independent Non-Executive Director)</i>

To : The Shareholders of Chin Hin Group Berhad

Dear Sir/Madam,

PROPOSED SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the AGM of the Company held on 12 June 2024, the Company had obtained the approval of its shareholder 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 21 April 2025, the Board had announced that CHGB 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 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 Statement is to provide you with the relevant information about the Proposed Share Buy-Back Authority and to seek your approval on the ordinary resolution pertaining to the Proposed Share Buy-Back Authority to be tabled at the forthcoming AGM, which will be held at Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 2.00 p.m. The notice of the AGM together with the Form of Proxy is enclosed in the Annual Report of the Company for the financial year ended 31 December 2024.

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

2. DETAILS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

2.1 Proposed 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 issued share capital of CHGB stood at 3,540,327,984 ordinary shares (including the 1,500,600 CHGB Shares held as treasury shares as at LPD). Assuming no further CHGB Shares are issued, the maximum number of shares that can be purchased pursuant to the Proposed Share Buy-Back Authority is 354,032,798 CHGB Shares which would include the 1,500,600 CHGB Shares already held as treasury shares.

The Proposed 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 a general meeting,

whichever occurs first.

The Proposed 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 the retained profits of the listed company. Therefore, the maximum amount of funds to be allocated for the Proposed 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, the retained profits of CHGB are as follows:

	Retained Profits (RM'000)
Audited financial statement as at 31 December 2024	142,058

The Proposed 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, the actual number of CHGB Shares to be purchased and other relevant factors. The actual number of CHGB 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 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 CHGB Shares

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

- (i) cancel the CHGB Shares so purchased; or
- (ii) retain the CHGB Shares so purchased as treasury shares and held by the Company; or
- (iii) retain part of the CHGB 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 CHGB Shares as treasury shares, cancel the Purchased CHGB Shares, distribute the treasury shares as share dividends or resell the treasury shares on Bursa Securities will be made by the Board at the appropriate time. The distribution of treasury shares as share dividends may be applied as a reduction of the retained profits of the Company.

If such Purchased CHGB 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 CHGB 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 Price

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

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

The Proposed Share Buy-Back Authority and/or resale of the Purchased CHGB 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 CHGB Shares are made through the stockbroker(s) appointed by the Company.

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

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

- (a) The Proposed 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 Share Buy-Back Authority will also provide the Company with opportunities for potential gains if the Purchased CHGB 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 Share Buy-Back Authority may also stabilise the supply and demand of CHGB Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of CHGB 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 Share Buy-Back Authority are as follows:

- (a) The Proposed Share Buy-Back Authority, if implemented, is expected to temporarily reduce the immediate financial resources of CHGB Group.
- (b) The Proposed 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 deposits in interest bearing instruments.
- (c) The Proposed 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 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 interests of the Company and the shareholders and will be prudent with respect to the above exercise.

2.6 Public Shareholding Spread

The Proposed Share Buy-Back Authority is subject to compliance with Section 127 of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities (“Prevailing Law”) at the time of the purchase. As at LPD, the public shareholding spread of the Company was approximately 33.95%. Assuming the Proposed Share Buy-Back Authority is carried out in full, and the number of CHGB Shares held by the substantial shareholders, Directors and persons connected to the substantial shareholders and/or Directors remains unchanged and all the CHGB Shares so purchased are cancelled, the public shareholding spread of the Company would reduce to approximately 33.31%. The Board will endeavor to ensure that the Proposed Share Buy-Back Authority will be in accordance with the Prevailing Law at the time of the purchase including compliance with the twenty-five percent (25%) public shareholding spread as required by the Listing Requirements.

2.7 Implication Relating to the Code

Pursuant to the Code, a person and any parties acting in concert with him will be required to make a mandatory offer for the remaining CHGB Shares not already owned by him/her/them if his/her/their stake in the Company is increased to beyond 33.0% or if his/her/their shareholdings are between 33.0% and 50.0% and increases by another 2.0% in any six (6) months period.

However, an exemption from mandatory offer obligation may be granted by the SC under the Code subject to the parties acting in concern complying with the conditions stipulated in the Code.

The Company intends to implement the Proposed Share Buy-Back Authority in a manner that will not result in any of the shareholders having to undertake a mandatory offer pursuant to the Code. In this respect, the Board will be mindful of the requirements of the Code when implementing the Proposed Share Buy-Back Authority.

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

As at LPD, the Company held 1,500,600 treasury shares, and the Company had not purchased, cancelled and/or resold any CHGB Shares or treasury shares in the previous twelve (12) months preceding the date of this Statement.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK AUTHORITY

The implementation of the Proposed 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 CHGB Shares traded on Bursa Securities and thereby support its fundamental value;

- (ii) the EPS of CHGB 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 CHGB 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 CHGB 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 CHGB Shares held as treasury shares are resold at prices higher than the purchase price.

4. EFFECTS OF THE PROPOSED SHARE BUY-BACK AUTHORITY

The effects of the Proposed 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 Share Capital

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

Based on the Company's issued share capital as at LPD, the effect of the Proposed Share Buy-Back Authority, assuming that the Purchased CHGB Shares will be cancelled, are as follows:

	No. of Shares
Number of CHGB Shares as at LPD	3,540,327,984*
Less:- Maximum number of ordinary shares which may be purchased and cancelled pursuant to the Proposed Share Buy-Back Authority (assuming all Purchased CHGB Shares are fully cancelled)	354,032,798*
Resultant number of CHGB Shares	3,186,295,186

** Including a total of 1,500,600 CHGB Shares bought back by CHGB and retained as treasury shares as at LPD.*

However, the Proposed Share Buy-Back Authority will not affect the issued share capital of the Company if all the Purchased CHGB Shares are to be retained as treasury shares, resold or distributed to the shareholders.

4.2 NA

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

In the case where the Purchased CHGB Shares are treated as treasury shares and subsequently resold on Bursa Securities, the NA per Share of CHGB Group upon 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 CHGB Group will decrease by the cost of the treasury shares at the point of purchase.

4.3 Working Capital

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

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

4.5 Dividends

Assuming the Proposed Share Buy-Back Authority is implemented in full, the Proposed Share Buy-Back Authority will have the effect of increasing the dividend rate per ordinary share of the Company as a result of the reduction in the issued share capital of the Company.

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4.6

Directors' and Substantial Shareholders' Shareholdings

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

(a) Directors of CHGB

No.	Director	As at the LPD ^(a)			After the Proposed Share Buy-Back Authority ^(b)		
		Direct		Indirect	Direct		Indirect
		No. of Shares	%	No. of Shares	No. of Shares	%	No. of Shares
1.	Datuk Seri Chiau Beng Teik, JP	798,929,800	22.576	1,323,080,400	798,929,800	25.074	1,323,080,400
2.	Chiau Haw Choon	203,567,200	5.752	1,323,080,400	203,567,200	6.389	1,323,080,400
3.	Shelly Chiau Yee Wern	11,300,000	0.319	-	11,300,000	0.355	-
4.	Yeoh Chin Hoe	100,000	0.003	-	100,000	0.003	-
5.	Datuk Cheng Lai Hock	391,700	0.011	-	391,700	0.012	-
6.	Datuk Hj Mohd Yusri Bin Md Yusof	-	-	-	-	-	-
7.	Chang Hui Yuin	-	-	-	-	-	-

Notes:

- (a) Excluding a total of 1,500,600 CHGB Shares bought back by the Company and retained as treasury shares as at LPD.
- (b) Assuming a maximum of 354,032,798 CHGB Shares are bought back by the Company and cancelled pursuant to the Proposed Share Buy-Back Authority.
- (c) Deemed interested pursuant to Section 8 of the Act, by virtue of his shareholdings in PP Chin Hin Realty, which is the holding company of Divine Inventions, which in turn holds shares in CHGB.

(b) Substantial Shareholders of CHGB

No.	Substantial Shareholders	As at the LPD ^(a)				After the Proposed Share Buy-Back Authority ^(b)			
		Direct		Indirect		Direct		Indirect	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Divine Inventions	1,323,080,400	37.388	-	-	1,323,080,400	41.524	-	-
2.	PP Chin Hin Realty	-	-	1,323,080,400	37.388 ^(c)	-	-	1,323,080,400	41.524 ^(c)
3.	Datuk Seri Chiau Beng Teik, JP	798,929,800	22.576	1,323,080,400	37.388 ^(c)	798,929,800	25.074	1,323,080,400	41.524 ^(d)
4.	Chiau Haw Choon	203,567,200	5.752	1,323,080,400	37.388 ^(d)	203,567,200	6.389	1,323,080,400	41.524 ^(d)

Notes:

- (a) Excluding a total of 1,500,600 CHGB Shares bought back by the Company and retained as treasury shares as at LPD.
- (b) Assuming a maximum of 354,032,798 CHGB Shares are bought back by the Company and cancelled pursuant to the Proposed Share Buy-Back Authority.
- (c) Deemed interested pursuant to Section 8 of the Act, by virtue of its shareholdings in Divine Inventions, which in turn hold shares in CHGB.
- (d) Deemed interested pursuant to Section 8 of the Act, by virtue of his shareholdings in PP Chin Hin Realty, which is the holding company of Divine Inventions, which in turn holds shares in CHGB.

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5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSON CONNECTED TO THEM

Save for the proportionate increase in the percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Share Buy-Back Authority, none of the Directors, Major Shareholders and Chief Executive 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 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 CHGB 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	2.65	2.16
May	3.65	2.88
June	3.58	3.12
July	3.50	3.08
August	3.27	2.90
September	3.40	2.04
October	2.69	2.06
November	2.78	2.29
December	2.51	2.32
2025		
January	2.40	2.29
February	2.28	2.10
March	2.22	2.04

The last transacted price of CHGB Shares on 28 March 2025 was RM2.08.

8. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Share Buy-Back Authority is of the opinion that the Proposed 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 Share Buy-Back Authority to be tabled at the forthcoming AGM.

9. ANNUAL GENERAL MEETING

The ordinary resolution to vote on the Proposed Share Buy-Back Authority is set out in the Notice of Eleventh (11th) AGM contained in the 2024 Annual Report of the Company for the financial year ended 31 December 2024, which is dispatched together with this Statement. The Eleventh (11th) AGM will be at held Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur on Friday, 13 June 2025 at 2.00 p.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 to arrive at the Company's Share Registrar at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. 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.

10. FURTHER INFORMATION

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

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

YEOH CHIN HOE
Senior Independent Non-Executive Director

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Directors of CHGB who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular/Statement 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, CHGB and its subsidiaries have not entered into any material contracts (including contracts not reduced into writing), not being contracts entered into in the ordinary course of business, within the two (2) years immediately preceding the date of this Circular/Statement:

- (i) On 31 May 2023, Chin Hin Concrete Holdings Sdn Bhd, a wholly-owned subsidiary of the Company, had entered into a share sale agreement with Fivestar Salute Sdn. Bhd (“Fivestar”) for the disposal of the entire equity interest in Chin Hin Concrete (KL) Sdn. Bhd. comprising 8,500,000 ordinary shares to Fivestar for a total cash consideration of RM26,924,212.00 only. This transaction was deemed completed on the even date;
- (ii) Conditional joint development agreement dated 3 May 2023 entered between Stellar Platinum Sdn Bhd, a wholly owned subsidiary of CHGP, and Ivory Meadows Sdn. Bhd. The agreement has become unconditional on 5 January 2024 and is pending completion;
- (iii) Conditional share sale agreement dated 22 September 2023 entered between the Company and How Lian Yeong and Ong Hang Ping to acquire 6,218,200 ordinary shares in Ajiya, representing approximately 2.11% equity interest (excluding treasury shares) in Ajiya, for total cash consideration of RM9.51 million. This transaction was completed on 22 November 2023;
- (iv) Sale and purchase agreement dated 10 January 2024 (“SPA”) entered between Chin Hin Property (Penang) Sdn Bhd (“CHPP”) and Ivory Gleneary Sdn Bhd (“IGSB”) to acquire a plot of freehold land, for a total cash consideration of RM40,000,000.00. On 16 April 2025, BKG Development Sdn. Bhd. (“BKGD”) and CHPP entered into a Deed of Revocation (“Deed”) with IGSB and Ivory Utilities Sdn. Bhd. to revoke and rescind the SPA and Exclusive Right Agreement dated 10 January 2024 (which were entered into between BKGD, IUSB, and CHPP) as IGSB intends to dispose the land to another third party purchaser.
- (v) Sale and purchase agreements dated 16 January 2024 entered between Chin Hin Property (Melaka) Sdn Bhd and MDS Developments Management Sdn Bhd, Aim Development Worldwide Sdn Bhd and Aim Holdings Worldwide Sdn Bhd to acquire 6 parcels of 99 years of leasehold lands, for total cash consideration of RM41,936,800.00. This transaction was was completed on 17 May 2024;

- (vi) Conditional share sale agreements dated 5 February 2024 entered into between the Company and Teoh Hai Hin and Por Teong Eng to acquire 30,291,700 ordinary shares in Signature, representing approximately 4.77% equity interest in Signature for a total cash consideration of RM25.45 million. This transaction was completed on 29 March 2024;
- (vii) On 29 February 2024, the Company had entered into a conditional share sale agreement with CHGP for the acquisition of the entire equity interest in Chin Hin Construction Engineering Sdn Bhd comprising 2 ordinary shares from CHGP for a cash consideration of RM16,500,000.00. The agreement was deemed unconditional and completed on 27 November 2024;
- (viii) On 29 February 2024, the Company had entered into a conditional share sale agreement with CHGP for the acquisition of 95% equity interest in Kayangan Kemas Sdn Bhd comprising 9,500,000 ordinary shares from CHGP for a cash consideration of RM93,500,000.00. This transaction was deemed completed on 27 November 2024;
- (ix) On 29 February 2024, BKGD, a wholly-owned subsidiary of the CHGP, had entered into a shareholders agreement with Fiamma Holding Berhad (“FHB”) and Fiamma Properties Sdn Bhd (“FPSB”), a wholly owned subsidiary of FHB for the proposed subscription of 5,833,334 ordinary shares in FPSB by BKGD, representing 70% enlarged ordinary share capital of FPSB at an issue price of RM1.00 per share. The shareholders agreement has become unconditional on 26 February 2025;
- (x) On 29 October 2024, CHGP entered into the supplemental shareholders agreements and supplemental subscription agreements in relation to the Proposed Joint Ventures. The agreement has not been rendered unconditional and is pending completion;
- (xi) On 29 February 2024, BKGD had entered into a shareholders agreement with FHB and Fiamma Land Sdn Bhd (“FLSB”), a wholly owned subsidiary of FHB for the proposed subscription of 1,166,667 ordinary shares in FLSB, representing 70% enlarged ordinary share capital of FLSB at an issue price of RM1.00 per share. The shareholders agreement has become unconditional on 26 February 2025;
- (xii) On 24 April 2024, BKHS Capital Sdn Bhd (“BKHS”), a wholly-owned subsidiary of BKGD, which in turn is a wholly-owned subsidiary of CHGP entered into a Development Agreement with Archmill Sdn Bhd and Suasa Sentosa Sdn Bhd to appoint BKHS to implement and complete the development of all that parcel of freehold land into a residential development. This agreement is pending completion;
- (xiii) On 24 April 2024, Chin Hin Property (Segambut) Sdn Bhd (“CHPS”), a wholly-owned subsidiary of BKGD, which in turn is a wholly-owned subsidiary of CHGP has entered into a Development Agreement with New York Empire Sdn Bhd and Kar Sin Bhd to appoint CHPS to implement and complete the development of all that parcel of freehold land into a residential development. This agreement is pending completion;
- (xiv) On 29 March 2024, the Company had entered into a conditional share sale agreement with Desiran Realiti Sdn Bhd to acquire 17,200,000 ordinary shares in CHGP for a cash consideration of RM22,360,000.00. This transaction was completed on 25 June 2024;

- (xv) On 10 May 2024, the Company had entered into a loan agreement with Ajiya for the acceptance of a loan of up to RM250.0 million from Ajiya within a period of 24 months at an interest rate of 7.5% per annum, for the estimated funding requirements of Chin Hin and its subsidiaries;
- (xvi) Conditional share sale agreements dated 6 August 2024 entered into between the Company and Liew Choon Fui and Teng Bee Ling and Ho John Chan (“CSS Vendors”) to acquire 500,500 ordinary shares in Critical System Specialist Sdn Bhd (“CSS”), representing 65% equity interest in CSS for a total consideration of RM41.21 million and acquire 195,000 ordinary shares in CSS Engineering & Construction Sdn Bhd (“CEC”), representing 65% equity interest in CEC for a total consideration of RM10.30 million. (“Acquisitions”). The Acquisitions will be satisfied via a combination of cash of RM26.51 million and the remaining RM25.00 million via the allotment and issuance of 7,911,392 new ordinary shares in the Company (“Consideration Share”) at an issue price of RM3.16 per Consideration Share. This transaction is pending completion;
- (xvii) On 10 September 2024, Chin Hin Property (Stulang) Sdn. Bhd. (“CHPST”), a wholly-owned subsidiary of BKGD, which in turn is a wholly-owned subsidiary of CHGP has entered into a Joint Development Agreement (“JDA”) 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. This agreement is pending completion;
- (xviii) Conditional share sale agreement dated 24 January 2025 entered between the Company and Yeo Ann Seck to acquire 37,382,000 ordinary shares in Ajiya, representing approximately 12.68% equity interest (excluding treasury shares) in Ajiya, for a total consideration of RM54,203,900.00, which will be satisfied fully by way of cash direct business transaction. This transaction was completed on 23 April 2025; and
- (xix) On 17 April 2025, BKGD entered into a Shareholder's Agreement with Fiamma for joint development with Sinaran Urusjuta Sdn. Bhd. (“SUSB”), a wholly-owned subsidiary of Fiamma. BKGD to facilitate the joint development by subscribing the proposed 1,166,667 units of new ordinary shares to be issued by SUSB, at an issue price of RM1.00 per share. Upon the completion of the subscription of shares, BKGD will hold 70% equity interest in SUSB. The proposed joint development is pending completion.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, the Board confirmed that neither the Company nor its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or financial performance of the Group and the Board confirmed that there are no proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or financial performance of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of CHGB at the Registered Office of CHGB at 22-09, Menara 1MK, No. 1, Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur during normal office hours between Monday and Friday (except public holidays) from the date of this Circular/Statement up to and including the date of the AGM:

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

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EXTRACT OF THE NOTICE OF AGM

CHIN HIN GROUP BERHAD
Company Registration No. 201401021421 (1097507-W)
(Incorporated in Malaysia)

EXTRACT OF THE NOTICE OF ELEVENTH (11TH) ANNUAL GENERAL MEETING

10.	<p>Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")</p> <p>THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 30 April 2025 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:</p> <ul style="list-style-type: none">(i) the transactions are necessary for the day-to-day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;(ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:<ul style="list-style-type: none">(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;(b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or(c) revoked or varied by resolution passed by the shareholders in a general meeting,whichever is the earlier.(iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:<ul style="list-style-type: none">(a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or(b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,whichever is the higher;	(Ordinary Resolution 9)
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	<p>and amongst others, based on the following information:</p> <p>(a) the type of Recurrent Related Party Transactions made; and</p> <p>(b) the names of the related parties involved in each type of Recurrent Related Party Transactions made and their relationships with Chin Hin Group.</p> <p>AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.</p>	
11.	<p>Proposed Renewal of Share Buy-Back Authority for the Purchase of its Own Ordinary Shares (“Proposed Share Buy-Back Authority”)</p> <p>THAT subject to the compliance with Section 127 of the Companies Act 2016 (“the Act”) and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing issued share capital of the Company including the shares previously purchased and retained as treasury shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 30 April 2025.</p> <p>AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) and any other relevant authorities.</p> <p>AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Listing Requirements and any other relevant authorities.</p> <p>AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.</p>	(Ordinary Resolution 10)