

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

Pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Proposed New Shareholders’ Mandate for RRPT in this Circular is exempted from prior clearance by Bursa Malaysia Securities Berhad. Bursa Malaysia Securities Berhad has not perused this Circular and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED  
SHAREHOLDERS’ MANDATE FOR THE NEW RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE AND TRADING NATURE**

The ordinary resolutions in respect of the above proposal will be tabled at the upcoming Extraordinary General Meeting (“**EGM**”) of the Company. The Notice of the EGM and Proxy Form are available online at the Company’s website at [www.countryheights.com.my](http://www.countryheights.com.my)

The Proxy Form should be completed and returned in accordance with the instructions therein.

Last date and time for lodging the Proxy Form	: <b>5 February 2026</b> , at 10:30 a.m.
Date and time of the EGM	: <b>13 February 2026</b> at 10:30 a.m.
Venue of the EGM	: Hall of Fame The Mines Resort & Golf Club Jalan Kelikir, Mines Wellness City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia

This Circular is dated **29 January 2026**

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**DEFINITIONS**

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

<b>Act</b>	<ul style="list-style-type: none"><li>– The Malaysian Companies Act 2016 as amended from time to time and any re-enactment thereof</li></ul>
<b>ARMC</b>	<ul style="list-style-type: none"><li>– Audit &amp; Risk Management Committee</li></ul>
<b>Arm's Length</b>	<ul style="list-style-type: none"><li>– The price which would have been determined if such transactions are made between independent parties under the same or similar circumstances</li></ul>
<b>BGHSB</b>	<ul style="list-style-type: none"><li>– Bee Garden Holdings Sdn. Bhd. [198201009277(89001-D)]</li></ul>
<b>Board</b>	<ul style="list-style-type: none"><li>– The Board of Directors of the Company</li></ul>
<b>Bursa Securities</b>	<ul style="list-style-type: none"><li>– Bursa Malaysia Securities Berhad [200301033577 (635998-W)]</li></ul>
<b>CHHB or Company</b>	<ul style="list-style-type: none"><li>– Country Heights Holdings Berhad [198401006901(119416-K)]</li></ul>
<b>CHHB Group</b>	<ul style="list-style-type: none"><li>– CHHB and/or its subsidiaries and/or joint ventures and/or jointly-controlled entities</li></ul>
<b>Code</b>	<ul style="list-style-type: none"><li>– Malaysian Code on Take-overs and Mergers 2016</li></ul>
<b>CHISB</b>	<ul style="list-style-type: none"><li>– Country Heights International Sdn. Bhd. [199201005154(236658-D)]</li></ul>
<b>CHVSB</b>	<ul style="list-style-type: none"><li>– Country Heights Venture Sdn. Bhd. [198201007582(87340-X)]</li></ul>
<b>Directors</b>	<ul style="list-style-type: none"><li>– Directors shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of the Company (or any other company which is its subsidiary or holding company) or a Chief Executive Officer of the Company, its subsidiary or holding company</li></ul>
<b>EGM</b>	<ul style="list-style-type: none"><li>- Extraordinary General Meeting</li></ul>
<b>EPS</b>	<ul style="list-style-type: none"><li>– Earnings per share</li></ul>
<b>EVSB</b>	<ul style="list-style-type: none"><li>- Extra Value Sdn. Bhd. [199901020836 (495736-M)]</li></ul>
<b>EASB</b>	<ul style="list-style-type: none"><li>- Fresh Avenue Sdn. Bhd. [199801010356 (466484-W)]</li></ul>
<b>General Mandate</b>	<ul style="list-style-type: none"><li>– A shareholders' general mandate pursuant to Chapter 10.09 of the MMLR permitting the CHHB Group to enter into General Transactions</li></ul>
<b>General Transactions</b>	<ul style="list-style-type: none"><li>– Recurrent related party transactions of a revenue and/or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of CHHB Group</li></ul>
<b>GWHSB</b>	<ul style="list-style-type: none"><li>- Grand Wellness Hub Sdn Bhd</li></ul>
<b>Latest Practicable Date or LPD</b>	<ul style="list-style-type: none"><li>– The information in the Circular is based on the latest practicable date, i.e. <b>29 January 2026</b> before printing of the Circular</li></ul>
<b>MIECC</b>	<ul style="list-style-type: none"><li>- Mines International Exhibition Centre Sdn. Bhd. [199201012383 (243886-P)]</li></ul>
<b>MWBP</b>	<ul style="list-style-type: none"><li>- Mines Waterfront Business Park Sdn. Bhd. [199801009970 (466098-V)]</li></ul>

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**DEFINITIONS (cont'd)**

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<b>Major Shareholder</b>	<ul style="list-style-type: none"><li>– A person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares is:<ul style="list-style-type: none"><li>(a) 10% or more of the total number of voting shares in the Company; or</li><li>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</li></ul></li></ul>
	<p>For the purpose of this definition, “interests” shall have the meaning of “interests in shares” given in Section 8 of the Act</p>
<b>MMLR</b>	<ul style="list-style-type: none"><li>– Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time</li></ul>
<b>NA</b>	<ul style="list-style-type: none"><li>– Net assets attributable to ordinary equity holders of the Company</li></ul>
<b>Proposal</b>	<ul style="list-style-type: none"><li>– Proposed Shareholders’ Mandate</li></ul>
<b>Person Connected</b>	<ul style="list-style-type: none"><li>– As defined in Chapter 1 Paragraph 1.01 of the MMLR</li></ul>
<b>Proposed Shareholders’ Mandate</b>	<ul style="list-style-type: none"><li>– Proposed renewal of shareholders’ mandate for recurrent related party transaction of a revenue and/or trading nature which is necessary for the day-to-day operations of CHHB Group</li></ul>
<b>Related Party(ies)</b>	<ul style="list-style-type: none"><li>– Director(s), major shareholder(s) or person(s) connected with such Director(s) or major shareholder(s)</li></ul>
<b>RM and Sen</b>	<ul style="list-style-type: none"><li>– Ringgit Malaysia and Sen respectively</li></ul>
<b>Puan Sri Tan Bee Hong</b>	<ul style="list-style-type: none"><li>– YBhg Puan Sri Tan Bee Hong</li></ul>
<b>SC</b>	<ul style="list-style-type: none"><li>– Securities Commission Malaysia</li></ul>
<b>Share(s)</b>	<ul style="list-style-type: none"><li>– Ordinary share(s) in CHHB</li></ul>
<b>Shareholders</b>	<ul style="list-style-type: none"><li>– Shareholders of CHHB</li></ul>
<b>Substantial Shareholder</b>	<ul style="list-style-type: none"><li>– A person who has an interest in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares included in the Company. For the purpose of this definition, “interests” shall have the meaning of “interests in shares” given in Section 8 of the Act</li></ul>
<b>Tan Sri Lee Kim Yew</b>	<ul style="list-style-type: none"><li>– YBhg Tan Sri Lee Kim Tiong @ Lee Kim Yew</li></ul>

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**APPENDIX I: FURTHER INFORMATION****APPENDIX II: PROPOSED RESOLUTION ON THE PROPOSAL**



## COUNTRY HEIGHTS HOLDINGS BERHAD

[Registration No. 198401006901 (119416-K)]

(Incorporated in Malaysia)

### Registered Office:

8th Floor, Block A  
Mines Waterfront Business Park  
No. 3, Jalan Tasik  
Mines Resort City  
43300 Seri Kembangan  
Selangor Darul Ehsan  
Malaysia.

**29 January 2026**

### Board of Directors:

Admiral Tan Sri Dato' Setia Mohd Anwar Bin Mohd Nor (R) (*Non-Independent Non-Executive Chairman*)  
Ong Tee Chin (*Senior Independent Non-Executive Director*)  
Chuah Peng San (*Independent Non-Executive Director*)  
Chuah Tian Pong (*Non-Independent Non-Executive Director*)  
Xiong Wei (*Executive Director-Digital Technology*)  
Shafina Binti Syafei (*Executive Director-Group Public Relations & Marketing Communications*)  
Khavitha Devi A/P Pothuraju (*Executive Director-Legal & Compliance*)

To: The Shareholders of Country Heights Holdings Berhad

Dear Shareholders

### **PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

#### **1.0 INTRODUCTION**

The Board of Directors of Country Heights Holdings Berhad ("CHHB" or "the Company") (excluding the Interested Director or/and shareholder) wishes to provide shareholders with full, transparent and comprehensive information on the proposals to be tabled for shareholders' consideration at the forthcoming Extraordinary General Meeting ("EGM") to be held on **13 February 2026**, in order for the shareholders to give approval for the Company and/or its subsidiaries to enter into a new Recurrent Related Party Transactions.

On **29 January 2026**, the Company announced to Bursa Securities that it would seek approval from its shareholders for the Proposed Shareholders' Mandate at the forthcoming EGM of the Company.

**The purpose of this Circular is to provide you with information on the Proposal and to seek your approval for the proposed resolution to be tabled at the forthcoming EGM of the Company.**

The above approval shall, in accordance with the MMLR, lapse at the conclusion of the forthcoming AGM unless fresh approval is obtained.

The Circular is issued in compliance with the Companies Act 2016 and Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

## **2.0 PROPOSED SHAREHOLDERS' MANDATE**

CHHB is principally an investment holding company, while its subsidiaries are involved in property development, property investment, property trading, investment holding, ownership of land held for property development, provision of marketing services, letting of exhibition centre and event management, education services, management services, ownership and operation of golf courses, boat clubs and resorts, operator and management of hotels and resorts, letting of office and promotional space, provision of health programmes and timeshare membership, tour operator and leisure related services.

The Board wishes to seek approval of the shareholders of CHHB for the Proposed Shareholders' Mandate. It would enable the CHHB Group to enter into existing RRPT provided such transactions are in the ordinary course of business and undertaken at Arm's Length, on normal commercial terms of the CHHB Group which are not more favourable to the Related Parties than those generally available to the public (where applicable) and are not to the detriment of the minority shareholders. These include transactions such as those described in Section 2 of this Circular.

### **2.1 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

Pursuant to Paragraph 10.09 (2) of the MMLR, a listed issuer may seek a mandate from its shareholders for RRPT subject to the following:

- (i) 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;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the following threshold in relation to a listed issuer with an issued and paid-up capital of RM60 million and above:
  - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
  - (b) the percentage ratio of such RRPT is 1% or more;whichever is higher;
- (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. In the case of new RRPT (if any), the draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholders' mandate,
  - (a) a related party with any interest, direct or indirect ("interested related party"), must not vote on the resolution in respect of the related party transaction;
  - (b) an interested related party who is a Director or major shareholder must ensure that persons connected with him abstain from voting on the resolution in respect of the related party transaction;
  - (c) where the interested related party is a person connected with a Director or major shareholder, such person must not vote on the resolution in respect of the related party transaction; and
- (v) 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.

Where a listed issuer has procured shareholders' mandate pursuant to Paragraph 10.09 (2) of the MMLR, the provisions of Paragraph 10.08 of the MMLR will not apply.

It is anticipated that companies within CHHB Group would, in the ordinary course of business, enter into the General Transactions as stated in Section 2.2 below, the nature of which are detailed in Section 2.3 below.

In compliance with Paragraph 10.09 of the MMLR, CHHB now proposes to seek the approval of its Shareholders for the Proposed Shareholders' Mandate as set out in Section 2.3 below. Such General Transactions will be subjected to the review procedures as set out in Section 2.4 below.

If approved at the EGM, the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the aforesaid mandate shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time such approval will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of CHHB is required by law to be held pursuant to Section 340(2) of the Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (iii) revoked or varied by resolution passed by the Shareholders in general meeting;

whichever is earlier.

Approval from Shareholders will be sought for the Proposed Shareholders' Mandate at the forthcoming EGM and at each subsequent AGM of the Company, subject to satisfactory review by the ARMC of its continued application to the General Transactions.

## **2.2 THE GENERAL TRANSACTIONS**

It is anticipated that CHHB Group would, in the ordinary course of business, enter into transactions with the related parties as set out below:

### **a) Background Information**

Mines Waterfront Business Park Sdn Bhd (in liquidation) ("MWBP"), a subsidiary within the Group, had previously obtained loan facilities from Malaysia Building Society Berhad ("MBSB"). In connection with the settlement of the said loan facilities, Tan Sri Lee Kim Yew, in his personal capacity, had executed a personal guarantee in favour of MBSB.

For the purpose of the term loan taken by MWBP, two (2) properties were charged to MBSB, i.e. MWBP and Mines International Exhibition Centre ("MIECC"), collectively the ("Companies").

By way of a letter dated 22 January 2026 addressed to the Chairman of the Company, Tan Sri Lee Kim Yew, confirmed, inter alia, that he shall bear all liabilities and obligations arising from the said loan facilities as guarantor and that the Company and its subsidiaries bear no liability or responsibility whatsoever in relation thereto.

**For the avoidance of doubt, the Proposed RRPT is a separate and independent commercial arrangement and is not conditional upon, nor linked to, the settlement of the said loan facilities.**

### **b) Rationale For The Proposed RRPT**

The Board (excluding the Interested Director(s) and/or major shareholder(s)) is of the view that the Proposed RRPT is in the best interests of the Company for the following reasons:

- (i) The two (2) properties shall be fully released from charge by MBSB and returned to their respective owners;
- (ii) The major shareholder, i.e. the Guarantor volunteers to resume the liability on his personal capacity to prevent the two (2) Companies from losing their valuable assets;
- (iii) the properties are suitable and strategically located for the Group's operational and business requirements;
- (iv) the Proposed RRPT enables the Group to utilise the properties without incurring significant upfront capital expenditure;
- (v) the rental consideration is determined on normal commercial terms and is not more favourable to the Related Party than those generally available to the public; and
- (vi) the Proposed RRPT provides operational continuity and flexibility to the Group.

**c) Parties to the Proposed RRPT**

- (i) The Company and/or its subsidiaries and the Related Party; and
- (ii) Tan Sri Lee Kim Yew and/or his Special Purpose Vehicle(s) (“SPV”), vested in the Director General of Insolvency.

**d) Nature of the Proposed RRPT**

Rental and/or lease of MWBP and MIECC (lock, stock and barrel)

No.	Property	Market Value	Capacity to generate monthly income
1.	<b>MWBP</b>	RM260 million	RM900k, at a minimum rental and/or lease value of RM1.20 to RM1.50 p.s.f.
2.	<b>MIECC</b>	RM210 million	RM900k
	<b>Total</b>	<b>RM470 million</b>	<b>RM1.8million</b>

**e) Tenure of the Proposed RRPT**

Up to the tenure of six (6) years, commencing from the date of execution of the relevant tenancy and/or lease agreements; subject to early termination in accordance with the terms thereof.

**f) Rental or/and Lease Consideration**

An aggregate rental consideration of **RM1.8million** per month; in which **RM1,303,569** is payable to the Guarantor and/or his SPV through the Director General of the Malaysia Department Of Insolvency (“MDI”).

Surplus of rental and/or lease proceeds shall be returned to the Companies for their daily operational expenses purposes.

**g) Basis of Determination of Rental**

The rental consideration was determined based on prevailing market rental rates, taking into account comparable properties and/or independent valuation benchmarks, and is not more favourable to the Related Party than those generally available to the public.

**h) Approval Authority**

The final terms and conditions of the Proposed RRPT shall be determined and approved by the Board of Directors of the Company, excluding the Interested Director(s) and/or major shareholder(s).

**k) Statement On Financial Assistance**

The Board is of the view that the Proposed RRPT does not constitute financial assistance within the meaning of Paragraph 8.23 of the Main Market Listing Requirements, as the transaction involves the payment of rental and/or lease consideration for the use of properties under normal commercial terms.

**l) Financial Effects**

The Proposed RRPT is not expected to have any material adverse effect on the earnings, net assets or gearing of the Group. By transacting the rental and/or leasing arrangements, both properties charged by MBSB shall be released to their original owners, i.e. MWBP and MIECC respectively.

### 2.3 DETAILS OF THE GENERAL TRANSACTIONS

The nature of the transactions within the General Transactions, the parties to the transactions and their respective estimated value are set out below:

General Transactions	Name of Related Party	Name of Company/ Group Involved	Interested Directors and/or Major Shareholders and Person(s) Connected	2026		Variance
				Proposed	Actual	
				Estimated Value* of Transactions from the Validity Period** (RM' Million)	Transacted Value and Ending Balance as of 31.01.2026 (RM' Million)	
<b>Expenses</b>						
Rental and /or Leasing (Note 1)	MWBP, MIECC	CHHB Group	Tan Sri Lee Kim Yew, Puan Sri Tan Bee Hong, Lee Cheng Wen, Lee Thai Young Matahari, Bintang Chua Hee Boon, CHVSB, CHISB, BGHSB, EVSB, FASB (Note a)	129.6	NIL	NIL

Notes:

\* Estimated Value - The actual value may vary from the estimated value disclosed.

\*\* Validity Period refers to the validity period for the Proposed Shareholders' Mandate from the date of CHHB's forthcoming EGM to the next AGM or the relevant Extraordinary General Meeting, whichever is earlier.

**Note 1:**

Services Provider	Buyer	Type of Transaction	Proposed (RM' Million)	Actual (RM' Million)	Tenor	Annual Fees (RM' Million)	Variance
SPV, MWBP, MIECC	CHHB Group	Rental and/or Leasing of Properties	129.6	-	6 years	21.6	-
<b>Total</b>						21.6	-

**Note a:**

- (i) MWBP principle businesses are principally letting office and property development. It is under Winding Up Order since 9 May 2023.
- (ii) MIECC principle businesses principally an investment holding company, MICE Organizer and in the catering business venture. It is fully owned by Grand Wellness Hub Sdn Bhd and ultimately owned by CHHB.
- (iii) MWHB principle businesses are hotel operation and management of private healthcare memberships programme. It is a company 74% owned by CHHB, 26% owned by Mines Holdings Sdn Bhd, a 100% fully owned subsidiary of CHHB.
- (iv) Grand Wellness Hub Sdn Bhd's principle business is investment holding and it is fully owned subsidiary of CHHB.
- (v) Tan Sri Lee Kim Yew is a Major Shareholder of CHHB. He is also a Major Shareholder of MWBP and MIECC.
- (vi) Puan Sri Tan Bee Hong is a Major Shareholder of CHHB. She is also the spouse of Tan Sri Lee Kim Yew.
- (vii) Ms. Lee Cheng Wen is a Shareholder of CHHB. She is also a daughter of Tan Sri Lee Kim Yew.
- (viii) CHVSB is a Major Shareholder of CHHB. Tan Sri Lee Kim Yew and Puan Sri Tan Bee Hong are Major Shareholders of CHVSB.
- (ix) CHISB is a Shareholder of CHHB. Tan Sri Lee Kim Yew and Puan Sri Tan Bee Hong are Major shareholders of CHISB and their son, Mr. Lee Thai Young Matahari is a director of CHISB and MIECC. Bintang Lee Thai Hsin is a director in CHISB. Mr. Chua Hee Boon is a director of CHISB.
- (x) BGHSB is a Shareholder of CHHB. Puan Sri Tan Bee Hong, the spouse of Tan Sri Lee Kim Yew, is a Major Shareholder of BGHSB. Their son, Bintang Lee Thai Hsin is a shareholder of BGHSB.
- (xi) EVSB, a company involved in property development and investment is owned by Tan Sri Lee Kim Yew's family, where Mr. Lee Thai Young Matahari and Mr. Bintang Lee Thai Hsin are the major shareholders
- (xii) FASB is a subsidiary of CHISB, involved in letting and selling of properties as well as motor vehicles.
- (xiii) Mr. Chua Hee Boon is a shareholder of CHHB, secretary of CHVSB, CHISB, BGHSB, FASB, director of MWBP and director and secretary of EVSB.

## REVIEW PROCEDURES FOR THE GENERAL TRANSACTIONS

Pursuant to Paragraph 10.08(1)(c) of the Main Market Listing Requirements, the Company has established the following review procedures to ensure that the Proposed RRPT is undertaken on normal commercial terms and on terms not more favourable to the Related Party than those generally available to the public:

CHHB Group has internal control systems to ensure that the General Transactions are undertaken on an arm's length basis and on normal commercial terms consistent with the CHHB Group's usual business practices and policies, which are not more favorable to the Related Parties than those extended to third parties/public and are not to the detriment of the minority shareholders of the Company. These include transacting at the prevailing market rates/prices of the services or product providers' usual commercial terms, or otherwise in accordance with the applicable industry norms.

The procedures established by CHHB Group are as follows:

- (i) All Proposed RRPTs will be reviewed and approved by the Board of Directors, excluding the Interested Director(s) and major shareholder(s);
- (ii) the Audit Committee will review the terms of the Proposed RRPT on a periodic basis;
- (iii) An updated list of Related Parties shall be circulated to the Management from time to time for reference in ensuring that all transactions with such Related Parties are undertaken on arms' length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public.
- (iv) All operating subsidiary companies shall review the existing information systems to ensure that features are incorporated into the systems for capturing information on General Transactions at source, for instance, when purchase requisitions/orders are raised.
- (v) A register will be maintained by the Company to record all General Transactions (and the basis of the General Transactions, including the quotations obtained to support such basis, on which they are entered into) pursuant to the General Mandate. Details of all General Transactions made during the financial year shall be disclosed in the annual report in accordance with the applicable accounting standards.
- (vi) The authority limits for approval of capital expenditure which includes leasing or renting of premises/assets for a period of over one year is set. Details of the transacting parties, particularly if they are Related Parties, and terms of the transactions must be furnished in the proposals.
- (vii) The requirements for an Internal Audit team to review the internal control systems of CHHB Group so as to reasonably provide assurance to the Board and the ARMC as well as to manage the proper conduct and adherence to controls and procedures.
- (viii) Comparisons will be made against prevailing market rental rates and/or independent valuation benchmarks;
- (ix) CHHB Group's policy on purchases of CHHB Group's products and services shall not be on terms that are more favourable than those offered to the third parties/public.
- (x) The tendering procedures to ensure competitive bidding principles are observed in the procurement of goods and services. These include having sufficient number of vendors (normally not less than three) to bid with all priced bids received on sealed basis and appropriately documented and witnessed upon opening.
- (xi) The annual Internal Audit Plan shall incorporate a review of all General Transactions entered into pursuant to the General Mandate. The ARMC shall review the Internal Audit Reports to ascertain that the guidelines and procedures established to monitor the General Transactions have been complied with.
- (xii) Any Director or Major Shareholder who has an interest in any transaction shall abstain from deliberation and voting on the relevant resolution(s) in respect of the General Transactions.
- (xiii) records of the Proposed RRPT will be maintained by the Company.

## **2.5 ARMC STATEMENT**

The ARMC has seen and reviewed the procedures mentioned in Section 2.4 above and is of the view that the said procedures are sufficient to ensure that the General Transactions 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 of the Company. Any member of the ARMC who is interested in any General Transactions shall not be involved in the review of the General Transactions.

The ARMC is also of the view that CHHB Group has in place adequate procedures and processes to monitor, track and identify General Transactions in a timely and orderly manner. The ARMC has reviewed these procedures and processes annually.

## **2.6 RATIONALE FOR AND BENEFIT OF THE GENERAL TRANSACTIONS**

The General Transactions entered or to be entered into by CHHB Group with the Related Parties as disclosed in Section 2.2 and 2.3 above are all in the ordinary course of business.

They are General Transactions which are likely to occur with some degree of frequency and arise from time to time.

These transactions may be time-sensitive in nature and it may be impractical to seek Shareholders' approval on a case by case basis before entering into such related party transactions. As such, the Board is seeking a General Mandate to enter into such transactions.

The Proposed Shareholders' Mandate would also reduce substantial administrative time, inconvenience and expenses associated with the convening of a separate meeting for approval of each transaction, without compromising the corporate objectives of CHHB Group or adversely affecting the business opportunities available to CHHB Group.

Disclosure shall be made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the General Mandate during the financial year based on the following information:

- (i) the type of the recurrent transactions made; and
- (ii) the names of the related parties involved in each type of the recurrent transactions made and their relationships with the Company.

The General Transactions are mainly between CHHB Group and the Related Parties. The close commercial relationships that had been established with the Related Parties have created an effective network that the Company can draw upon to support its operational needs, deriving synergistic and operational benefits to support its operational functions. The continuous support that is extended by the Related Parties forms an integral part of the Company's corporate strategy which serves to benefit CHHB Group.

## **2.7 THRESHOLDS FOR APPROVAL**

There are no thresholds for the approval of General Transactions within CHHB Group. If it is determined that the procedures stated in Section 2.4 of this Circular are inadequate to ensure that:

- (i) the General Transactions will be conducted 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
- (ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the Shareholders,

the Company will obtain a fresh Shareholders' mandate based on new guidelines and procedures.

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

## **2.8 STATEMENT ON TRANSACTION WITH UNRELATED THIRD PARTIES**

Where practical and/or feasible, at least two (2) other contemporaneous transactions with unrelated third

parties for similar services will be used as comparison for determining the price and terms offered by/to the Related Party are fair and reasonable as compared with those offered by unrelated third parties.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item) the transaction prices will be reviewed by the Executive Directors (provided they are not party to the transactions) and based on their knowledge and experience in the particular industry to ensure that the General Transactions are not detrimental to CHHB Group.

## 2.9 INTERESTED DIRECTORS, INTERESTED MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED

The direct and indirect interest of the interested Director, interested Major Shareholders of CHHB and Persons Connected with them as at 15 January 2026 are as follows:

Interested Director	Shareholding*		Shareholding*	
	Direct Shares	%	Indirect Shares	%
Nil	-	-	-	-
<b>Interested Major Shareholders</b>				
Tan Sri Lee Kim Yew	2,678,070	0.83	81,764,021 <sup>(i)(iii)</sup>	25.35
Puan Sri Tan Bee Hong	-	-	158,060,515 <sup>(ii)(iii)</sup>	49.01
CHVSB	39,425,000	12.22	-	-
<b>Persons Connected with Interested Major Shareholders</b>				
Lee Cheng Wen <sup>(i)</sup>	3,389,831	1.05	-	-
Lee Thai Young Matahari <sup>(i)</sup>				
Bintang Lee Thai Hsin <sup>(i)</sup>				
Chua Hee Boon <sup>#</sup>	6,108,600	1.89	1,100 <sup>(ii)</sup>	0.00
CHISB	7,551,790	2.34	-	-
BGHSB	1,254,400	0.39	-	-

*Notes:*

\* Total Number of Issued Shares is 322,538,903 (Excluding Treasury Shares of 3,250,000).

# A person who is accustomed or under an obligation, to act in accordance with the directions, instructions, or wishes of a major shareholder.

(i) Deemed interested by virtue of interests in CHVSB and CHISB pursuant to Section 8(4) of the Act, and his spouse's and child's interests in CHHB pursuant to Section 59(11)(c) of the Act.

(ii) Interest of spouse by virtue of Section 59(11)(c) of the Companies Act 2016.

(iii) Deemed interested by virtue of interests in CHVSB, CHISB, MIECC and MWBP pursuant to Section 8(4) of the Act, and his/her spouse's and child's interests in CHHB pursuant to Section 59(11)(c) of the Act.

Save as disclosed above, none of the other Directors, Major Shareholders and Persons Connected with such Major Shareholders and/or Directors of CHHB, has any interest as defined in the MMLR, direct or indirect, in the Proposed Shareholders' Mandate

The Interested Director(s) and/or major shareholder(s) have declared their interests and have abstained, and will continue to abstain, from all deliberations and voting in respect of the Proposed RRPT at both the Board and shareholders' levels.

The interested Major Shareholders of CHHB and is therefore a related party under Chapter 10 of the Main Market Listing Requirements (namely Tan Sri Lee Kim Yew, Puan Sri Tan Bee Hong and

CHVSB) will abstain from voting, and have undertaken that they will ensure that Persons Connected with them abstain from voting, in respect of their direct and/or indirect shareholdings in the Company, deliberating or approving the relevant resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming EGM.

## **2.10 DIRECTORS' RECOMMENDATION**

The Directors (except for the interested Director as disclosed in Section 2.9), having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate is fair, reasonable and in the best interest of the Company. As such, the Directors recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM, and accordingly recommends that shareholders vote in favour of the Ordinary Resolution to be tabled at the EGM.

## **3.0 EGM**

The EGM notice, will be held at the Hall of Fame, The Mines Resort & Golf Club, Jalan Kelikir, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on **Friday, 13 February 2026 at 10:30 a.m.**, for the purpose of considering and, if thought fit, passing the proposed resolution on the Ordinary Businesses and the Special Businesses of the EGM which include the proposed resolution on the Proposed Shareholders' Mandate, an extract of which is enclosed in this Circular.

Shareholders who are unable to attend and who appoint proxy(ies) to attend and vote at the EGM, must ensure that the duly completed Proxy Form and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the "Proxy Authorisation Documents") for the EGM shall be deposited or submitted in the following manner not less than 48 hours before the time fixed for the EGM or any adjournment thereof. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of its attorney.

(i) In hard copy form

Either by hand or post to the Company's Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia (Tel: +603-6201 1120); or

(ii) By electronic means via email

By electronic mail (email) to ShareWorks Sdn. Bhd.'s email address at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) or [comsec@countryheights.com.my](mailto:comsec@countryheights.com.my)

## **4.0 FURTHER INFORMATION**

Shareholders are requested to refer to Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board of  
**COUNTRY HEIGHTS HOLDINGS BERHAD**

**ONG TEE CHIN**  
Senior Independent Non-Executive Director

**FURTHER INFORMATION****1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board, and the Directors collectively and individually accept full responsibility for the accuracy of the information given 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.

**2. MATERIAL CONTRACTS**

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by CHHB and/or its subsidiaries within two (2) years immediately preceding the LPD of this Circular:

**3. MATERIAL LITIGATIONS**

Saved as disclosed below, neither CHHB nor its subsidiaries up till the LPD are engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board is not aware of any proceedings, pending or threatened, against CHHB or its subsidiaries or of any facts likely to give rise to any proceedings which might materially affect the position or business of CHHB or its subsidiaries:

**(i) ARBITRATION BETWEEN COUNTRY HEIGHTS HOLDINGS BERHAD (CLAIMANT) AND LAND CUSTODY DEVELOPMENT AUTHORITY (LCDA) (RESPONDENT)**

A Joint Venture Agreement (JVA) was entered into between LCDA and CHHB on 20 September 1994 for the development of the Project Land into a hill resort with tourism related infrastructure, recreational and leisure facilities and horticulture. Pursuant to the JVA, a JV company known as Borneo Heights Sdn. Bhd. (BHSB) was incorporated.

The dispute arose in June 2020 when LCDA issued a letter making various allegations as to the management of the project by CHHB. LCDA intended to carry out a due diligence exercise and discover documents. On November 2020, LCDA purportedly gave the notice to terminate the JVA and required CHHB to sell its shares in BHSB to LCDA.

Pursuant to Clause 22 of the JVA, the disputes arising out of or in relation to the JVA in particular the termination of the JVA was referred to arbitration. The Notice of Arbitration was issued on 20 May 2021. The issuance of the Notice of Arbitration signifies the commencement of the arbitration process. On 26 July 2021, the Asian International Arbitration Centre (AIAC) appointed Mr. Nandakumar Ponniya as the sole arbitrator for the arbitration. The parties have produced documents to be used in the arbitration. The arbitration hearing is now scheduled to take place between 22 October 2025 to 25 October 2025 and 27 October 2025 to 1 November 2025 will be held in Singapore.

The quantum of claim or counterclaim cannot be reliably determined at this stage pending the arbitration hearing. The Board, in consultation with the Company's solicitors, is of the opinion that CHHB has a reasonable prospect of success in the arbitration and that the matter is not expected to have any material financial impact on the Group.

**(ii) FEDERAL COURT LEAVE APPLICATION NO.: 08(i)-326-07/2022(B); COURT OF APPEAL CIVIL APPEAL NO.: B-02(IM)(NCC)-1133-06/2021 SHAH ALAM ORIGINATING SUMMONS NO.: BA-24NCC-137-12/2020 BETWEEN CHHB (PLAINTIFF) AND MONALIZA BINTI ZAIDEL, DATU HAJI SUDARSONO BIN OSMAN & BHSB (DEFENDANTS)**

This suit is amongst other is for declaration and injunction against 2 directors of Borneo Heights Sdn. Bhd. (BHSB). The Directors from Land Custody Development Authority (LCDA) issued a

letter to the Directors from Country Heights Holdings Berhad (CHHB) to challenge the appointment of 3 other Directors nominated by CHHB. On 18 December 2020, the Defendants issued a notice to requisition for a special meeting of the Board of Directors on 28 December 2020. This notice was only issued to 2 out of the 5 directors nominated by CHHB and had disregarded the 3 new directors nominated/appointed by CHHB. The Defendants proceed to convene the meeting on 25 January 2021 despite notice and demand given by CHHB for the Defendants not to proceed with the meeting.

It was for this reason that CHHB felt compelled to move the Court for an injunction to prevent the meeting from taking place and further for a declaration that the 3 Directors nominated by CHHB have been validly appointed.

On 23 December 2020, CHHB filed Originating Summons and CHHB's application for Interim Injunction, for, among others, an injunction to restrain the Defendants from proceeding with a board of directors meeting purportedly scheduled on 28 December 2020. The meeting scheduled for 28 December 2020 did not happen. The Defendants proceed to convene the meeting on 25 January 2021 despite notice and demand given by CHHB for the Defendants not to proceed with the meeting. CHHB has further filed an application for leave to commence committal proceedings against the Defendants.

The 1<sup>st</sup> and 2<sup>nd</sup> Defendants (Monaliza and Datu Sudarsono) filed an application to strike out the Originating Summons and CHHB's application for the injunction. On 4 May 2021, the High Court allowed their application to strike out the Originating Summons. On 28 May 2021, CHHB appealed to the Court of Appeal against the decision made by the High Court. CHHB's appeal was allowed on 16 June 2022 and the Court of Appeal directed for the matter to be referred back to the High Court. The 1<sup>st</sup> and 2<sup>nd</sup> Defendants filed a Notice of Motion for leave to appeal to Federal Court and the same was dismissed on 5 October 2022.

The 1<sup>st</sup> and 2<sup>nd</sup> Defendants thereafter filed a stay of the proceedings in High Court pending the determination of the arbitration mentioned at item (A) above and the same was allowed by the High Court pursuant to parties' consent on 31 March 2023. During the case management session on 3 October 2024, 4 December 2024, 19 December 2024 and 18 February 2025, The solicitors have updated the High Court on the status of the ongoing arbitration. The next case management is scheduled on 5 November 2025 for CHHB to again update the court on the status of the above arbitration proceedings.

This action concerns declaratory and injunctive reliefs and does not involve monetary exposure. The Board, in consultation with solicitors, is of the view that CHHB's position is well-founded and that the proceedings will not have any material financial impact on the Group.

(iii) **SHAH ALAM HIGH COURT WRIT SUMMON NO. BA-22M-205-08/2023 BETWEEN MBSB BANK BERHAD (PLAINTIFF) AND COUNTRY HEIGHTS HOLDINGS BERHAD (CHHB) (DEFENDANT)**

The action is brought by Plaintiff arising from the default in payment of the Islamic Term Financing Facility of RM82,700,000 and the Islamic Bridging Financing Facility up to limit of RM17,300,000 obtained by Mines Waterfront Business Park Sdn Bhd ("MWBP") from MBSB Bank Berhad in 2014 with the Defendant being a Corporate Guarantor. The Writ Summons and Statement of Claim were served on 21 August 2023.

The Defendant filed the Statement of Defence on 12 October 2023. The Plaintiff filed an application for Summary Judgment on 8 November 2023. The Defendant has engaged solicitors to act on this matter.

The Plaintiff's application for Summary Judgment was fixed on 31 July 2024 at Shah Alam High Court. Solicitors for the Defendant had attended the Hearing and orally submitted the Defendant's arguments before the Judicial Commissioner, YA Dato' Raja Rozela binti Raja Toran.

After hearing parties, the learned Judicial Commissioner had fixed 11 October 2024 for Decision in regards to the Plaintiff's Summary Judgment Application. The decision date had previously been postponed to 6 December 2024 and rescheduled to 26 November 2024.

On 26 November 2024, the High Court has allowed the Plaintiff's Summary Judgment (Enclosure

9) with costs of RM10,000.00 subject to allocatur. The orders granted by the Court are as per the Plaintiff's Notice of Application (Enclosure 9).

On 24 December 2024, the Defendant filed an appeal to the Court of Appeal against the Decision of the High Court in allowing the Plaintiff's Summary Judgment. During the last case management, The Court have instructed Parties to file the Submissions on 16 December 2025 and to file Submission in Reply by 29 December 2025 with Case Management fixed on 6 January 2025 and Hearing of Appeal fixed on 13 January 2026.

The total exposure to CHHB as corporate guarantor amounts to RM100,000,000.00 comprising the principal facilities of RM82.7 million and RM17.3 million, inclusive of accrued interest and costs. The Board, after consulting solicitors, believes that CHHB has reasonable grounds for its appeal and that any adverse outcome, if any, will not significantly affect the Group's financial position as appropriate provisions have been recognised.

(iv)

**SHAH ALAM HIGH COURT, ORIGINATING SUMMON NO BA-24MFC-1362-11/2023 BETWEEN MBSB BANK BERHAD (PLAINTIFF) AND MINES INTERNATIONAL EXHIBITION CENTRE SDN BHD ("MIEC") (DEFENDANT)**

The action is brought by the Plaintiff pursuant to the provisions of the National Land Code 1965, for an Order for Sale of the land held under Pajakan Negeri 30898, Lot 1586, Pekan Baru Sungai Besi, Daerah Petaling, Selangor ("Property") which has been charged to the Plaintiff by the Defendant via third party charge through Charge Presentation No: 51388/2015 which was registered on 21 May 2015 ("Charge"). The Plaintiff is seeking for an Order for Sale of the said Property by way of public auction.

The action was brought for the amount due and owing by the Defendant under the Charge Documents, based on the computation of the interest accrued, ta'widh, ibra', partial payment which has been received by the Plaintiff and other related costs which is payable to the Plaintiff in accordance to the terms of the Charge.

Based on the Statement of Account issued by the Plaintiff, as of 1 August 2023, the amount due and owing to the Plaintiff is RM89,673,782.57. The Sealed Originating Summons and Affidavit in Support were served on 28 November 2023.

The Defendant's solicitors had filed the Affidavit in Reply, Written Submission and Written Submission in Reply to oppose the Plaintiff's Originating Summons.

The Hearing for this matter was fixed on 31 July 2024. Solicitors for the Defendant had attended the Hearing and orally submitted the Defendant's arguments before the Judicial Commissioner, YA Dato' Raja Rozela binti Raja Toran.

After hearing parties, the learned Judicial Commissioner had fixed 11 October 2024 for Decision in regards to the Plaintiff's Originating Summons. The decision date had previously been postponed to 6 December 2024 and rescheduled to 26 November 2024.

On 26 November 2024, the High Court has allowed the Plaintiff's application for Order for Sale (Enclosure 1) with costs of RM5,000.00. The orders granted by the Court are as per the Plaintiff's originating summons save and except that the total outstanding sum in paragraph 3 of the originating summons is RM108,553,351.83.

On 24 December 2024, the Defendant filed an appeal to the Court of Appeal against the Decision of the High Court in allowing the Plaintiff's application for Order for Sale. During the last case management, the Court have instructed Parties to file the Submissions on 16 December 2025 and to file Submission in Reply by 29 December 2025 with Case Management fixed on 6 January 2025 and Hearing of Appeal fixed on 13 January 2026.

The total amount claimed by the Plaintiff stands at RM108,553,351.83, representing the outstanding amount under the charge, inclusive of accrued interest and costs. Based on the advice of solicitors, CHHB is of the view that MIEC has filed an appeal and is taking necessary legal steps; the case is not expected to have a material impact on the Group pending the appellate court's determination.

(v) **SHAH ALAM HIGH COURT, ORIGINATING SUMMON NO BA-24MFC-400-05/2024  
BETWEEN MBSB BANK BERHAD (PLAINTIFF) AND MINES WATERFRONT  
BUSINESS PARK SDN BHD (“MWBP”) (DEFENDANT) WITH COUNTRY HEIGHTS  
HOLDINGS BERHAD (“CHHB”) AS (PROPOSED INTERVENERS)**

The Company has received the following documents and cause papers on 24th May 2024 from Messrs Hisham, Sobri & Kadir, a seal copy of Originating Summon dated 16 May 2024, Plaintiff Affidavits in Support, both dated 16 May 2024.

The case was fixed for first hearing on 26 June 2024 before Senior Assistant Registrar of Shah Alam High Court. The solicitors had attended the first Hearing to inform the court of the Defendant's status as a company in liquidation.

The matter is now fixed for Hearing as the Court has scheduled Hearing of the Intervener Applications' under Enclosure No 12 and No 13 along with the Order for Sale under Enclosure No 1 are fixed to be heard on 3 June 2025 was vacated to 3 November 2025 on Hearing/Decison of Enclosure No 1, Enclosure No 12, Enclosure No 13 and Enclosure No 24

There is no direct financial exposure to CHHB at this stage as CHHB is an intervener and not a defendant. The solicitors have advised that CHHB's intervention application is procedural and not expected to result in any material adverse financial consequences to the Group.

(vi) **SHAH ALAM HIGH COURT, POST WINDING UP CASE SUMMON NO BA-28PW-260-09/2024[SHAH ALAM HIGH COURT SUMMON NO:BA-28NCC-51-02/2023]  
BETWEEN GRAND WELLNESS HUB SDN BHD (“GWHSB”) (APPLICANT) ON  
AMY SIEW PITT WEN, NAY BAY BEE (PETITIONERS) AND MINES  
WATERFRONT BUSINESS PARK SDN BHD (“MWBP”) (RESPONDENT)**

The Court had appointed joint liquidators, Mr Andrew Heng and Mr.Kumarakuru a/l Jai Prakash Krishnan of Baker Tilly Insolvency PLT on 6 September 2024. On 3 October 2024, GWHSB being the Contributory of MWBP have filed an application for the Stay of the Winding Up Order of MWBP ("Stay Application"). The solicitors for the Contributory have filed the Stay Application citing that GWHSB has taken active measures to settle the admitted Proof of Debts ("POD") that were filed against MWBP.

During the case management on 25 November 2024 High Court Judge of Shah Alam ,the HC Judge had, upon hearing the submissions of both parties' solicitors, granted an Ad-Interim Order in favour of GWHSB for the Joint Liquidators to cease to continue to act, conduct and/or carry on any or all further acts in furtherance of and pursuant to the powers conferred under Section 486 of the Companies Act 2016 for a period of 60 days effective from 25 November 2024. The HC Judge further ordered that the Joint Liquidators are to furnish a complete list of PODs filed and admitted by the Official Receiver at Jabatan Insolvensi Malaysia. The Court has fixed a hearing date on 20 January 2025 to hear the Stay Application (Enclosure 1) and the Ad Interim Stay application (Enclosure 9). In addition, the Court have given a case management date on 3 December 2024 before the Registrar for provide further directions on the Intervener Application filed by third party creditors of MWBP against the Stay Application.

The hearing scheduled for 20 January 2025, to hear both the Stay Application (Enclosure 1) and the Ad Interim Stay Application (Enclosure 9) was rescheduled by the Court to 12 March 2025. On 23 January 2025, Respondent filed application to extend the ad-interim stay order dated 25 November 2024.

On 31 January, 2025, a case management was held for the application to extend the ad-interim order dated 25 November 2024 (Enclosure 20).The hearing for the extension of the ad-interim order (Enclosure 20) was heard on 28 February 2025 whereby the Court dismissed the extension of Enclosure No 20. On 25 March 2025, the High Court allowed the Interveners Application to intervene the proceedings on grounds to allow them to be named as creditors of MWBP. The High Court have fixed for Hearing on 12 August 2025 before Judicial Commissioner, YA Dato' Raja Rozela binti Raja Toran in Shah Alam High Court vacating the previous Hearing date on 24 April 2025. Concurrently, the Solicitors had filed an Appeal on the Interveners Application with the Case Management fixed on 23 July 2025. The previous Hearing on 12 August 2025 has now been vacated to 3 February 2026 for Enclosure No 1.

This case has no direct monetary claim against CHHB. The exposure relates to the status of subsidiary MWBP under winding-up. The Board is advised that settlement discussions and stay applications are ongoing, and no material adverse impact is anticipated on CHHB or its consolidated financial position.

(vii) **SHAH ALAM HIGH COURT, WINDING UP PETITION NO BA-28NCC-548-09/2024  
LEAN XING CONSTRUCTION SDN BHD (PETITIONER) AND COUNTRY  
HEIGHTS SMART LIVING SDN BHD (“CHSL”) (RESPONDENT)**

On 12 September 2024, CHSL was served with winding up petition by the Petitioner with Winding Up Petition and Affidavit Verifying Petition both dated 5 September 2024 arises due to the unsuccessful efforts of CHSL to settle the sum of RM 3,115,198.38 inclusive of interest arises pursuant to an Adjudication Order dated 10 June 2024 obtained by the Petitioner against CHSL under the Construction Industry Payment and Adjudication Act 2012 (“CIPAA”). The Petitioner was engaged by CHSL for building construction contract in the year 2016 for the building works of 458 plus 90 housing units of the building site in Kubang Pasu, Kedah. The Respondents have taken steps in applying for Striking Out application on the grounds that the CIPAA award dated 10 June 2024 contravened the provisions under the Construction Industry Payment and Adjudication Act 2012 (“CIPAA”) and the issue of *locus standi* of the Petitioner. The Court adjourned the Hearing date of 28 April 2025 as parties were in discussion for settlement. A Case Management was fixed on 19 May 2025 to update the High Court with the status of settlement since no settlement was reached, the Court now has fixed for Hearing on the 3 July 2025 for all enclosures before Judicial Commissioner, YA Dato' Raja Rozela binti Raja Toran in Shah Alam High Court. The date of Hearing on 3 July 2025 was vacated to 6 October 2025.

The petitioner's claim amounts to RM3,115,198.38, inclusive of interest and costs. The solicitors have advised that CHSL is taking steps to resolve the matter amicably; the Board is of the view that the outcome is unlikely to have any significant financial effect on the Group.

(x) **SHAH ALAM HIGH COURT, WINDING UP PETITION NO BA-28NCC-438-06/2025,  
KERAJAAN MALAYSIA (LEMBAGA HASIL DALAM NEGERI) (PETITIONER) AND  
COUNTRY HEIGHTS COMMERCIAL DEVELOPMENT (“CHSD”) (RESPONDENT)**

On 24 July 2025, CHSD was served with the Winding Up Petition and Affidavit Affirming Petition both dated 23 June 2025 and 25 June 2025 arises from tax arrears, interest and cost that sums to RM 312,560.63 that was awarded in the case of BB-A51NCVC-14-03/2023 dated 16 May 2023. The Hearing is schedule on 29 September 2025.

The claim relates to outstanding tax arrears, interest, and costs totalling RM312,560.63. The solicitors have advised that the Company is in the process of settling the outstanding tax amount; accordingly, no material impact is expected on the Group's financial position.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company following the publication of this Circular during normal office hours from Mondays to Fridays (except public holidays) up to and including the date of the EGM:

- (a) Constitution of CHHB;
- (b) Audited financial statements of the CHHB Group for the past two (2) financial years ended 31 December 2023 and 30 June 2025 and the latest unaudited results since the last audited financial statements; and
- (c) Relevant cause papers in respect of material litigation referred to in Section 3 above.

**PROPOSED RESOLUTION ON THE PROPOSAL**

**EXTRACT OF THE NOTICE OF EXTRAORDINARY GENERAL MEETING**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution:

**ORDINARY RESOLUTION 1 : PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND TRADING NATURE**

**PROPOSED RECURRENT RELATED PARTY TRANSACTION INVOLVING RENTAL AND/OR LEASE OF PROPERTIES**

**“THAT** subject to the Companies Act 2016 (“**Act**”), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiaries and/or joint ventures and/or jointly-controlled entities (“**CHHB Group**”) to enter into all arrangements and/or transactions involving the interests of major shareholders, Directors or persons connected with major shareholders and/or Directors of the CHHB Group (“**Related Parties**”) including those as set out in **Paragraph 2.2 and 2.3** of the Company’s Circular to Shareholders dated **29 January 2026** provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and are not, in the Company’s opinion, to the detriment of the minority shareholders (“**Shareholders’ Mandate**”).

**THAT** subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be, and is hereby given to the Company and/or its subsidiaries to enter into rental and/or lease arrangements with the Relevant Party for the use of Mines Waterfront Business Park (“**MWBP**”) and Mines International Exhibition Centre Sdn Bhd (“**MIECC**”), (collectively, the “**Companies**”) for a tenure of up to six (6) years, an aggregate rental and/or lease consideration of up to **RM1.8million per month**, in which a sum of **RM1,303,569** per month shall be made payable to the Guarantor and/or his Special Purpose Vehicle (“**SPV**”) through the Director General of the Malaysia Department of Insolvency (“**MDI**”), and any surplus arising from the rental and/or lease payment shall be returned to the Companies, on terms and conditions to be finalised by the Board, provided that such rental and/or lease arrangement is undertaken on normal commercial terms and is not more favourable to the Related Party than those generally available to the public.

**THAT** the Board (excluding the interested major shareholder(s) and/or director(s), if any), be and is hereby authorised to do all such acts, deeds and things and to execute all such documents as may be necessary to give full effect to the proposed rental arrangement.

**AND THAT** the interested major shareholder(s) and/or director(s) shall abstain from deliberation and voting in respect of this resolution at both the Board and shareholders’ levels.

**AND THAT** the proposed rental arrangement shall not be construed as financial assistance pursuant to Paragraph 8.23 of the Main Market Listing Requirements.

**THAT** such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law 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
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

The **Ordinary Resolution 1** is described under the **Explanatory Note 4** and a circular accompanying this Notice of EGM.

**THAT** the Board of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

**(ORDINARY RESOLUTION 1)**

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