

KUCHAI DEVELOPMENT BERHAD (7573-V)
(Incorporated in Malaysia)

MINUTES OF THE FORTY-EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THISTLE JOHOR BAHRU HOTEL, RAFFLESIA AND JASMINE (LG FLOOR), JALAN SUNGAI CHAT, 80720 JOHOR BAHRU, JOHOR, MALAYSIA ON TUESDAY, 29 NOVEMBER 2016 AT 9.00 AM.

PRESENT: Mr. Lee Soo Hoon - Chairman
and as per attendance list

Agm2016/1 CHAIRMAN

Mr. Lee Soo Hoon took the Chair and welcomed all Members present at the Meeting.

Agm2016/2 QUORUM

The requisite quorum being present in accordance with Article 63 of the Company's Articles of Association, the Chairman declared the Meeting duly convened.

Agm2016/3 PROXY

The Chairman requested the Secretary to read out the proxies received by the Company within the prescribed period. The Secretary informed that she received twelve proxy forms representing 64,122,032 ordinary shares or equivalent to 52% in the capital of the Company within the prescribed period.

Agm2016/4 NOTICE

The Chairman informed the members present that the Notice convening the Forty-Eighth Annual General Meeting ("AGM") had been previously circulated to all Members within the prescribed period.

He sought the Members' consent to take the Notice convening the Forty-Eighth AGM as read. There being no objection, the Chairman declared that the Notice convening the Forty-Eighth AGM dated 27 October 2016 be taken as read.

Agm2016/5 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Chairman proceeded with the first item of the agenda, which was "To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon."

He informed the members present that the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors thereon had been circulated to all members within the prescribed period, a

copy of which was tabled at the Meeting pursuant to Section 169 of the Companies Act, 1965. Thereafter, the Chairman invited questions from the floor.

Mr. Loh Ah Ti @ Loh Seng Hock posted the following questions to the Board:-

Mr. Loh Ah Ti @ Loh Seng Hock	
1. What does the impairment loss on goodwill in Associate of RM15.08 million refer to?	The partner of Ernst & Young explained it referred to the impairment in goodwill of the Company's Associate Sungei Bagan Company (Malaya) Berhad. Due to the devaluation of Malaysian Ringgit against Singapore Dollar, the Economic Entity's share of the Net Tangible Assets in its associate was below its carrying value. As such, the goodwill on acquisition was impaired, and an impairment loss was recognized in the Profit and Loss.
2. What are possible opportunities for the Semenyih land?	Mr Cheong Mun Hong explained that the land is close to town, with residential and industrial developments nearby. In recent years, the town has seen increasing developments. The Board is considering options and opportunities for the land.
3. Did the investment at fair value through profit or loss include only Great Eastern Holding Limited's shares?	Miss Corinna Foo explained that out the total investment at fair value through profit or loss, 88% consisted of the Great Eastern Holding Limited and 7% in British And Malayan Trustees Limited.

There were no further questions raised from the shareholders. The Audited Financial Statements for the year ended 30 June 2016 was received by the shareholders.

The Chairman proceeded to the next item of the agenda.

The Chairman informed shareholders on the floor that the remaining agendas would require voting by shareholders. This was in view of the recent amendments to Chapter 9, Paragraph 9.19(7) of the Main Market Listing Requirements which requires any resolution set out in the notice of a general meeting to be voted by poll effective 1 July 2016. To be in line with the forthcoming amendment, the voting of all agendas of today's meeting would be carried out by way of poll at the end of all the motions of today's meeting, so as to save administrative time. The results of the poll would be announced after a short break at the end of the questions and answers sessions of all the agendas.

Agm2016/6 FIRST AND FINAL DIVIDEND

The Chairman proceeded with the second item of the agenda, i.e. “To approve the payment of the First and final tax exempt (single tier) dividend of 0.2% amounting to RM123,747 for the financial year ended 30 June 2016.”

The motion was duly proposed by Mr. Samuel F. Colflesh, and seconded by Miss Wong Mui Joan Rina. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Agm2016/7 BONUS DIVIDEND

The Chairman proceeded with the third item of the agenda, i.e. “To approve the payment of tax exempt single tier Bonus Dividend of 1.5% amounting to RM928,105 for the financial year ended 30 June 2016.”

The motion was duly proposed by Mr. Ho Kok Kiang, and seconded by Miss Wong Mui Joan Rina. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Agm2016/8 DIRECTORS’ FEES

The Chairman proceeded with the next item of the agenda, i.e. “To approve the payment of Directors’ fees of RM360,000 for the financial year ending 30 June 2017.”

The motion was duly proposed by Mr. Samuel F. Colflesh, and seconded by Ms. Ramani A/P Vanoogopal. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Agm2016/9 RE-ELECTION OF DIRECTORS

The Chairman informed the Members present that the next item on agenda was to re-elect Directors in accordance with the Company’s Articles of Association.

In accordance with the Company’s Articles of Association, Mr. Tay Beng Chai and Mr. Chew Khat Khiam Albert shall retire from the Board at the Meeting pursuant to Article 84 and Article 89 respectively and being eligible, have offered themselves for re-election to the Board.

The Chairman proceeded with the Meeting for the motion to re-elect Mr. Tay Beng Chai to the Board. The motion was duly proposed by Mr. Samuel F. Colflesh, and seconded by Ms. Ramani A/P Vanoogopal. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company’s Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

The Chairman put to the Meeting the motion to re-elect Mr. Chew Khat Khiam Albert to the Board. The motion was duly proposed by Mr. Lee Chung-Shih Justin, and seconded by Miss Wong Mui Joan Rina. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Agm2016/10 RE-APPOINTMENT OF DIRECTOR

The Chairman informed the Members present that the next item involving his re-appointment was under Section 129(6) of the Companies Act, 1965. Mr. Ho Ko Kiang proposed and seconded by Ms Wong Mui Joan, Rina. The Chairman proposed to the floor in passing the Chair of this agenda to Mr. Tay Beng Chai so as to proceed with the Resolution 6.

Mr. Tay Beng Chai, the Chairman for Resolution 6, proceeded with the next agenda item to "To re-appoint Mr. Lee Soo Hoon pursuant to Section 129(6) of the Companies Act, 1965 as Director of the Company to hold office until the conclusion of the next Annual General Meeting.". He also made known that this agenda has to be passed by a majority of not less than three-fourths of members of the Company as being entitled to vote in person or by proxy present in today's meeting. He invited questions on this motion from the shareholders present.

The motion was duly proposed by Mr. Samuel F. Colflesh, and seconded by Ms. Ramani A/P Vanoogopal. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Mr. Tay Beng Chai, the Chairman for Resolution 6, passed the Chair back to Mr. Lee Soo Hoon to continue the meeting on the remaining agendas.

Agm2016/11 RE-APPOINTMENT OF AUDITORS

The Chairman informed the Members present that the retiring auditors, Messrs Ernst & Young have indicated their willingness to continue in office.

The motion was duly proposed by Mr. Samuel F. Colflesh, and seconded by Ms. Ramani A/P Vanoogopal. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

**Agm2016/12 SPECIAL BUSINESS
ORDINARY RESOLUTION 1
CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT
DIRECTOR**

The Chairman, Mr. Lee Soo Hoon moved to the next motion for the day's meeting, which pertained to the continuation of his office as Independent Director of the Company. Being the interested Director for Resolution 8, he proposed to

the shareholders on the floor to pass the Chair to Mr. Tay Beng Chai to proceed with the Meeting on this resolution.

On the proposal of this motion by Mr Ho Ko Kiang, and seconded by Ms Wong Mui Joan, Rina, this agenda was chaired by Mr. Tay Beng Chai.

Mr. Tay Beng Chai, the Chairman for Resolution 8, informed shareholders present that Resolution 8 was tabled in compliance with the Malaysian Code on Corporate Governance 2012 as Mr. Lee Soo Hoon has served the Company for more than nine years. Justification to retain his service had been included in the Annual Report 2016 and relevant procedures had been adhered to accordingly. The Chairman for Resolution 8 invited shareholders to raise any questions on the motion.

Since there were no questions raised, the Chairman for Resolution 8 proceeded to demand a voting by poll for this motion in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Mr. Tay Beng Chai, the Chairman for Resolution 8, then passed the Chair back to Mr. Lee Soo Hoon to continue the meeting.

**Agm2016/13 ORDINARY RESOLUTION 2
AUTHORITY TO ALLOT SHARES – SECTION 132D**

The Chairman proceeded to the following Resolution 9 in relation to the authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 for shareholders approval:-

“**THAT** pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issue pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

The motion was duly proposed by Mr Samuel F. Colflesh, and seconded by Ms Wong Mui Joan Rina. The Chairman demanded a poll for this motion in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

**Agm2016/14 (i) ORDINARY RESOLUTION 3
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE FOR KUCHAI**

DEVELOPMENT BERHAD AND GROUP'S DAY-TO-DAY OPERATIONS ENTERED INTO WITH ICE COLD BEER PTE. LTD. PURSUANT TO PARAGRAPH 10.09 OF THE LISTING REQUIREMENTS OF THE BURSA MALAYSIA SECURITIES BERHAD

- (ii) **ORDINARY RESOLUTION 4
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR KUCHAI DEVELOPMENT BERHAD AND GROUP'S DAY-TO-DAY OPERATIONS ENTERED INTO WITH THE NYALAS RUBBER ESTATES LIMITED, PURSUANT TO PARAGRAPH 10.09 OF THE BURSA MALAYSIA MAIN MARKET LISTING REQUIREMENTS**

The Chairman, Mr. Lee Soo Hoon proceeded with the Resolution 10 and Resolution 11 in respect of the proposed renewal of shareholders' mandate for recurrent related party transactions ("Proposed Renewal of Shareholders' Mandate").

The motion was duly proposed by Ms. Wong Mui Joan Rina, and seconded by Ms. Ramani A/P Vanoogopal. The Chairman demanded a poll for Resolution 10 in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

The motion was duly proposed by Ms. Ramani A/P Vanoogopal, and seconded by Mr. Ho Kok Kiang. The Chairman demanded a poll for Resolution 11 in accordance with Article 68 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

With regards to all of the day's agenda, the Chairman informed all members present that the polling would be conducted simultaneously. He also made known that the representatives of Symphony Share Registrar Sdn. Bhd. were appointed by the Company as the Poll Administrator for the polling and Messrs Deloitte was appointed as Independent Scrutineers. Members were informed of the relevant procedures to complete the polling papers.

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After a short break, the results of the polling were handed to the Chairman. The meeting resumed, and the results of the polling were as follows:-

Resolution No.	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
1.	63,936,959	100.00	0	0.00
2.	63,936,959	100.00	0	0.00
3.	63,936,959	100.00	0	0.00
4.	63,936,959	100.00	0	0.00
5.	63,936,959	100.00	0	0.00
6.	63,936,959	100.00	0	0.00
7.	63,936,959	100.00	0	0.00
8.	63,936,959	100.00	0	0.00
9.	5,865,866	100.00	0	0.00
10.	5,865,866	100.00	0	0.00
11.	5,865,866	100.00	0	0.00

The Chairman of the meeting, Mr. Lee Soo Hoon, declared that Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 as set out in today's agendas were carried.

Agm2016/15 TERMINATION

There being no further business, the Meeting terminated at 9.50 a.m. with a vote of thanks to the Chair.

Confirmed as correct records,

Chairman

Johor Bahru