

**KUCHAI DEVELOPMENT BERHAD**

Registration No. 196701000629 (7573-V)

(Incorporated in Malaysia)

MINUTES OF THE FIFTY-SIXTH (56TH) ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED PHYSICALLY AT MAGPIE ROOM, FRASER PLACE PUTERI HARBOUR, RESIDENSI & HOTEL, PENGKALAN PUTERI, 79100 ISKANDAR PUTERI, JOHOR DARUL TAKZIM, THURSDAY, 28 NOVEMBER 2024 AT 9:00 AM

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**PRESENT** : As per attendance list

**IN ATTENDANCE** : Mr Chew Khat Khiam Albert (*Chairman of the Board*)  
Mr Wun Mow Sang (*Independent Non-Executive Director*)  
Ms Anita Chew Cheng Im (*Independent Non-Executive Director*)  
Madam Elsie Kok Yin Mei (*Independent Non-Executive Director*)  
Mr Lee Chung-Shih Justin (*Executive Deputy Chairman*)  
Mr Cheong Mun Hong (*Executive Director*)  
Ms. Lee Ming Li (*Auditor from Ernst & Young*)  
Ms. Santhi Saminathan (*Company Secretary*)  
Ms. Nur Riana Mohd Tahir (*Scrutineer from Sky Corporate Services Sdn Bhd*)

**CHAIRMAN** : The Chairman of the Board, Mr Chew Khat Khiam Albert, welcomed all those present physically at the Fifty-Sixth Annual General Meeting (“AGM”) of the Company.

The Chairman informed that the notice of the 56<sup>th</sup> AGM and Annual Report 2024 were announced to Bursa Malaysia Securities Berhad on 29 October 2024 and 30 October 2024 respectively and published on the Company’s corporate website. The shareholders have been notified accordingly of the same either electronically or via postal mail.

**QUORUM** : The Chairman informed that the Company Secretary has confirmed that the requisite quorum was present. Having noted the presence of a quorum, the Chairman then called the meeting to order.

The Chairman introduced the Directors, Auditor and Company Secretary who were present at the AGM.

**NOTICE OF MEETING** : The Chairman informed that the notice of AGM was issued and published within the stipulated time and advertised in The New Straits Times. Hence, the notice was taken as read and proceeded with the meeting.

**PROXIES** : The Chairman reported that the Company had received 10 proxies totaling 64,998,595 shares representing 52.53% of the Company’s issued ordinary shares within the stipulated time. Out of those, 5 proxy forms from shareholders for a total of 406 shares representing 0.0003% of the issued ordinary shares had appointed the Chairman of the Meeting as their proxy to vote on their behalf and the Chairman will vote according to such shareholders’ instructions.

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**ATTENDANCE** : The Chairman highlighted that the attendance of the 56<sup>th</sup> AGM is restricted to shareholders, proxies and authorised representatives of corporate shareholders and the discussion that transpires in the 56<sup>th</sup> AGM is deemed confidential and only for the knowledge of such relevant parties, any visual or audio recording of this meeting is strictly prohibited.

**POLL VOTE** : The Chairman informed the shareholders that there were seven (7) ordinary resolutions to be tabled for shareholders consideration, in accordance with the Main Market Listing Requirements of Bursa Malaysia. Six (6) of these were ordinary businesses and the other one (1) was special business. The Chairman highlighted that all resolutions to be considered at the Meeting would be voted by way of poll. The Company appointed Boardroom Share Registrars Sdn. Bhd., the Company's Share Registrar as Poll Administrator to conduct the electronic polling process and SKY Corporate Services Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results. The Chairman invited the Poll Administrator to brief the shareholders on the voting procedure. The Poll Administrator played the video tutorial explaining the electronic poll voting procedures.

After concluding the briefing of the meeting and voting procedures, the Chairman started briefing the agenda of the meeting.

**ORDINARY RESOLUTIONS:**

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024**

The Chairman read out that the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors' and Auditors' Reports thereon which have been approved by the Board and included in the Annual Report to shareholders were tabled before the meeting for discussion purposes. The Chairman also highlighted that in accordance with the provision of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements for the financial year ended 30 June 2024 did not require a formal approval of the shareholders and hence was not put forward for voting.

However, the Board was pleased to respond to any questions from the shareholders pertaining to the audited financial statements. As there were no questions raised by the shareholders, the Chairman declared the Audited Financial Statements for the financial year ended 30 June 2024 and the Reports of the Directors and Auditors duly laid and received at this meeting.

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**2. ORDINARY RESOLUTION 1 - SINGLE TIER FIRST AND FINAL DIVIDEND OF 1 SEN PER ORDINARY SHARE**

The Chairman read out Ordinary Resolution 1 on the Single Tier First and Final Dividend of 1 sen per ordinary share for the financial year ended 30 June 2024 and as there were no questions raised by shareholders, the Chairman invited a proposer and a seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 1 was put to the meeting for vote by poll and shareholders were requested to cast their votes. After the voting time ended, the Chairman proceeded to the next resolution.

**3. ORDINARY RESOLUTION 2 – SINGLE TIER BONUS DIVIDEND OF 19 SEN PER ORDINARY SHARE**

The Chairman read out Ordinary Resolution 2 on the Single Tier Bonus Dividend of 19 sen per ordinary share for the financial year ended 30 June 2024 and as there were no questions raised by shareholders, the Chairman invited a proposer and a seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 2 was put to the meeting for vote by poll and shareholders were requested to cast their votes. After the voting time ended, the Chairman proceeded to the next resolution.

**4. ORDINARY RESOLUTION 3 – DIRECTORS' FEES AND OTHER BENEFITS NOT EXCEEDING RM520,000 FROM THE CONCLUSION OF THE 56<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") UNTIL THE CONCLUSION OF THE NEXT AGM TO BE HELD IN 2025**

The Chairman read out Ordinary Resolution 3 on the approval for payment of Directors' fees and other benefits not exceeding RM520,000 from the conclusion of the 56<sup>th</sup> AGM until the conclusion of next AGM to be held in 2025 and as there were no questions raised by shareholders, the Chairman invited a proposer and seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 3 was put to the meeting for vote by poll and shareholders were requested to cast their votes. After the voting time ended, the Chairman proceeded to the next resolution.

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**5. ORDINARY RESOLUTION 4 – RE-ELECT MR CHEW KHAT KHIAM ALBERT WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 113 OF THE COMPANY’S CONSTITUTION**

As the Chairman is one of the interested Director of this Agenda, hence, the Chairman passed the Chairmanship to Mr Wun Mow Sang. Mr Wun Mow Sang took the Chairmanship and read out Ordinary Resolution 4 on the re-election of Mr Chew Khat Khiam Albert as Director who retires by rotation in accordance with the Company’s Constitution and he had offered himself for re-election. The justification for his re-election was stated in the Annual Report under explanatory note 4. As there were no questions raised by shareholders, Mr Wun Mow Sang invited a proposer and seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 4 was put to the meeting for vote by poll and shareholders were requested to cast their votes. After the voting time ended, Mr Wun Mow Sang proceed to pass the Chairmanship to Mr Chew Khat Khiam Albert to continue with the next resolution. Mr Chew Khat Khiam Albert took the Chair and continued with the next resolution.

**6. ORDINARY RESOLUTION 5 – RE-ELECT MR WUN MOW SANG WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 113 OF THE COMPANY’S CONSTITUTION**

The Chairman read out Ordinary Resolution 5 on re-election of Mr Wun Mow Sang as Director who retires by rotation in accordance with the Company’s Constitution and he had offered himself for re-election. The justification for his re-election was stated in the Annual Report under explanatory note 4. As there were no questions raised by shareholders, the Chairman invited a proposer and seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 5 was put to the meeting for vote by poll and shareholders were requested to cast their votes. After the voting time ended, the Chairman proceeded to the next resolution.

It was noted that Mr Lee Chung-Shih Justin, who also retires in accordance with Article 113 of the Company’s Constitution, has expressed his intention not to seek re-election. Hence, he will remain in office until the close of the 56<sup>th</sup> AGM.

**7. ORDINARY RESOLUTION 6 – RE-APPOINT MESSRS ERNST & YOUNG AS AUDITORS OF THE COMPANY AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman read out Ordinary Resolution 6 on the re-appointment of Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 30 June 2024 and to authorise the Directors to fix their remuneration. As there were no questions raised by shareholders, the Chairman invited a proposer and seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 6 was put to the meeting for vote by poll and shareholders were requested to cast their votes. After the voting time ended, the Chairman proceeded to the next resolution.

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**8. ORDINARY RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016**

The Chairman read out Ordinary Resolution 7 on the authority to allot and issue shares by Directors pursuant to Sections 75 and 76 of the Companies Act 2016 as follows: -

“THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue ordinary shares in the Company at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”) and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.

THAT pursuant to Section 85 of the Act, read together with Clause 59 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued Company shares arising from issuance of new shares pursuant to this Mandate.”

As there were no questions raised by shareholders, the Chairman invited a proposer and seconder for the said resolution.

Having been proposed and seconded by the shareholders, Ordinary Resolution 7 was put to the meeting for vote by poll and shareholders were requested to cast their votes.

After the voting time ended, the Chairman informed that the validation of poll results by the Independent Scrutineers will take approximately 15 minutes and proceeded to the next agenda.

**9. ANY OTHER BUSINESS**

The Chairman read out that the Secretary had confirmed that no notice of any other business for transacting at the meeting had been received. The Chairman informed the shareholders that the meeting will resume upon receiving the poll results verified by the Scrutineers. The meeting was adjourned.

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**10. DECLARATION OF POLL RESULTS**

After 15 minutes, the Chairman welcomed the shareholders back and resumed the meeting. The Chairman informed that he had received the results of the poll validated by the Independent Scrutineers and proceeded to declare the results as follows: -

Resolution(s)	Vote For			Vote Against			Total Votes		
	Records	Shares	%	Records	Shares	%	Records	Shares	%
Ordinary Resolution 1	19	67,164,969	100.0000	0	0	0.0000	19	67,164,969	100.0000
Ordinary Resolution 2	19	67,164,069	100.0000	0	0	0.0000	19	67,164,069	100.0000
Ordinary Resolution 3	18	67,164,818	99.9981	2	1,251	0.0019	20	67,166,069	100.0000
Ordinary Resolution 4	20	67,166,069	100.0000	0	0	0.0000	20	67,166,069	100.0000
Ordinary Resolution 5	20	67,166,069	100.0000	0	0	0.0000	20	67,166,069	100.0000
Ordinary Resolution 6	20	67,166,069	100.0000	0	0	0.0000	20	67,166,069	100.0000
Ordinary Resolution 7	19	67,166,018	99.9999	1	51	0.0001	20	67,166,069	100.0000

Based on the poll results, Chairman declared that all resolutions were carried.

The Chairman thanked the shareholders for their attendance and declared the meeting concluded at 10:00 a.m.

CONFIRMED AND SIGNED AS A CORRECT RECORD

**CHEW KHAT KHIAM ALBERT**  
CHAIRMAN