

KIA LIM BERHAD (342868-P)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SECOND ANNUAL GENERAL MEETING OF KIA LIM BERHAD HELD AT THE KATERINA HOTEL, 8, JALAN ZABEDAH, 83000 BATU PAHAT, JOHOR DARUL TAKZIM ON WEDNESDAY, 24 MAY 2017 AT 12.00 NOON

CHAIRMAN

Mr Loh Chee Kan took the Chair and welcomed all Members present at the Meeting.

QUORUM

The requisite quorum being present in accordance with Article 61, the Chairman declared the Meeting duly convened.

PROXY

The Secretary said that fourteen (14) proxy forms with a total of 33,909,488 ordinary shares equivalent to 54.75% in the capital of the Company were received during the prescribed period.

NOTICE

The Chairman informed the members present that the Notice convening the Twenty-Second Annual General Meeting (“AGM”) had been previously circulated to all members within the prescribed period and advertised in the newspaper.

He sought the members’ consent to take the Notice convening the Twenty-Second AGM as read. There being no objection, the Chairman declared that the Notice convening the Twenty-Second AGM dated 27 April 2017 be taken as read.

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Chairman proceeded to the first item of the agenda, which was to receive the Audited Financial Statements for the financial year ended 31 December 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 31 December 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. He then invited questions from the floor.

Mr Tan Aik Seng posted the following questions to the Board of Directors:-

1. Please enlighten the members on the progress of the recent fire incident.
2. What are the prospects of the Company?

Mr Loh the Chairman, replied that the fire incident was not severe. In fact, the affected production line has already resumed production one month ago. Management has submitted claims to the insurance company but pending confirmation on the compensation.

As for the second question, Datuk Ng Yeng Keng @ Ng Ka Hiat replied that the demand for brick is shrinking as the property market of Malaysia is not performing well and it affected the price of brick. The Board hoped that the market would recover soon, so that the demand for brick would improve.

As there were no further questions raised, the Chairman proceeded to the next item of the agenda of the meeting.

DIRECTORS' FEES

The Chairman proceeded to table the second item of the agenda, to approve the payment of Directors' fees of RM374,727.00 for the financial year ended 31 December 2016.

Ms Lim Ling Yee proposed and Ms Ng Leh Khiaw seconded the motion. The Chairman demanded it to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

RE-ELECTION OF DIRECTORS

In accordance with Article 80 of the Company's Articles of Association, Mr Chua Syer Cin shall retire from the Board at this Meeting and being eligible, have offered themselves for re-election to the Board

Ms Ng Chin proposed and Mr Ng Cheng Yew seconded the motion. The Chairman demanded it to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

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.

Ms Ng Chin proposed and Ms Er Lay Hong seconded the motion. The Chairman demanded it to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

RE-APPOINTMENT OF DIRECTORS

With the coming into force of the Companies Act, 2016 on 31 January 2017, there is no age limit for directors.

At the Twenty-first Annual General Meeting held on 25 May 2016, Datuk Ng Yeng Keng @ Ng Ka Hiatt, Dr Ng Yam Puan @ Ng Ah Bah and En Mohd Salleh Bin Jantan who is above the age of 70, were re-appointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the Twenty-first Annual General Meeting and they offered themselves for re-appointment. The proposed Resolutions 4, 5 and 6 would enable Datuk Ng Yeng Keng @ Ng Ka Hiatt, Dr Ng Yam Puan @ Ng Ah Bah and En Mohd Salleh Bin Jantan to continue to act as Directors of the Company and they should be subject to retirement by rotation at a later date. The Nomination Committee of the Company has assessed the criteria and contribution of Datuk Ng Yeng Keng @ Ng Ka Hiatt, Dr Ng Yam Puan @ Ng Ah Bah and En Mohd Salleh Bin Jantan and recommended for their re-appointment. The Board endorsed the Nomination Committee's recommendation that Datuk Ng Yeng Keng @ Ng Ka Hiatt, Dr Ng Yam Puan @ Ng Ah Bah and En Mohd Salleh Bin Jantan be re-appointed as Directors of the Company.

The Chairman has proceeded to next agenda of the meeting. With the proposal from Ms Ng Leh Khiaw, which was duly seconded by Ms Ng Chin, the Chairman put the motion to the floor to authorize Datuk Ng Yeng Keng @ Ng Ka Hiatt to be re-appointed as the Director of the Company.

The Chairman demanded Resolution 4 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

With the proposal from Mr Ng Cheng Yew, which was duly seconded by Mr Ong Yu Hock, the Chairman put the motion to the floor to authorize Dr Ng Yam Puan @ Ng Ah Bah to continue to be re-appointed as the Director of the Company.

The Chairman demanded Resolution 5 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

With the proposal from Ms Ng Chin, and was duly seconded by Ms Er Lay Hong, the Chairman put the motion to the floor to authorize En Mohd Salleh Bin Jantan to be re-appointed as the Director of the Company.

The Chairman demanded Resolution 6 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

AUTHORITY TO ALLOT SHARES

The Chairman proceeded to the special business pertaining to the authority to the Directors to allot shares pursuant to Section 76 of the Companies Act, 2016 subject to the Articles of Association of the Company and approvals from the Bursa Malaysia Securities Berhad and other regulatory bodies.

Ms Ng Chin proposed and Ms Er Lay Hong seconded the motion. The Chairman demanded Resolution 7 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

CONTINUATION OF TERMS OF OFFICE AS INDEPENDENT DIRECTOR

The Chairman, Mr Loh Chee Kan informed the Members present that the Ordinary Resolution 2 was tabled in compliance with the Malaysian Code on Corporate Governance 2012 as Mr Loh Chee Kan, Mr Chua Syer Cin and En Mohd Salleh Bin Jantan have served the Company for more than nine years. Justification to retain their service had been included in the Annual Report 2016 and the relevant procedure had been adhered to accordingly.

The Chairman has proceeded to next agenda of the meeting. With the proposal from Mr Ng Cheng Yew, which was seconded by Ms Ng Chin, the Chairman, put the motion to the floor, to authorize Mr Loh Chee Kan to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

The Chairman demanded Resolution 8 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

With the proposal from Ms Lim Ling Yee, which was seconded by Ms Er Lay Hong, the Chairman put the motion to the floor, to authorize Mr Chua Syer Cin to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

The Chairman demanded Resolution 9 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

With the proposal from Ms Ng Chin, and was duly seconded by Ms Er Lay Hong, the Chairman put the motion to the floor, to authorize En Mohd Salleh Bin Jantan to continue to serve as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012.

The Chairman demanded Resolution 10 to be voted by way of poll and it would be conducted after the questions by the shareholders on all the items on the agenda for today's meeting.

The Chairman informed all members present that the polling would be conducted shortly simultaneously with all of the day's agendas. He informed the members present in the meeting of the relevant procedures to complete the polling papers.

The Chairman added that the staff would collect the polling slip once it is completed and there would be a short break of 20 minutes to conduct the poll count.

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

Resolutions	For		Against	
	No. of Shares	Percentage	No. of Shares	Percentage
1.	34,846,003	100%	100	0%
2.	34,846,003	100%	100	0%
3.	34,846,103	100%	0	0%
4.	34,846,103	100%	0	0%
5.	34,846,103	100%	0	0%
6.	34,846,103	100%	0	0%
7.	34,846,103	100%	0	0%
8.	34,846,103	100%	0	0%
9.	34,846,103	100%	0	0%
10.	34,846,103	100%	0	0%

The Chairman declared that all the resolutions as set out in the day's agendas were duly carried.

TERMINATION

There being no further business, the Meeting terminated at 12.30 p.m. with a vote of thanks to the Chair.