

KUCHAI DEVELOPMENT BERHAD

(Company No. 7573-V)

(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kuchai Development Berhad ("KDB" or the "Company") will be held at Thistle Hotel Johor Bahru, Orchid 1 (LG Floor), Jalan Sungai Chat, 80100 Johor Bahru, Malaysia on Wednesday, 3 July 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution:

ORDINARY RESOLUTION

Proposed dividend reinvestment scheme which will provide shareholders of KDB ("Shareholders") the option to elect to reinvest their cash dividend in new ordinary shares of RM0.50 each in KDB ("KDB Shares") ("Proposed DRS")

"THAT subject to the approvals of the relevant regulatory authorities for the Proposed DRS being obtained and to the extent permitted by law, the Proposed DRS be and is hereby approved, and that the Board of Directors of the Company ("**Board**") be and is hereby authorised:

- (a) to establish and implement the Proposed DRS;
- (b) to determine, at their sole and absolute discretion, whether the Proposed DRS will apply to any cash dividend(s) (whether interim, final, special or any other cash dividend) declared and/or approved by the Company;
- (c) to allot and issue such number of new KDB Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS until the conclusion of the next annual general meeting of the Company, upon such terms and conditions as the Board may, in its absolute discretion deem fit and in the best interest of the Company;
- (d) to enter into such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed DRS;
- (e) to assent to any conditions, modifications, variations and/or amendments to the terms and conditions of the Proposed DRS as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;
- (f) to do all such acts and to take such steps as the Board may consider necessary or expedient to give full effect to the Proposed DRS;

AND THAT the new KDB Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing KDB Shares, save and except that the new KDB Shares shall not be entitled to any rights, allotments, entitlements, dividends and/or distributions, the entitlement of which is prior to the allotment of the new KDB Shares issued pursuant to the Proposed DRS."

By Order of the Board

CHIN NGEOK MUI (MAICSA NO. 7003178)
LEONG SIEW FOONG (MAICSA NO. 7007572)
Company Secretaries

Johor Bahru
18 June 2013

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be member of the Company and if he is not a Member of the Company, Section 149 of the Companies Act, 1965 shall not be applicable.
2. A member shall be entitled to appoint more than one proxy (subject always to a maximum of two (2) proxies at each meeting) to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be presented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
5. The instrument appointing a proxy must be deposited at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. For the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a Record of Depositors as at 25 June 2013. Only a depositor whose name appears on the Record of Depositors as at 25 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.