

PRIVATE & CONFIDENTIAL

Minutes of the Forty-Sixth Annual General Meeting of the Company held at Rembau Room, Corus Paradise resort Port Dickson, 3.5km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan Darul Khusus on Thursday, 7 December 2017 at 4.00 p.m.

Present

Directors	: Dr Wong Hong Meng Tan Sri Dato' Paduka Dr Mazlan bin Ahmad Dato' Dr Tan Kee Kwong	- Chairman of the Meeting
Absent with apologies	: Tan Sri Dato' Khoo Kay Peng Ms Kwa Kim Li	- Chairman and Chief Executive - Group Advisor
Members	: As per Attendance List	
By Invitation	: Mr James Chan Kuan Chee Mr Jaden Yee Fook Lai Ms Tan Ling Chen Mr Fong Hoong Heng	} Representatives from Messrs Crowe Horwath - Representative from Messrs H.H. Fong & Co.
In Attendance	: Mr Wong Nyen Faat Madam Wong Shuk Fuen Mr Lee Chik Siong	- Chief Operating Officer - Group Financial Controller - Joint Company Secretary

1/17

Chairman of Meeting

The Joint Company Secretary, Mr Lee Chik Siong conveyed the apologies of the Chairman, Tan Sri Dato' Khoo Kay Peng and the Group Advisor, Ms Kwa Kim Li who were unable to attend the Meeting.

The Joint Company Secretary then informed the floor that the Board had proposed that Dr Wong Hong Meng ("WHM") be appointed as Chairman of the Meeting.

The appointment of WHM as Chairman of the Meeting was put to a vote. On a show of hands, with none voting against, the members present at the Meeting resolved that WHM be appointed as Chairman of the Meeting.

WHM then presided over the Meeting.

2/17

Commencement of Meeting

The Chairman called the Meeting to order at 4.00 p.m.

3/17

Quorum

The Joint Company Secretary confirmed that a quorum was present.

Page 2 of 6

4/17

Notice of Meeting

The Joint Company Secretary also confirmed that Notice of the Meeting had been sent to all the members of the Company. A certificate from the Joint Company Secretary is attached to these minutes as “**Appendix A**”.

The Notice of the Meeting was taken as read.

5/17

Poll

In accordance with Article 71 of the Company’s Articles of Association, the Chairman announced his wish to exercise his right as Chairman to demand for a poll vote on each of the resolutions set out in the Notice of the Meeting.

The Chairman informed the floor that the Company had received a letter dated 30 November 2017 from the Minority Shareholder Watchdog Group (“**MSWG**”). The Chief Operating Officer, Mr Wong Nyen Faat was invited to read out MSWG’s queries and the Company’s answers to the queries, a copy of which is attached to these minutes as “**Appendix B**”.

The Chairman then presented all the resolutions to the Meeting.

After receiving and answering queries from the floor pertaining to the respective resolutions, the Chairman proceeded to conduct the poll.

The Chairman informed the members present that Messrs H.H. Fong & Co. had been appointed and will act as scrutineers for conduct of the poll.

Thereafter, the poll was conducted after the poll procedure was read out by the Joint Company Secretary.

At the conclusion of the poll vote, the Chairman announced to the members present that the poll results will be announced by the Company at Bursa Malaysia Securities Berhad’s website in due course.

The voting results were thereafter announced by the Company at Bursa Malaysia Berhad’s website on 7 December 2017. A copy of the announcement attaching the confirmation by Messrs H.H. Fong & Co. of the poll results is attached to these minutes as “**Appendix C**”.

6/17

To receive the audited financial statements and reports for the financial year ended 30 June 2017

After all the questions from the members present had been dealt with, the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2017 were received by the Meeting.

7/17

Resolution 1

Approval of Directors’ Fees of RM288,000

On a poll, with 1,862,849,887 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority that the Directors’ Fees of RM288,000 for the financial year ended 30 June 2017 be approved.

Page 3 of 6

8/17

Resolution 2

Approval of Directors' Benefits (other than Directors' Fees) of up to RM88,000

On a poll, with 1,862,849,887 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority that the Directors' Benefits (other than Directors' Fees) of up to RM88,000 for the period from 1 February 2017 until the next Annual General Meeting be approved.

9/17

Resolution 3

Re-appointment of Tan Sri Dato' Khoo Kay Peng as Director of the Company

Tan Sri Dato' Khoo Kay Peng retired in accordance with the resolution passed at previous Annual General Meeting 2016, and offered himself for re-appointment.

On a poll, with 1,862,847,827 shares voted in favour and 2,001,960 shares voted against the said resolution, it was resolved by a majority that Tan Sri Dato' Khoo Kay Peng be and was thereby re-appointed as Director of the Company.

10/17

Resolution 4

Re-appointment of Tan Sri Dato' Paduka Dr Mazlan bin Ahmad as Director of the Company

Tan Sri Dato' Paduka Dr Mazlan bin Ahmad retired in accordance with the resolution passed at previous Annual General Meeting 2016, and offered himself for re-appointment.

On a poll, with 1,862,849,787 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority that Tan Sri Dato' Paduka Dr Mazlan bin Ahmad be and was thereby re-appointed as Director of the Company.

11/17

Resolution 5

Re-appointment of Dr Wong Hong Meng as Director of the Company

Dr Wong Hong Meng retired in accordance with the resolution passed at previous Annual General Meeting 2016, and offered himself for re-appointment.

On a poll, with 1,862,849,887 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority that Dr Wong Hong Meng be and was thereby re-appointed as Director of the Company.

12/17

Resolution 6

Re-appointment of Messrs Crowe Horwath as auditors of the Company and to authorise the Directors to fix their remuneration

The auditors, Messrs Crowe Horwath, have expressed their willingness to accept re-appointment as auditors of the Company.

On a poll, with 1,864,798,887 shares voted in favour and 51,000 shares voted against the said resolution, it was resolved by a majority that Messrs Crowe Horwath be and were thereby re-appointed as auditors of the Company for the financial year ending 30 June 2018 and that the Directors be and were thereby authorised to fix their remuneration.

Special Business

13/17

Resolution 7

Ordinary Resolution - Proposed authority for Tan Sri Dato' Paduka Dr Mazlan bin Ahmad to continue in office as Independent Non-Executive Director

On a poll, with 1,862,849,787 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority:-

THAT authority be and is hereby given to Tan Sri Dato' Paduka Dr Mazlan bin Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

14/17

Resolution 8

Ordinary Resolution - Proposed authority for Dato' Dr Tan Kee Kwong to continue in office as Independent Non-Executive Director

On a poll, with 1,862,849,787 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority:-

THAT authority be and is hereby given to Dato' Dr Tan Kee Kwong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.

15/17

Resolution 9

Ordinary Resolution - Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

On a poll, with 1,862,849,787 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority:-

THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being.

16/17

Resolution 10

Ordinary Resolution – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature

Cherubim Investment (HK) Limited, Norcross Limited, Bonham Industries Limited, Pan Malaysian Industries Berhad and KKP Enterprises Sdn Bhd, being the Interested Party as defined in the Circular of Shareholders dated 31 October 2017, have abstained from voting in this resolution.

On a poll, with 467,494,598 shares voted in favour and 2,000,000 shares voted against the said resolution, it was resolved by a majority:-

THAT, subject to the provision of the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements, the Company and/or its subsidiary companies (“the Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in the Circular to Shareholders dated 31 October 2017 (“the Related Party”), provided that such transactions are:-

- (a) necessary for the day to day operations;
- (b) undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group's usual business practices and policies, and on terms not more favourable to the Related Party than those generally available to the public; and
- (c) not to the detriment of the minority shareholders.

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements and/or any other relevant authorities;

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this ordinary resolution which shall include, without limitation, taking any action which the Directors may, in their absolute discretion deem fit, to recover any sums due to the Company under the said transactions or to settle the same.

17/17

Resolution 11

Ordinary Resolution – Proposed renewal of authority for the purchase of own shares by Malayan United Industries Berhad

On a poll, with 1,864,849,887 ordinary shares representing 100% voted in favour the said resolution, it was unanimously resolved:-

THAT, subject to the Companies Act, 2016 and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company to purchase and/or hold such amount of ordinary shares of RM1.00 each in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) provided that:-

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at the time of purchase; and
- (b) the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the Company's retained profits.

AND THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution, and will, subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or the expiry of the period within which the next Annual General Meeting is required by law to be held (unless earlier revoked or varied by ordinary resolution in a general meeting of shareholders of the Company), whichever occurs first and in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements and/or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to:-

- (a) cancel the shares so purchased; or
- (b) retain the shares so purchased as treasury shares; or
- (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (d) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation with full powers to assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 1965, the provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Securities and all other governmental/ regulatory authorities.

Conclusion of Meeting

There being no other business of which due notice had been received from members for discussion at the Meeting, the Forty-Sixth Annual General Meeting of the Company was concluded at 5.40 p.m. with a vote of thanks to the Chair.

CHAIRMAN

Dated: 28 February 2018

(Forty-Sixth Annual General Meeting of the Company held on Thursday, 7 December 2017 at 4.00 p.m.)



Malayan United Industries Berhad

Company No : 3809-W

Appendix A to Minutes of the
Forty-Sixth Annual General
Meeting held on 7 December 2017

7 December 2017

To the Shareholders present
at the Company's Forty-Sixth
Annual General Meeting
held on 7 December 2017

This is to certify that 38,276 covers containing the notice of the Company's Forty-Sixth Annual General Meeting were properly addressed and delivered to the General Post Office for posting. Acknowledgements of the posting to the respective shareholders by the Postmaster General of the General Post Office are attached herewith.

Yours faithfully
for **MALAYAN UNITED INDUSTRIES BERHAD**

LEE CHIK SIONG
Joint Company Secretary

Encis.



Docket Management

POS MALAYSIA BERHAD (229990-M)

Docket Transaction No: AD00060211599116 SubDocket Transaction No: AD01060211640596



AD00060211599116

Company Name: Maximail (M) Sdn. Bhd. Imprest Account No: 06020001752 License No: WP0175

Ref. No.	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
AD02060225419937	Non Standard	Annual Reports	13520	Semenanjung to Semenanjung	126.00	0.00	1.00	13520.00	811.20	14331.20	Maximail (M) Sdn. Bhd.	06020001752			No	MUI - CDs/Cir

06112017 15:15:31 Maximail (M) Sdn. Bhd. RM 14331.20 06020001752

ARRIVAL TIME: 11:11

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$12 \times 9 \times 20 = 2160$
 $13 \times 11 \times 20 = 2860$
 $13 \times 9 \times 20 = 2340$
 $12 \times 14 \times 20 = 3360$
 $14 \times 10 \times 20 = 2800$

total: 13 520

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Docket Management

POS MALAYSIA BERHAD (229990-M)

Docket Transaction No: AD00060211603558 SubDocket Transaction No: AD01060211645053



AD00060211603558

Company Name: Maximall (M) Sdn. Bhd. Imprest Account No: 06020001752 License No: WP0175

Ref. No.	Product	Mail Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mail Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
AD02060225429344	Non Standard	Annual Reports	5200	Semenanjung to Semenanjung	126.00	0.00	1.00	5200.00	312.00	5512.00	Maximall (M) Sdn. Bhd.	06020001752			No	MUI - CD/CIR

07112017 14:33:12 Maximall (M) Sdn. Bhd. RM 5512.00 06020001752

ARRIVAL TIME: 4:37

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	<i>[Signature]</i>	<i>[Signature]</i>	



15 x 9 x 20 = 2700

12 x 10 + 5 x 20 = 2600

total 5300

[Signature]

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Docket Management

POS MALAYSIA BERHAD (229990-M)

Docket Transaction No: AD00060211608663 SubDocket Transaction No: AD01060211650178



AD00060211608663

Company Name: Maximall (M) Sdn. Bhd. Imprest Account No: 06020001752 License No: WP0175

Ref. No.	Product	Mall Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mall Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
AD02060225440524	Non Standard	Annual Reports	2540	Semenanjung to Semenanjung	128.00	0.00	1.00	2540.00	152.40	2692.40	Maximall (M) Sdn. Bhd.	06020001752			No	MUI - CD/CIR

08112017 14:23:02 Maximall (M) Sdn. Bhd. RM 2692.40 06020001752

ARRIVAL TIME: 2 59

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Checked by, 

Verified by, 

Stamp date 



91 x 13 + 10 x 20 = 2540


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POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060211614273 SubDocket Transaction No: AD01060211655791



AD00060211614273

Company Name: Maxmall (M) Sdn. Bhd.
Imprest Account No: 06020001752 License No: WP0175

WP 0059

Ref. No.	Product	Mall Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mall Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
AD02060225453216	Non Standard	Annual Reports	3780	Semenanjung Semenanjung	126.00	0.00	1.00	3780.00	226.80	4006.80	Maxmall (M) Sdn. Bhd.	06020001752			No	MUI - CD/Cr

09112017 15:29:33
Maxmall (M) Sdn. Bhd.
RM 4006.80 06020001752

ARRIVAL TIME: 423

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13 x 9 x 20 = 2340

8 x 9 x 20 = 1440

Total: 3780

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POS MALAYSIA BERHAD (229990-M)

Docket Management

Docket Transaction No: AD00060211622953 SubDocket Transaction No: AD01060211664484



AD00060211622953

Company Name: Maximall (M) Sdn. Bhd.

Imprest Account No: 06020001752

License No: WP0175

wp 0059

Ref. No.	Product	Mall Type	Vol.	Zone	Weight / Piece (gm)	Surcharge (RM)	Unit Price (RM)	Amount (RM)	GST (RM)	Price(Include GST)(RM)	Mall Owner	Imprest Account	Permit No	Permit Type	Sorting	Remark
AD02060225473043	Non Standard	Annual Reports	12119	Semenanjung / Semenanjung	126.00	0.00	1.00	12119.00	727.14	12846.14	Maximall (M) Sdn. Bhd.	06020001752			No	MUI - CD/Cir

09112017 15:25:58
Maximall (M) Sdn. Bhd.
RM 12846.14 06020001752

ARRIVAL TIME: 4:18

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Checked by,

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Verified by,

[Signature]

Stamp date



1A x 8 x 20 = 2240

1A x 14 x 20 = 3920

13 x 16 x 20 = 4160

6 x 1A + 5 x 20 + 19 = 1799

total: 12,00

[Signature]

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MINORITY SHAREHOLDER WATCHDOG GROUP
Shareholder Activism and Protection of Minority Interest

30 November 2017

BY FAX/HAND

(Fax No.: 603-2144 5209)

The Chairman and
Board of Directors
Malayan United Industries Berhad
Unit 3, 191,
Jalan Ampang,
50450 Kuala Lumpur

Attention: Lee Chik Siong/ Norlyn binll Kamal Basha
Company Secretaries

Re: 46th Annual General Meeting ("AGM") of Malayan United Industries Berhad ("the Company") to be held on 7 December 2017

In the interest of minority shareholders and all stakeholders of the Company, we would like to raise the following issues:-

Strategic and Financial Matters

1. The Group recorded revenue of RM414.1 million for the financial year under review compared with RM451.1 million, on prorated basis, for the previous 12-month period. The decrease mainly came from the Group's property development and retailing in Malaysia.

Could the Board share what are the key measures taken to ensure that the Company is able to improve its performance in the next financial year?

2. We noted that unrealised foreign exchange translation loss (RM15.5 million) on Intragroup balances arising from depreciation of Ringgit Malaysia against major foreign currencies also contributed to the overall loss.

(i) Could the Board share what the key measures to be taken to minimize the unfavorable foreign exchange losses in the next financial year?

(ii) Is there any form of hedging policy to be implemented in the near future?

BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD

(Incorporated in Malaysia - Company No: 524989-M)

Tingkat 11, Bangunan KWSP, No: 3, Changkat Raja Chulan, Off Jalan Raja Chulan, 50200 KUALA LUMPUR.

Tel: (603) 2070 9090 Fax: (603) 2070 9107

E-Mail: watchdog@mawg.org.my Website: www.mawg.org.my

3. Retailing Division

For the financial year under review, Metrojaya recorded lower revenue of RM116.4 million compared with the prorated revenue of RM135.9 million for the previous 12-month period (RM203.8 million for the previous 18-month financial period ended 30 June 2016) mainly due to lower sales and closure of unprofitable specialty stores. As a result, Metrojaya recorded loss before tax of RM19.7 million.

- (i) Could the Board share how many specialty stores have been closed during the year under review and what would be the financial impact?
- (ii) Would there be any more closures for the next financial year?

4. Hotel Division

Could the Board update the shareholders on the outlook for the Hotel Division for next financial year 2018 and what measures have the Group taken to sustain and increase such business?

5. Property Division

We noted that as to-date, there are still about 1,000 acres of undeveloped land remaining in Bandar Springhill for future development over the next 10-15 years.

Could the Board share what is the current Gross Development Value (GDV) for the remaining undeveloped land?

Corporate Governance Matters

1. Under the Resolution 2, the Group is seeking shareholders' approval for the Directors' Benefits (Other than Directors' Fees) payable to the Directors of the Company of an amount up to RM88,000 from 1 February 2017 until the next Annual General Meeting of the Company.

Please provide the breakdown of the benefits payable.

2. We noted on page 14 of the Annual Report 2017 (under the Statement on Corporate Governance), Non-Executive Directors were paid with RM23,000 "Allowance & Others" in FY2016.

Please explain the nature of this allowance paid to the Non-Executive Directors.

3. We noted that two of the Independent Directors of the Company have served for more than 9 years.

We hope the Board would look into its Succession Planning taking cognisance of the requirements under Practice 4.2 of the Malaysian Code on Corporate Governance 2017 relating to Independent Directors who have served the Board for more than nine years.

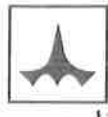
We would appreciate if the Board could present the points raised here, and their related answers, for the shareholders present at the forthcoming AGM. At the same time, we await a written reply as soon as possible for our records and for posting on our website for the benefit of all stakeholders.

Thank you.

Yours sincerely



LYA RAHMAN
General Manager
LR/QBA/FY/AGM 2017



Malayan United Industries Berhad

Company No : 3809-W

7 December 2017

Badan Pengawas Pemegang Saham Minoriti Berhad

Tingkat 11, Bangunan KWSP,
No. 3, Changkat Raja Chulan,
Off Jalan Raja Chulan,
50200 Kuala Lumpur.

Attention: **LYA RAHMAN**
 General Manager

Dear Sir/Madam,

**Re: 46th Annual General Meeting (“AGM”) of Malayan United Industries Berhad (“the Group”
 or “the Company”)**

We refer to your letter to the Company dated 30 November 2017 regarding the issues raised and would like to respond as follows:

Strategic and Financial Matters

1. The Group recorded revenue of RM414.1 million for the financial year under review compared with RM451.1 million, on prorated basis, for the previous 12 month period. The decrease mainly came from the Group’s property development and retailing in Malaysia.

Could the Board share what are the key measures taken to ensure that the Company is able to improve its performance in the next financial year?

Our response:

The decrease in revenue in property development can be reversed by launching more affordable houses in Bandar Springhill. Last month, we launched 90 units of new double-storey linked houses in Bandar Springhill with prices below RM400,000, and the take-up was very encouraging. 72 out of the 90 units launched or 80% have been booked. We have planned to launch another batch of similar houses before the end of this month. In line with the Government’s measures and in view of the supply-demand imbalances, we will focus on launching more affordable houses with prices at around RM400,000 in the next financial year.

The task of turning around the Group’s retailing business in Malaysia is much more challenging. In view of the evolving lifestyles, increasingly competitive retailing landscape and continuing weak consumer sentiments, we do not plan to open any new department stores in the foreseeable future. Instead we have been closing down the existing loss-making specialty stores as an effective measure of reducing losses and sustaining business during these trying times.

Although we have stopped opening new department stores, we have opened our first MJ concept store in Miri, where several of our own fashion brands are housed under one roof, and the performance of this store has been encouraging, and now we are planning to open another MJ concept store, and if it is also successful we will be replicating this model to other parts of Malaysia.

To improve the performance of the Group’s retailing business in Malaysia, we have set up Hello Kitty and Didi & Friends children concept store, new fragrance concept bar and pop up stores in various locations. We have also implemented Alipay to facilitate tourist shopping. We are confident that these measures, among others, will help increase the revenue of the retailing division in the next financial year.



2. We noted that unrealised foreign exchange translation loss (RM15.5 million) on intragroup balances arising from depreciation of Ringgit Malaysia against major foreign currencies also contributed to the overall loss.
- (i). Could the Board share what the key measures to be taken to minimize the unfavourable foreign exchange losses in the next financial year?
 - (ii). Is there any form of hedging policy to be implemented in the near futures?

Our response:

- (i). When Ringgit Malaysia depreciates against major foreign currencies, we have forex loss, but when Ringgit Malaysia appreciates against major foreign currencies, we have forex gain. It may not always be a forex loss. Such forex fluctuations could only be significantly reduced after the Company has generated enough cash to settle its various cross-border intra-group balances and to achieve it, disposal of major assets may be necessary.
- (ii). The Group currently does not have a hedging policy. It may consider one if and when there are significant, frequent, cross-border real operational transactions. At the moment, the Group's forex fluctuations are largely non-operational and non-realised in nature.

3. Retailing Division

For the financial year under review, Metrojaya recorded lower revenue of RM116.4 million compared with the prorated revenue of RM135.9 million for the previous 12-month period (RM203.8 million for the previous 18-month financial period ended 30 June 2016) mainly due to lower sales and closure of unprofitable specialty stores. As a result, Metrojaya recorded loss before tax of RM19.7 million.

- (i). Could the Board share how many specialty stores have been closed during the year under review and what would be the financial impact?
- (ii). Would there be any more closures for the next financial year?

Our response:

During last financial year, we have progressively closed down 22 specialty stores. Although the closure of those stores had resulted in a drop of revenue, it also had reduced the losses by RM3.5million. As the closure of those stores was implemented on a progressive basis, the full-year impact on the reduction of losses is estimated at RM9million.

The closure exercise of loss-making specialty stores is about to end. We have planned to close down another 5 stores in the next financial year. After this exercise is completed, our focus will be on improving merchandise and shopping experience to increase revenue and margins.



4. Hotel Division

Could the Board update the shareholders on the outlook for the Hotel Division for next financial year 2018 and what measures have the Group taken to sustain and increase such business?

Our response:

We would say that the outlook for the Group's Hotel Division for the next financial year is cautiously optimistic. We are of the view that barring any unforeseen circumstances, the international travel market will continue to grow in the next financial year. To capitalise on this positive trend, several of our hotels in Malaysia and in the United Kingdom have started or will be starting refurbishment or enhancement of varying degrees to further improve their room occupancies and rates.

5. Property Division

We noted that as to-date, there are still about 1,000 acres of undeveloped land remaining in Bandar Springhill for future development over the next 10-15 years.

Could the Board share what is the current Gross Development Value (GDV) for the remaining undeveloped land?

Our response:

The GDV for the remaining 1,000 acres of undeveloped land in Bandar Springhill, based on current market prices, is estimated at RM5.3billion.

Corporate Governance Matters

1. Under the Resolution 2, the Group is seeking shareholders' approval for the Directors' Benefits (Other than Directors' Fees) payable to the Directors of the Company of an amount up to RM88,000 from 1 February 2017 until the next Annual General Meeting of the Company.

Please provide the breakdown of the benefits payable.

Our response:

This RM88,000 comprises meeting allowance of RM48,000 for Audit Committee members and meeting allowance of RM40,000 for the Board members.

2. We noted on page 14 of the Annual Report 2017 (under the Statement on Corporate Governance), Non-Executive Directors are paid with RM23,000 "Allowance & Others" in FY2016.

Please explain the nature of this allowance paid to the Non-Executive Directors.

Our response:

This RM23,000 is meeting allowance paid to the Audit Committee members who are Non-Executive Directors for the period from 1 July 2016 to 30 June 2017.



Malayan United Industries Berhad
Letter to MSWG dated 7 December 2017
Page 4

3. We noted that two of the Independent Directors of the Company have served for more than 9 years.

We hope the Board would look into its Succession Planning taking cognisance of the requirements under Practice 4.2 of the Malaysian Code on Corporate Governance 2017 relating to Independent Directors who have served the Board for more than nine years.

Our response:

The Company has adopted Practice 4.2 of the Malaysian Code on Corporate Governance 2017. The Board takes note of succession planning for its Independent Directors.

Thank you.

Yours faithfully
For MALAYAN UNITED INDUSTRIES BERHAD

WONG NYEN FAAT
Chief Operating Officer



MEMBER FIRM OF
MALAYSIAN INSTITUTE OF ACCOUNTANTS



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The Board of Directors
MALAYAN UNITED INDUSTRIES BERHAD
Unit 3, 191, Jalan Ampang,
50450 Kuala Lumpur.

Appendix C to Minutes of the
Forty-Sixth Annual General
Meeting held on 7 December 2017

Date : 7 December 2017

Our Ref : HHF/MUIB/2017

Dear Sir,

**MALAYAN UNITED INDUSTRIES BERHAD
POLLING RESULTS FOR THE ANNUAL GENERAL MEETING ("AGM") HELD ON
7 DECEMBER 2017 @ 4.00PM AT REMBAU ROOM, CORUS PARADISE RESORT PORT
DICKSON.**

In accordance with the Terms of Engagement dated 8 November 2017, we have attended the AGM of **Malayan United Industries Berhad** held on 7 December 2017 and are pleased to set out the polling results for the following resolutions:

Resolution 1 :

To approve Directors' Fees of RM288,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,887	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
		100%
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	-	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	1,864,859,893	



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Resolution 2 :

To approve Directors' Benefits (other than Directors' Fees) of up to RM88,000.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,887	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	-	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<u>1,864,859,893</u>	

Resolution 3 :

To re-appoint Tan Sri Dato' Khoo Kay Peng as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,847,827	100%
Shareholders and proxies who voted against the said Resolution	2,001,960	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	100	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<u>1,864,859,893</u>	



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Resolution 4 :

To re-appoint Tan Sri Dato' Paduka Dr Mazlan bin Ahmad as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,787	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	100	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<u>1,864,859,893</u>	

Resolution 5 :

To re-appoint Dr Wong Hong Meng as Director of the Company.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,887	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	-	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<u>1,864,859,893</u>	



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Resolution 6 :

To re-appoint Messrs Crowe Horwath as auditors of the Company and to authorise the Directors to fix their remuneration.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,864,798,887	100%
Shareholders and proxies who voted against the said Resolution	51,000	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	-	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<hr/> <u>1,864,859,893</u>	

Resolution 7 :

Proposed authority for Tan Sri Dato' Paduka Dr Mazlan bin Ahmad to continue in office as Independent Non-Executive Director.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,787	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	100	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<hr/> <u>1,864,859,893</u>	



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Resolution 8 :

Proposed authority for Dato' Dr Tan Kee Kwong to continue in office as Independent Non-Executive Director.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,787	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	100	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<u>1,864,859,893</u>	

Resolution 9 :

Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being."

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,862,849,787	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
		<u>100%</u>
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	100	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<u>1,864,859,893</u>	



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Resolution 10 :

Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	467,494,598	100%
Shareholders and proxies who voted against the said Resolution	2,000,000	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	1,395,355,289	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<hr/> <hr/>	
	1,864,859,893	

Resolution 11 :

Proposed renewal of authority for the purchase of own shares by Malayan United Industries Berhad.

	Number of share	%
Shareholders and proxies who voted for the said Resolution	1,864,849,887	100%
Shareholders and proxies who voted against the said Resolution	-	-
	<hr/>	<hr/>
		100%
Shareholders and proxies who did not vote on the said Resolution	5,006	
Abstain	-	
Spoiled	5,000	
Shareholders and proxies who are present and eligible for voting	<hr/> <hr/>	
	1,864,859,893	



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This letter had been prepared solely for the purpose stated in our Terms of Engagement in connection with the AGM of Malayan United Industries Berhad held on 7 December 2017. This letter is not to be reproduced, referred to in any other document, or used for any other purposes without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any whatsoever to any party in respect of the letter contrary to the aforesaid purpose.

Your faithfully,

A handwritten signature in black ink, appearing to be 'Rau', is written over a dotted horizontal line.

H. H. FONG & CO. (AF 0724)
Chartered Accountants (M)