

# CITY DEVELOPMENTS LIMITED

(Co. Reg. No. 196300316Z)

(Incorporated in the Republic of Singapore)

Minutes of the Fifty-Fourth Annual General Meeting (“**AGM**”) of City Developments Limited (“**CDL**” or the “**Company**”), duly convened and held at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 on Tuesday, 25 April 2017 at 3.00 p.m.

## AGM Attendance:

Directors:	Mr Kwek Leng Beng (Executive Chairman) Mr Chan Soon Hee Eric (Lead Independent Director, Chairman of the Audit & Risk Committee, Chairman of the Remuneration Committee) Mr Yeo Liat Kok Philip (Independent Director, Chairman of the Nominating Committee) Mr Kwek Leng Peck (Non-executive Non-independent Director) Mr Tang See Chim (Independent Director) Mr Tan Poay Seng (Independent Director) Ms Tan Yee Peng (Independent Director) Mr Koh Thiam Hock (Independent Director)
Key Management: (seated on the panel)	Mr Grant L. Kelley (Chief Executive Officer) Mr Sherman Kwek (Deputy Chief Executive Officer) Mr Chia Ngiang Hong (Group General Manager) Ms Yiong Yim Ming (Chief Financial Officer) Mr Kwek Eik Sheng (Head, Asset Management/Chief Strategy Officer)
Company Secretaries:	Shufen Loh @ Catherine Shufen Loh Enid Ling Peek Fong
Independent Scrutineers:	TS Tay Public Accounting Corporation

The full attendance list of shareholders, proxies and observers is separately maintained by the Company Secretary.

## 1. **COMMENCEMENT OF MEETING**

There being a quorum, the Chairman called the Meeting to order, and introduced the Directors, the Chief Executive Officer (“**CEO**”), Deputy CEO, Group General Manager, Chief Financial Officer (“**CFO**”), Head, Asset Management/Chief Strategy Officer and the Company Secretary who were present at the Meeting. The Company’s auditors, KPMG LLP, was also in attendance at the Meeting.

The Chairman also informed the Shareholders that Mr Tang See Chim had given notice of his intention to step down as a Non-Executive and Independent Director upon the conclusion of the Meeting. On behalf of the Board and the Management, the Chairman expressed sincere appreciation to Mr Tang for his invaluable contributions for more than 20 years as a member of the Board.

2. **NOTICE**

The notice convening the Meeting (“**AGM Notice**”) was, with the permission of Shareholders present, taken as read.

3. **PRESENTATION BY THE CEO**

At the Chairman’s request, Mr Grant L. Kelley, the CEO, gave a presentation on the review of the Group’s performance and operations in 2016 and focus for 2017.

Meeting Note:

The following materials in connection with the CEO’s presentation at the AGM may be located as follows:

- i. The CEO’s AGM presentation slides have been released to Singapore Exchange Securities Trading Limited (“SGX-ST”) after the AGM on 25 April 2017, and have also been uploaded onto the Company’s corporate website.
- ii. The audio webcast and the transcript of the CEO’s presentation have also been uploaded onto the Company’s corporate website.

Before proceeding to the first Agenda, the Chairman informed the Meeting that pursuant to Rule 730(A)(2) of the Listing Manual of Singapore Exchange, all resolutions at the Meeting would be voted on by way of poll. The polling would be conducted electronically using a wireless hand held device that had been issued to all Shareholders upon registration. He further added that TS Tay Public Accounting Corporation had been appointed the independent scrutineers for the poll voting.

The Chairman then invited Mr Andrew Teoh from TS Tay Public Accounting Corporation to explain the procedures for the electronic poll voting.

4. **DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 AND THE AUDITORS’ REPORT**

The Chairman informed the Meeting that the Company’s Annual Report 2016 (“**AR**”) had been distributed to all Shareholders and called upon Ms Yiong Yim Ming, the CFO, to present some highlights on the audited Financial Statements.

4.1 The CFO highlighted the following key points:

4.1.1 In 2016, CDL had continued to remain focused on delivering a good set of results. She referred the Meeting to page 12 of the AR which provided a graphical picture of the key financial milestones achieved by the Group in 2016 as follows:

- Record Revenue of \$3.9 billion was achieved in 2016, driven by contributions from Hong Leong City Center and profit recognition from various Singapore development properties
- EBITDA: \$1.2 billion which showed strong cash generation, considering the headwinds in the real estate and hospitality industries
- PATMI: \$653 million – in this regard, the CFO highlighted the different accounting treatment in Singapore for the recognition of profit from development properties (excluding executive condominiums) which is based on progressive

recognition. However, for overseas development projects as well as executive condominium projects in Singapore, profit recognition is only allowed upon completion of the project or handover of the units. As the Group's current development properties portfolio include executive condominiums in Singapore and several development projects especially in China and the United Kingdom, following the diversification overseas, revenue recognition for the Group will be lumpy going forward.

- Total assets: \$19.8 billion
- Net Asset Value per Share: \$10.22
- Net Gearing Ratio: 16% which is considered low but it was noted that interest rates are expected to rise
- Interest cover: 12.5 times with average borrowing cost of 2.2%

4.1.2 Page 13 presented a snapshot of the Group's 5-year financial highlights performance from 2012 to 2016.

4.1.3 The CFO directed shareholders' attention to the segmental information contained in Note 38 of the Notes to Financial Statement of the AR, relating to the Group's three core business segments in property development, hotel operations and rental properties. For FY 2016, the property development segment performed extremely well with 46% increase in profit before tax (PBT) compared against FY 2015, and the rental properties segment continued to deliver a resilient performance. However, the PBT for the hotel operations segment declined by 32% as compared to FY 2015.

4.1.4 The Independent Auditors' Report for FY 2016 included Key Audit Matters relating to the valuation of development properties and valuation of hotel assets. Impairment loss made for FY 2016 amounted to \$38.3 million as compared to \$73.4 million for FY 2015. Allowance for foreseeable losses written back of \$5.7 million was recognised for FY 2016 whilst allowance for foreseeable losses of \$9.7 million was made in FY 2015.

4.1.5 Arising from the Group's strategy for global diversification of its business, the Group will continue to closely monitor its currency exposure to ensure that the Group is not overly exposed to any one particular foreign currency.

4.2 The Chairman thanked the CFO for her presentation on the financial highlights and invited questions from the Shareholders.

A summary of the questions from the following Shareholders, together with the responses from the Chairman and Management, are set out as follows:

4.2.1 **Shareholder A** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 1

- Whether the Company will continue to provide food to shareholders at its AGM, unlike some other listed companies which have stopped this practice.

The Chairman confirmed to Shareholder A that despite the property cooling measures, the Company will provide food after the conclusion of this AGM and look forward to mingling with the shareholders.

Question 2

- Whether the Company has disclosed in its Annual Report the types of charity that CDL is involved in, the beneficiaries of these charities and the reasons the

Company supports them. Also, whether background checks are performed on these charities and whether CDL has a formal policy on charity-giving.

The Chairman replied that the Hong Leong Group provides charity donations primarily through Hong Leong Foundation.

Mr Chia Ngiang Hong referred Shareholder A to page 76 of the Annual Report which also disclosed information on the key initiatives of CDL's involvement with charities. Mr Kwek Eik Sheng also added that CDL's involvement in charity is not limited only to fiscal donations to charities but the Company is also focused on fostering and increasing staff volunteerism within the Company.

**4.2.2 Shareholder B** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 3

- With reference to page 12 of the AR, he noted the big differential between EBITDA and PATMI for FY 2016 and enquired as to how big was the Minority Interest ("MI") and whether it is carried on a long term basis.

The CFO responded that the MI, which relates to interests in subsidiaries that are not held by CDL, is disclosed in the detailed Profit & Loss Account as Non-controlling interest on page 122 of the AR. She explained further that CDL owns 65% in its London-listed subsidiary, Millennium & Copthorne Hotels plc ("**M&C**"). As a subsidiary of CDL, M&C's financial numbers are consolidated on a 100% basis into the Group's consolidated financial results as seen in the Group EBITDA number. However, attributable MI's share of M&C's financial results are excluded at PATMI level.

**4.2.3 Shareholder C** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 4

- Referred to page 54 of the AR under the Corporate Governance Report wherein it was stated that the ARC had considered the approach and methodology applied to the valuation model in assessing the valuation of the development properties especially on development properties with low margin. What are these development properties with low margin?

The Chairman replied that the margin for development property projects, especially in Singapore, has come down substantially in recent years with the high pricing seen in the government land tenders as developers compete to increase their land bank. More foreign developers are entering the property market and competing for land sites with local developers. It was also noted that several construction companies had also become developers and would appear to be able to tender for land at higher prices as they can control and lower their own construction costs. In view of global uncertainties and geopolitical tensions, he was of the view that it is preferable to err on the side of caution when tendering for land parcels.

The CFO explained that the Group evaluates its development properties on a project by project basis, and there is closer focus on projects with low margins based on estimated selling prices to determine if provisions are required or whether provisions made in prior years should be written back.

Question 5

- Referring to page 160 of the AR, how were the allowances for foreseeable loss of \$49 million made in 2016 computed.

The CFO replied that the estimated selling price or market pricing was used to compare against the costs of the properties. The aggregate amount reflected in the balance sheet as at 31 December 2016 includes provisions made in prior years. The Group has taken a conservative view in determining the provisions for foreseeable losses.

Question 6

- What measures and controls have been taken by the Company to prevent such foreseeable losses?

The Chairman replied that the Board and Management have taken a conservative view in determining the provision for foreseeable losses and the portfolio assessment is reviewed also by the Company's external auditors.

Question 7

- Referred to investment properties that generate recurring income, and noted that certain oversea hotels in the United States of America had impairment losses. How are these issues being addressed?

The Chairman informed that the hotels in the USA had not been performing as well as they should due to challenges in that economy, and in part also due to management and union issues. The M&C management has increased its focus on the management of the US hotel operations to increase current performance levels.

Question 8

- Noted that the Group has presence in Chongqing, Suzhou and Shanghai. Enquired whether the Group intends to expand to other parts of China.

The Deputy CEO explained that CDL's investments in China are still considered small as compared to other Singapore developers. Aside from traditional investments where CDL would buy land, develop it and sell the end product to make profit, the Group has encountered the effects of disruption in its traditional businesses and has noted the increasing need for strong innovation. The Group has therefore been investing in new start-ups that embrace sustainable trends which are complementary to CDL's core businesses of real estate and hospitality. One of these new investments is in Mamahome (a form of AirBnB) which is based in Shanghai but now spreading across China in over 20 cities and setting up in Singapore soon. The Group has also invested in Distrii which is a co-working set-up, currently the largest in Shanghai and is expected to be in Singapore soon at the Group's Republic Plaza. The Group continues to be interested in most regions of China but with special focus on Eastern China which is the wealthiest region in China underpinned by strong growth and demographics. The Southwestern China cities of Chongqing and Chengdu are also becoming more attractive, especially with the Singapore government launching its 3<sup>rd</sup> Sino-Singapore project in Chongqing.

4.2.4 **Shareholder D** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 9

- Noted that the Net Asset Value per Share (NAV) is \$10.22 and enquired what the actual NAV value would be if the Group's properties were revalued and marked to market.

The CFO informed that the Group has \$3.9 billion of revaluation reserves which have not been recognised to-date, based on the fair value of its property portfolio vis-à-vis

the book costs, which would work out approximately to an additional \$4.20 in NAV per share.

4.2.5 **Shareholder E** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 10

- Highlighted the disruption by Airbnb on traditional hotel operations, and noted that Singapore authorities are looking at regulations restricting short term accommodation to a period of no less than six months.
- Enquired as to how much of M&C's business is derived from third party aggregators like the online travel agents (OTA).
- When exploring new ventures, is the Group aligned with the right investors having a foothold in the platform that the Group is attempting to build up or is the Group building up new platforms from scratch?

The Chairman commented that for the Airbnb model, there are concerns on the part of users with regards to security, e.g. unlike hotels, there are no check-in registration procedures. He agreed that some hoteliers take the easy way out by getting business through OTAs, rather than pushing for sales through the hotel's marketing team. However, OTA-generated revenue have smaller margins.

The Deputy CEO went on to explain that the Group tries not to invest in business models which copy other existing models, but rather to invest in companies with new products or have the capability of delivering existing products in an innovative manner. Also, the Group distributes its investments across a wider spectrum of companies to take advantage of various new technological innovations coming up within the industry. Airbnb is basically a C-to-C (customer-to-customer) model, whilst Mamahome is based on a C-to-B-to-C (customer-to-business-to-customer) model. Mamahome is basically the "B" that connects the apartment owner to the rental customer. In China, the Mamahome model is working well as it handles the logistics from an owner's perspective with regards to renting his apartment out (from preparing and cleaning the apartment, and rent collection) and thus delivering hassle-free services to the owner, whilst at the same time providing a strong listing of choice properties for tenants and security for would-be tenants as they are not dealing directly with the owners but with Mamahome. To-date, Mamahome has tied up with prominent property agencies and has more than 150,000 apartments in China in its portfolio. Corporate residential leasing is also a targeted segment.

With regards to OTAs, the Deputy CEO commented that the use of OTAs is a cost-efficient way to clear last minute room inventory for hotels. However, due to the efficiency of the channel, many hoteliers have become overly reliant on the OTAs and tend to sell too many rooms through this channel, thus lowering the overall room rate of the hotel. A careful balance must be found between utilising the OTAs but not losing control of channel management.

The Deputy CEO also commented that the Group is very selective in its choice of investor partners and highlighted that one of the co-investors in Distrii, the co-working platform which the Group recently invested in, is the key investor in Ctrip, China's largest provider of travel services.

Question 11

- Based on the segmental results, the performance of the Group's hotel operations had dropped compared to year 2015, and enquired further on the cause for the huge impairment losses and whether the same could be written back in the future.

The Chairman commented that if the hotels perform well consistently, impairment losses would likely be written back.

4.2.6 **Shareholder F** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 12

- Enquired on the Company's plans for the conversion of the Preference Shares and whether CDL would consider the conversion of Preference Shares in various stages.

Mr Eric Chan informed the Meeting that on an annual basis, the Audit & Risk Committee ("**ARC**") would consider whether to recommend a conversion of the Preference Shares into Ordinary Shares, taking into account the costs and benefit to the Company arising from such a conversion. In view of the current interest rate environment, the ARC was of the view that it would not be prudent for the time being to proceed with the conversion of the Preference Shares.

Question 13

- Referred to page 16 of the AR, where it was indicated that the 190-unit South Beach Residences will be launched in 2H 2017, and enquired as to the selling price.

The Chairman informed that the launch of the South Beach Residences is not yet confirmed and the Company may consider a launch at the appropriate time subject to market conditions.

In response to Shareholder F's further enquiry relating to potential Qualifying Certificate (QC) penalty and Additional Buyer Stamp Duty (ABSD) applicable for South Beach Residences, Mr Chia confirmed that this development project is not subject to QC penalty and ABSD.

Question 14

- Would the depreciation of the pound sterling affect the Group's investments in the United Kingdom following Brexit?

The Chairman said that the Group has multi-currency borrowings to fund its acquisitions, and its property investments in the UK would not be affected by the depreciation of the pound sterling.

Question 15

- Enquired as to the Group's plan for the land at Swiss Club Road.

The Chairman opined that it would be preferable to continue holding on to the freehold land until the right time for development and sale. He mentioned that it is not easy to acquire such freehold land at a good price in the current market.

4.3 There being no further questions, the Chairman proposed the Resolution at hand. Duly seconded, it was RESOLVED that:

The Directors' Statement and Audited Financial Statements of the Company and of the Group for the year ended 31 December 2016 and the Auditors' Report thereon be and are hereby received and adopted.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,496,159	682,401,159	99.99%	95,000	0.01%

5. **FINAL ORDINARY DIVIDEND AND SPECIAL FINAL ORDINARY DIVIDEND**

There being no questions, the Chairman proposed the Resolution at hand. Duly seconded, it was RESOLVED that:

A final one-tier tax-exempt ordinary dividend of 8.0 cents per ordinary share and a special final one-tier tax-exempt ordinary dividend of 4.0 cents per ordinary share for the year ended 31 December 2016 as recommended by the Directors be and are hereby declared for payment on 22 May 2017 to Shareholders registered on 2 May 2017.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,635,901	682,588,401	99.99%	47,500	0.01%

6. **DIRECTORS' FEES AND AUDIT & RISK COMMITTEE FEES**

It was noted that the Directors' Fees relate to the financial year ended 31 December 2016 and excluded the quarterly fees paid to the Audit & Risk Committee ("**ARC**") in 2016 and the first half of 2017 which have been approved by Shareholders at previous AGMs.

Approval of Shareholders was sought for the payment of the fees of the ARC for the period from 1 July 2017 to 31 December 2017, which would be made in arrears at the end of each calendar quarter.

Duly proposed and seconded and there being no questions, it was RESOLVED that:

The Directors' Fees of \$546,787.00 for the year ended 31 December 2016 and Audit & Risk Committee ("**ARC**") Fees comprising \$70,000 per annum payable to the ARC chairman and \$55,000 per annum payable to each ARC member for the period from 1 July 2017 to 31 December 2017, with payment of the ARC Fees to be made quarterly in arrears at the end of each calendar quarter, be and are hereby approved.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,573,045	682,404,696	99.98%	168,349	0.02%

## 7. RE-ELECTION OF DIRECTORS

The Chairman informed the Meeting that in accordance with the Company's Constitution, Mr Philip Yeo, Mr Tan Poay Seng, Ms Tan Yee Peng and Mr Koh Thiam Hock would retire as Directors at the Meeting.

Being eligible, Mr Philip Yeo, Mr Tan Poay Seng, Ms Tan Yee Peng and Mr Koh Thiam Hock had offered themselves for election or re-election and the Nominating Committee ("NC") had recommended their election or re-election as Directors.

### 7.1 Re-election of Mr Philip Yeo Liat Kok

Duly proposed and seconded and there being no questions, it was RESOLVED that:

Mr Philip Yeo Liat Kok, who is due to retire at the Meeting, be and is hereby re-elected as a Director of the Company.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,621,188	671,813,255	98.42%	10,807,933	1.58%

### 7.2 Re-election of Mr Tan Poay Seng

Duly proposed and seconded and there being no questions, it was RESOLVED that:

Mr Tan Poay Seng, who is due to retire at the Meeting, be and is hereby re-elected as a Director of the Company.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,582,688	679,200,044	99.50%	3,382,644	0.50%

### 7.3 Re-election of Ms Tan Yee Peng

Duly proposed and seconded and there being no questions, it was RESOLVED that:

Ms Tan Yee Peng, who is due to retire at the Meeting, be and is hereby re-elected as a Director of the Company.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,428,699	677,590,295	99.29%	4,838,404	0.71%

**7.4 Election of Mr Koh Thiam Hock**

Duly proposed and seconded and there being no questions, it was RESOLVED that:

Mr Koh Thiam Hock, who is due to retire at the Meeting, be and is hereby elected as a Director of the Company.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,567,688	633,843,174	92.86%	48,724,514	7.14%

**8. RE-APPOINTMENT OF AUDITORS**

The Chairman informed the Meeting that the ARC had recommended the re-appointment of KPMG LLP as auditors of the Company and KPMG LLP had expressed their willingness to accept re-appointment.

Duly proposed and seconded and there being no questions, it was RESOLVED that:

KPMG LLP be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,573,699	671,539,545	98.38%	11,034,154	1.62%

**SPECIAL BUSINESS**

**9. ORDINARY RESOLUTION  
 AUTHORITY TO DIRECTORS TO ISSUE SHARES**

The Chairman informed the Meeting that Resolution 6 of the Notice of AGM, if approved, would empower the Directors of the Company to issue ordinary shares and/or make or grant instruments that might require new ordinary shares to be issued up to a number not exceeding 50% of the Company's total issued ordinary shares, with a limit of 10% of the Company's total issued ordinary shares for any issue of ordinary shares not made on a *pro rata* basis to Shareholders. This authority will expire at the next Annual General Meeting of the Company, unless revoked or varied at a general meeting.

Duly proposed and seconded and there being no questions, it was RESOLVED that:

Authority be and is hereby given to the Directors to:

- (a) (i) issue ordinary shares of the Company whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require ordinary shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into ordinary shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue ordinary shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- (1) the aggregate number of ordinary shares to be issued pursuant to this Ordinary Resolution (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding ordinary shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 50% of the total number of issued ordinary shares, excluding treasury shares, of the Company (as calculated in accordance with paragraph (2) of this Ordinary Resolution), of which the aggregate number of ordinary shares to be issued other than on a *pro rata* basis to shareholders of the Company (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding ordinary shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 10% of the total number of issued ordinary shares, excluding treasury shares, of the Company (as calculated in accordance with paragraph (2) of this Ordinary Resolution);
- (2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of ordinary shares that may be issued under paragraph (1) of this Ordinary Resolution, the percentage of issued ordinary shares, excluding treasury shares, shall be based on the total number of issued ordinary shares, excluding treasury shares, of the Company at the time this Ordinary Resolution is passed, after adjusting for:
  - (i) new ordinary shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of ordinary shares;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company (“AGM”) or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,565,899	664,334,224	97.33%	18,231,675	2.67%

10. **ORDINARY RESOLUTION**  
**RENEWAL OF THE SHARE PURCHASE MANDATE**

The Chairman informed that the Share Purchase Mandate, which Shareholders renewed at the Company's last Annual General Meeting held on 2016 AGM, would expire at the Meeting. Shareholders' approval to renew the Share Purchase Mandate was sought to empower the Directors to make purchases or otherwise acquire the Company's issued ordinary shares and/or Preference Shares from time to time. Such authority would continue in force until the conclusion of the next Annual General Meeting in 2018, unless revoked or varied at a general meeting. It was noted that the rationale and terms of the Share Purchase Mandate were set out in the Appendix Accompanying the Notice of AGM.

There being no further questions, the resolution was duly proposed and seconded. It was RESOLVED that:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("**Ordinary Shares**") and/or non-redeemable convertible non-cumulative preference shares ("**Preference Shares**") of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchases (each a "**Market Purchase**") on SGX-ST; and/or
- (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");

(b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked in general meeting; or

(iii) the date on which the purchases or acquisitions of Ordinary Shares and/or Preference Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Ordinary Resolution:

**“Prescribed Limit”** means in relation to any purchase or acquisition of Ordinary Shares, the number of issued Ordinary Shares representing 10% of the total number of issued Ordinary Shares as at the date of the passing of this Ordinary Resolution (excluding any Ordinary Shares held as treasury shares as at that date), and in relation to any purchase or acquisition of Preference Shares, the number of issued Preference Shares representing 10% of the total number of issued Preference Shares as at the date of the passing of this Ordinary Resolution; and

**“Maximum Price”** in relation to an Ordinary Share or a Preference Share to be purchased or acquired (as the case may be) means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, 105% of the Average Closing Price of the Ordinary Shares or Preference Shares (as the case may be); and

(ii) in the case of an Off-Market Purchase, 120% of the Highest Last Dealt Price of the Ordinary Shares or Preference Shares (as the case may be),

where:

**“Average Closing Price”** means the average of the Closing Market Prices of the Ordinary Shares or Preference Shares (as the case may be) over the last five (5) Market Days on SGX-ST, on which transactions in the Ordinary Shares or Preference Shares (as the case may be) were recorded, immediately preceding the day of the Market Purchase by the Company, and deemed to be adjusted for any corporate action that occurs after such 5-Market Day period;

**“Closing Market Price”** means the last dealt price for an Ordinary Share or a Preference Share (as the case may be) transacted on SGX-ST as shown in any publication of SGX-ST or other sources;

**“Highest Last Dealt Price”** means the highest price transacted for an Ordinary Share or a Preference Share (as the case may be) as recorded on SGX-ST on the Market Day on which there were trades in the Ordinary Shares or Preference Shares (as the case may be) immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase;

**“day of the making of the offer”** means the day on which the Company makes an offer for the Off-Market Purchase of Ordinary Shares or Preference Shares (as the case may be) from holders of Ordinary Shares or holders of Preference Shares (as the case may be), stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase, calculated on the foregoing basis) for each Ordinary Share or Preference Share (as the case may be), and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

**“Market Day”** means a day on which SGX-ST is open for trading in securities; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may

consider expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
682,580,199	682,457,794	99.98%	122,405	0.02%

11. **ORDINARY RESOLUTION**  
**RENEWAL OF IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS**

The Chairman informed that the IPT Mandate was first approved by Shareholders at the Company's Extraordinary General Meeting held in 2003 and was renewed at each of the Company's Annual General Meetings since 2004, including the 2016 AGM, and would expire at the Meeting. The IPT Mandate, if approved, would continue in force until the conclusion of the next Annual General Meeting, unless revoked or varied at a general meeting. Information relating to the IPT Mandate had been set out in the Appendix Accompanying the Notice of the AGM.

Before proceeding to vote on the Resolution to approve the renewal of the IPT Mandate, the Chairman reminded Shareholders on the voting restrictions pursuant to Rule 921(7) of the Listing Manual of SGX-ST as set out on page 250 of the AR. Companies in the Hong Leong Investment Holdings Pte. Ltd. Group as well as Directors who hold shares in the Company would abstain from voting on the Resolution. However, it was noted that the Directors may still vote as proxies for Shareholders who were not considered as interested persons of the Company.

The question from a Shareholder, together with the response, on this resolution is set out as follows:

**Shareholder C** (*the identity of the shareholder is separately maintained in the records of the Company Secretary*)

Question 16

- Referred to page 199 of the AR relating to Related Parties Transactions and enquired whether any discount is given to related parties for purchase of the Group's development properties.

Mr Chia clarified that a 2% and 3% discount off the purchase price would be given to Directors and Staff respectively subject to fulfillment of certain conditions, which includes a completed number of years of service as well as complying with restrictions on the sale of the properties.

Duly proposed and seconded and there being no questions, it was RESOLVED that:

- (a) approval be and is hereby given for the purpose of Chapter 9 of the Listing Manual of SGX-ST, for the Company, its subsidiaries and its associated companies that are not listed on SGX-ST, or an approved exchange, over which the Company, its subsidiaries and/or its interested person(s), have control, or any of them, to enter into any of the transactions falling within the category of Interested Person Transactions, particulars of which are set out in the Company's Circular to Shareholders dated 28 April 2003 (the "**Circular**") with any party who is of the class or classes of Interested Persons described in the Circular, provided that such transactions are entered into in

accordance with the review procedures for Interested Person Transactions as set out in the Circular, and that such approval (the “**IPT Mandate**”), shall unless revoked or varied by the Company in General Meeting, continue in force until the next AGM of the Company; and

- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Ordinary Resolution.

The detailed voting results for the above resolution:

Total Number of shares represented by Votes Cast	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
241,143,037	239,861,677	99.47%	1,281,360	0.53%

## 12. CONCLUSION

There being no other ordinary business, the Chairman thanked the Shareholders for their attendance and support, and declared the Meeting closed.

Read and signed as correct,

(Signed by Mr Kwek Leng Beng)

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Chairman