

## **NOTICE OF 43<sup>RD</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 43<sup>rd</sup> Annual General Meeting of Malaysian Resources Corporation Berhad (“MRCB” or “the Company”) will be held at Hotel Istana Kuala Lumpur City Centre, Mahkota Ballroom II, BR Level, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Friday, 27 June 2014 at 3.00 p.m. for the following purposes:

### **AGENDA**

#### **AS ORDINARY BUSINESS**

1. To receive the Statutory Financial Statements of the Company for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon.
2. To approve a first and final single tier dividend of 1.0% or 1.0 sen per ordinary share for the financial year ended 31 December 2013. Resolution 1
3. To re-elect the following Directors who will retire pursuant to Article 106 of the Company's Articles of Association, and being eligible have offered themselves for re-election:
  - (i) Datuk Mohamad Salim Fateh Din Resolution 2
  - (ii) Tan Sri Ahmad Fuad Ismail Resolution 3
  - (iii) Dato' Ishak Haji Mohamed Resolution 4
  - (iv) Dato' Johari Razak Resolution 5
  - (v) Rohaya Mohammad Yusof Resolution 6
4. To re-elect the following Directors who will retire pursuant to Articles 101 and 102 of the Company's Articles of Association, and being eligible have offered themselves for re-election:
  - (i) Tan Sri Azlan Zainol Resolution 7
  - (ii) Datuk Shahril Ridza Ridzuan Resolution 8
5. To approve the Directors' Fees of RM767,808 for the financial year ended 31 December 2013. Resolution 9  
(2012: RM750,000)
6. To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 10
7. To transact any other ordinary business for which due notice has been given.

### **NOTICE OF DIVIDEND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT**, subject to the approval of the shareholders at the 43<sup>rd</sup> Annual General Meeting, a first and final single tier dividend of 1.0% or 1.0 sen per ordinary share for the financial year ended 31 December 2013 will be paid on 23 July 2014 to Depositors whose names appear in the Record of Depositors on 30 June 2014.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 June 2014 in respect of transfers;
- b. Shares deposited into the Depositor's Securities Account before 12.30 p.m on 26 June 2014 in respect of shares exempted from mandatory deposit; and
- c. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

### **BY ORDER OF THE BOARD**

#### **MOHD NOOR RAHIM YAHAYA**

(MAICSA 0866820)  
Company Secretary

Kuala Lumpur  
5 June 2014

**Notes:**

**Proxy**

1. Only members whose names appear in the Record of Depositors on 20 June 2014 ("General Meeting Record of Depositors") shall be eligible to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.
2. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
4. Where a member of the company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. In the case of a corporation, it shall be executed under its Common Seal or signed by its attorney duly authorized in writing or by an officer on behalf of the corporation.
6. Duly completed Proxy Form must be deposited at Symphony Share Registrars Sdn.Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time set holding the meeting or any adjournment thereof.

***Audited Financial Statements for the financial year ended 31 December 2013***

The audited financial statements under Agenda 1, is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) and (3) of the Companies Act 1965. Hence, it will not be put for voting.