



MALAYSIAN RESOURCES CORPORATION BERHAD

(Company No. 7994-D)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Malaysian Resources Corporation Berhad (“MRCB” or “Company”) will be held at Hotel Istana Kuala Lumpur City Centre, Mahkota Ballroom II, BR Level, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Tuesday, 23 September 2014 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass with or without any modification the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY MRCB OF 30% EQUITY INTEREST IN P.J SENTRAL DEVELOPMENT SDN BHD (“P.J SENTRAL”) FROM PKNS HOLDINGS SDN BHD (“PKNS”) FOR A TOTAL CASH CONSIDERATION OF RM85,300,000 (“PROPOSED ACQUISITION OF 30% OF P.J SENTRAL”)

“**THAT**, subject to the approval of all the relevant authorities or parties being obtained (if required), approval be and is hereby given for the Company and/or its nominee(s) to acquire 30% equity interest in P.J Sentral from PKNS for a total purchase consideration of RM85,300,000 to be satisfied entirely in cash upon and subject to the terms and conditions as stipulated in the share sale agreement dated 20 June 2014 entered into between MRCB and PKNS (“PKNS SSA”) for the Proposed Acquisition of 30% of P.J Sentral.

AND THAT the board of directors of the Company (“Board”) be and is hereby authorised and empowered to give full effect to the Proposed Acquisition of 30% of P.J Sentral and the PKNS SSA with full power to complete and implement the Proposed Acquisition of 30% of P.J Sentral in such manner as the Board may deem fit or necessary, to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the PKNS SSA and such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all such acts, things and matters as it may deem fit, necessary and/or expedient or in the best interests of the Company.”

By order of the Board

Mohd Noor Rahim Yahaya

MAICSA 0866820

Company Secretary

Kuala Lumpur

8 September 2014

Notes: -

1. Only members whose names appear in the Record of Depositors on 15 September 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 EGM.
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 authorised 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 authorised 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 authorised in writing or by an officer on behalf of the corporation.
6. The duly completed Proxy Form must be deposited at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for the holding of the meeting or any adjournment thereof.