



MBM RESOURCES BERHAD

**MBM RESOURCES BERHAD** (284496 V)  
(Incorporated in Malaysia)

**NOTICE OF NINETEENTH (19TH) ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at the Grand Ballroom, The Saujana Hotel Kuala Lumpur, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor on Thursday, 20 June 2013 at 10.30 a.m. to transact the following business:-

**AGENDA**

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 2)
2. To re-elect Mr Looi Kok Loon who retires pursuant to Article 78 of the Company's Articles of Association. (Resolution 1)
3. To re-elect Encik Mustapha Bin Mohamed who retires pursuant to Article 85 of the Company's Articles of Association. (Resolution 2)
4. To approve the payment of Directors' fees for the financial year ended 31 December 2012. (Resolution 3)
5. To re-appoint Messrs Deloitte KassimChan as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

Special Business

To consider and if thought fit, to pass the following resolution, with or without modifications, as Special Resolution of the Company:-

6. SPECIAL RESOLUTION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (Resolution 5)  
"THAT the amendments to the Company's Articles of Association as set out in Appendix I be and is hereby approved and adopted."
7. To consider any other business which due notice shall be given in accordance with the Companies Act, 1965.

By Order of the Board  
WONG PEIR CHYUN (MAICSA 7018710)  
WONG WAI FOONG (MAICSA 7001358)  
Company Secretaries  
Kuala Lumpur  
28 May 2013

NOTES:-

1. Appointment of Proxy
  - (a) A member entitled to attend and vote at the Meeting is entitled to appoint proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
  - (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's Seal or under the hand of an officer or attorney duly authorised.
  - (c) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meetings and that the provisions of Section 149(1)(c) of the Act shall apply. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
  - (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  - (e) Where a member of the company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
  - (f) Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
  - (g) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the share registrar office of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
  - (h) Only the members whose names appear on the Record of Depositors as at 13 June 2013 shall be entitled to attend and vote at this meeting or appoint proxy (proxies) to attend and vote on their behalf.
2. Audited Financial Statements for the financial year ended 31 December 2012  
The Audited Financial Statement in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders.
3. Retirement of Director  
Y. Bhg. Tan Sri Lee Lam Thye JP who will be retiring pursuant to Article 78 of the Company's Articles of Association at the Nineteenth Annual General Meeting, has indicated that he does not wish to seek re-election as a Director of the Company at the Nineteenth Annual General Meeting. Therefore, Y. Bhg. Tan Sri Lee Lam Thye JP shall retire from the Board at the conclusion of the Nineteenth Annual General Meeting.
4. Explanatory Notes on Special Business  
Resolution 5  
Special Resolution - Proposed Amendments to the Articles of Association  
The proposed amendments to the Articles of Association of the Company are to comply with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and for facilitating some administration issues.