

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

NOTICE OF TWENTIETH (20TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth 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 Tuesday, 17 June 2014 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 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 2)
2. To re-elect Encik Aqil Bin Ahmad Azizuddin who retires pursuant to Article 78 of the Company's Articles of Association as a Director of the Company. (Resolution 1)
3. To re-elect Mr Low Hin Choong who retires pursuant to Article 78 of the Company's Articles of Association as a Director of the Company. (Resolution 2)
4. To re-elect Ms Wong Fay Lee who retires pursuant to Article 85 of the Company's Articles of Association as a Director of the Company. (Resolution 3)
5. To approve the payment of Directors' fees of RM491,000 for the financial year ended 31 December 2013. (2012 fees: RM324,000) (Resolution 4)
6. To re-appoint Messrs Deloitte as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions of the Company:-

7. **ORDINARY RESOLUTION 1- APPROVAL OF PAYMENT OF RETIREMENT GRATUITY TO TAN SRI LEE LAM THYE** (Resolution 6)

"THAT the payment of the retirement gratuity of RM375,000 to Tan Sri Dato' Lee Lam Thye, the former Independent Non-Executive Director, Chairman of the Nomination Committee and Remuneration Committee and member of the Audit Committee of the Company be hereby approved, in recognition and appreciation of his long service and contribution to the Company since 28 February 1994."

8. **ORDINARY RESOLUTION 2- APPROVAL OF PAYMENT OF GRATUITY TO MR. WONG WEI KHIN** (Resolution 7)

“THAT a gratuity payment of RM320,000.00 to Mr. Wong Wei Khin, the former Non-Independent Non-Executive Director and member of the Nomination Committee of the Company be hereby approved, in recognition and appreciation of his long service and contribution to the Company since 23 May 2002.”

9. 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
23 May 2014

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 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 10 June 2014 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 2013

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. Explanatory Notes on Special Business

Resolution 6

Ordinary Resolution 1 – Approval of Payment of Retirement Gratuity to Tan Sri Lee Lam Thye

The approval of payment of retirement gratuity is a token of appreciation to Tan Sri Lee Lam Thye, the former Independent Non-Executive Director, Chairman of the Nomination Committee and Remuneration Committee and member of the Audit Committee of the Company respectively.

The approval of payment of retirement gratuity is tabled for shareholders to comply with Section 137(1) and 137(5) of the Companies Act, 1965, which requires that any bona fide payment by way of pension or lump sum payment in respect of past services, including any superannuation or retiring allowance, gratuity or similar payment, where the value or amount of the pension or payment exceeds the total emoluments of the director in the three (3) years immediately preceding his retirement or death be disclosed to the members of the company and approved in a general meeting.

Resolution 7

Ordinary Resolution 2 – Approval of Payment of Gratuity to Mr. Wong Wei Khin

The proposed gratuity payment is a token of appreciation to Mr Wong Wei Khin, the former Non-Independent Non-Executive Director and member of the Nomination Committee of the Company respectively.

The proposed gratuity payment is tabled for shareholders to comply with Section 137(1) and 137(5) of the Companies Act, 1965, which requires that any bona fide payment by way of pension or lump sum payment in respect of past services, including any superannuation or retiring allowance, gratuity or similar payment, where the value or amount of the pension or payment exceeds the total emoluments of the director in the three (3) years immediately preceding his retirement or death be disclosed to the members of the company and approved in a general meeting.