

MRCB

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 Thursday, 12 February 2015 at 10.00 a.m. or immediately following the conclusion of the earlier EGM of MRCB which will be held at the same place and on the same day at 9.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following ordinary resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY MRCB SENTRAL PROPERTIES SDN BHD ("MSP"), A WHOLLY-OWNED SUBSIDIARY OF MRCB, OF ALL THAT PIECE OF FREEHOLD LAND HELD UNDER GERAN 46222, LOT 73 SECTION 0070, TOWN AND DISTRICT OF KUALA LUMPUR, FEDERAL TERRITORY OF KUALA LUMPUR, TOGETHER WITH A COMMERCIAL DEVELOPMENT COMPRISING 5 BLOCKS OF 4 TO 7 STOREY COMMERCIAL BUILDINGS CONSISTING OF OFFICE-CUM RETAIL SPACE, A MULTI-PURPOSE HALL TOGETHER WITH 2 LEVELS OF CAR PARKS KNOWN AS "PLATINUM SENTRAL" INCLUDING ALL THE PLANT AND EQUIPMENT, FIXTURES AND FITTINGS ATTACHED TO THEM (EXCLUDING THE FIXTURES AND FITTINGS BELONGING TO EXISTING TENANTS AND THIRD PARTIES INCLUDING THOSE WITH WHOM THE EXISTING TENANTS HAVE ENTERED INTO A HIRE PURCHASE AND/OR LEASING ARRANGEMENT IN RESPECT OF SUCH FITTINGS AND FIXTURES) AND THE BENEFITS AND OBLIGATIONS IN RESPECT OF EXISTING TENANCIES ("PLATINUM SENTRAL"), TO MAYBANK TRUSTEES BERHAD ("MTB" OR "PURCHASER"), ACTING SOLELY IN THE CAPACITY AS TRUSTEE FOR QUILL CAPITA TRUST ("QCT"), A REAL ESTATE INVESTMENT TRUST ("REIT"), FOR A TOTAL DISPOSAL CONSIDERATION OF RM740 MILLION, OF WHICH RM476 MILLION WILL BE SATISFIED IN CASH AND RM264 MILLION WILL BE SATISFIED VIA THE PROPOSED ISSUANCE OF 206.25 MILLION UNITS IN QCT ("UNITS") AT AN ISSUE PRICE OF RM1.28 PER UNIT ("PROPOSED DISPOSAL")

"THAT, subject to and conditional upon the approvals of all relevant regulatory authorities or parties being obtained (if required), approval be and is hereby given for MSP, a wholly-owned subsidiary of MRCB to dispose Platinum Sentral to MTB, acting solely in the capacity as trustee for QCT, a REIT, for a total disposal consideration of RM740 million, of which RM476 million will be satisfied in cash and RM264 million will be satisfied via the proposed issuance of RM206.25 million Units at the issue price of RM1.28 per Unit, in accordance with the terms and conditions of the conditional sale and purchase agreement dated 10 April 2014 entered into between MSP and the Purchaser.

AND THAT the Board of Directors of the Company be and is hereby authorised to give full effect to the Proposed Disposal with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board of Directors of the Company may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITIONS BY MRCB OF A TOTAL OF 41% EQUITY INTERESTS IN QUILL CAPITAL MANAGEMENT SDN BHD (BEING THE MANAGEMENT COMPANY OF QCT) ("QCM" OR "REIT MANAGER") FROM CAPITALAND RECM PTE LTD ("CRPL") AND COAST CAPITAL SDN BHD ("CCSB") FOR A TOTAL CASH CONSIDERATION OF RM5,882,835.80 ("PROPOSED SHARES ACQUISITIONS")

"THAT, subject to the passing of Ordinary Resolution 1 and subject to and conditional upon the approvals of all relevant regulatory authorities or parties being obtained (if required), approval be and is hereby given for MRCB to acquire 40% equity interest in QCM from CRPL for a purchase consideration of RM5,739,352.00 and 1% equity interest in QCM from CCSB for a purchase consideration of RM143,483.80, in accordance with the terms and conditions of the share sale agreement dated 10 April 2014 entered into between MRCB and CRPL, and the share sale agreement dated 10 April 2014 entered into between MRCB, Quill Resources Holdings Sdn Bhd and CCSB, respectively.

AND THAT the Board of Directors of the Company be and is hereby authorised to give full effect to the Proposed Shares Acquisitions with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board of Directors of the Company may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company."

BY ORDER OF THE BOARD

Mohd Noor Rahim Yahaya
MAICSA 0866820
Company Secretary

Kuala Lumpur
Dated: 28 January 2015

Notes:-

- 1. Only members whose names appear in the Record of Depositors on 5 February 2015 ("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.*