

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 Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 21 December 2015 at 11.30 a.m. or immediately after the conclusion of the EGM which will be held at 10.30 a.m. on the same day and at the same venue, whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modification, the following ordinary resolution:-

ORDINARY RESOLUTION 1

MANAGEMENT CONTRACT BETWEEN KWASA UTAMA SDN BHD (FORMERLY KNOWN AS KWASA DEVELOPMENT (1) SDN BHD) (“KUSB”) AND MRCB FOR THE APPOINTMENT OF MRCB AS THE MANAGEMENT CONTRACTOR IN CONNECTION WITH THE DEVELOPMENT AND CONSTRUCTION OF A COMMERCIAL DEVELOPMENT NAMED KWASA UTAMA ON A PIECE OF LAND OWNED BY KUSB MEASURING 29.82 ACRES KNOWN AS PLOT C8 (PART OF LOT 85112) KWASA DAMANSARA, MUKIM SUNGAI BULOH, DAERAH PETALING, SEKSYEN U4, 40160 SHAH ALAM, SELANGOR DARUL EHSAN (“DEVELOPMENT”) FOR A PROVISIONAL TOTAL CONTRACT SUM OF RM3,145,493,294 PAYABLE IN CASH (“PROVISIONAL TOTAL CONTRACT SUM”) (“PROPOSED CONSTRUCTION”)

“**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 the Company to be appointed as the Management Contractor to provide services in connection with the development and construction of the Development for the Provisional Total Contract Sum, in accordance with the terms and conditions as stipulated in the Management Contract dated 28 October 2015 entered into between KUSB and MRCB for the Proposed Construction.

THAT the board of directors of the Company (“**Board**”) be and is hereby authorised with full power to accept any changes to the Provisional Total Contract Sum in such manner as the Board shall in their absolute discretion deem necessary and/or expedient and in the best interest of the Company.

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Construction 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 parties or as the Board may deem necessary and/or expedient and 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 and in the best interest of the Company.”

BY ORDER OF THE BOARD

Mohd Noor Rahim Yahaya
MAICSA 0866820
Company Secretary

Kuala Lumpur
4 December 2015

Notes:-

1. *Only members whose names appear in the Record of Depositors on 14 December 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.*