

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 10.30 a.m. or immediately after the conclusion of the earlier EGM which will be held at 10.00 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 modification, the following ordinary resolution:-

ORDINARY RESOLUTION 1

PRIVATISATION AGREEMENT ENTERED INTO BETWEEN RUKUN JUANG SDN BHD (“RJSB”), A 85%-OWNED SUBSIDIARY OF MRCB LAND SDN BHD (“MRCBL”), WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MRCB, THE GOVERNMENT OF MALAYSIA (AS REPRESENTED BY THE MINISTRY OF YOUTH AND SPORTS) AND SYARIKAT TANAH DAN HARTA SDN BHD RELATING TO THE REFURBISHMENT AND UPGRADING OF FACILITIES LOCATED AT THE NATIONAL SPORTS COMPLEX IN BUKIT JALIL, KUALA LUMPUR FOR A TOTAL CONTRACT SUM OF RM1,631,880,000 (“PROPOSED PRIVATISATION”)

“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 RJSB, a 85%-owned subsidiary of MRCBL, which in turn is a wholly-owned subsidiary of the Company, to undertake the refurbishment and upgrading of facilities located at the National Sports Complex in Bukit Jalil, Kuala Lumpur for a total contract sum of RM1,631,880,000, in accordance with the terms and conditions as stipulated in the Privatisation Agreement dated 28 October 2015 entered into between RJSB, the Government of Malaysia (as represented by the Ministry of Youth and Sports) and Syarikat Tanah dan Harta Sdn Bhd, which shall be satisfied via the exchange of three (3) pieces of leasehold land with a total land size of 92.50 acres (subject to adjustments in accordance with the provisions of the Privatisation Agreement, including those disclosed in Sections 2.2 and 2.6.2 of the circular to shareholders dated 4 December 2015 in relation to the Proposed Privatisation) identified as follows:-

- (i) Part of H.S. (D) 63195 PT 2875, Mukim of Petaling, District of Kuala Lumpur, state of Wilayah Persekutuan KL measuring approximately 28.13 acres;
- (ii) Part of GRN 41246 Lot 35323, Mukim of Petaling, District of Kuala Lumpur, state of Wilayah Persekutuan KL measuring approximately 17.59 acres; and

- (iii) Part of GRN 50029 Lot 38207, Mukim of Petaling, District of Kuala Lumpur, state of Wilayah Persekutuan KL measuring approximately 46.78 acres.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to give full effect to the Proposed Privatisation 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 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
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.*