

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting ("AGM") of Malaysian Resources Corporation Berhad ("MRCB" or "the Company") will be held at Mahkota Ballroom II, BR Level, Hotel Istana Kuala Lumpur City Centre, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Tuesday, 6 June 2017 at 10.30 a.m. for the following purposes:

AGENDA

Ordinary Business

1. To receive the Statutory Financial Statements of the Company for the financial year ended 31 December 2016 and the Reports of the Directors and Auditors thereon.
2. To approve a first and final single tier dividend of 2.75% or 2.75 sen per ordinary share for the financial year ended 31 December 2016. **Resolution 1**
3. To re-elect the following Directors who will retire pursuant to Articles 101 and 102 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - (i) Tan Sri Mohamad Salim Fateh Din **Resolution 2**
 - (ii) Rohaya Mohammad Yusof **Resolution 3**
4. To approve the Directors' Fees of RM952,459 for the financial year ended 31 December 2016. (2015: RM1,000,548). **Resolution 4**
5. To approve the benefits extended to the Non-Executive Directors of the Company, as detailed out in Note 5 of the explanatory notes, from 1 January 2017 until the next AGM of the Company. **Resolution 5**
6. To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

Special Business

To consider and if thought fit, to pass with or without any modification the following ordinary resolutions:

7. Grant of Options to Tan Sri Mohamad Salim Fateh Din **Resolution 7**

"THAT the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Tan Sri Mohamad Salim Fateh Din, the Group Managing Director of the Company, new options to subscribe for up to 750,000 new ordinary shares of the Company under the Employees' Share Option Scheme ("ESOS") subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provision of the Bye-Laws of MRCB Group ESOS ("the Bye-Laws")"

8. Grant of Options to Mohd Imran Tan Sri Mohamad Salim

Resolution 8

“THAT the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Mohd Imran Tan Sri Mohamad Salim, the Executive Director of the Company, new options to subscribe for up to 562,500 new ordinary shares of the Company under the ESOS subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws.”

9. Grant of Options to Nor Izzati Tan Sri Mohamad Salim

Resolution 9

“THAT the Board of Directors of the Company be and is hereby authorised at any time and from time to time to offer and to grant to Nor Izzati Tan Sri Mohamad Salim, a person related to the Group Managing Director and the Executive Director, new options to subscribe for up to 131,250 new ordinary shares of the Company under the ESOS subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws.”

10. Proposed Renewal of Share Buy-Back Authority

Resolution 10

“THAT, subject to the provisions of the Companies Act, 2016, the Articles of Association of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and other applicable laws, regulations and guidelines, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital for the time being of the Company and an amount not exceeding the retained profits of the Company be allocated by the Company for the Proposed Share Buy-Back;

THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares will be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities;

THAT the directors be and are hereby empowered to do all acts and things and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as the Directors may deem fit and expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by any relevant authorities;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue to be in force until: -

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of Main Market Listing Requirements of Bursa Securities or any other relevant authorities.”

11. To transact any other ordinary business for which due notice has been received.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 46th AGM, a first and final single tier dividend of 2.75% or 2.75 sen per ordinary share for the financial year ended 31 December 2016 will be paid on 18 August 2017 to Depositors whose names appear in the Record of Depositors on 21 July 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 21 July 2017 in respect of transfers;
- b. Shares deposited into the Depositor's Securities Account before 12.30 p.m on 19 July 2017 in respect of shares exempted from mandatory deposit; and
- c. Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

MOHD NOOR RAHIM YAHAYA
(MAICSA 0866820)
Company Secretary

Kuala Lumpur
28 April 2017

Notes:

1. Only members whose names appear in the Record of Depositors on 31 May 2017 (“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 AGM.
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.
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. Duly completed Proxy Form must be deposited at Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time set holding the meeting or any adjournment thereof.

Explanatory Notes:

1. Audited Financial Statements for the financial year ended 31 December 2016

The Audited Financial Statements under Agenda 1 is meant for discussion only as it does not require shareholders' approval pursuant to Section 340(1)(a) of the Companies Act ("CA") 2016 and therefore, it will not be put for voting.

2. Final Dividend

Pursuant to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 27 February 2017, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 18 August 2017 in accordance with the requirements under Section 132(2) and (3) of the CA 2016.

3. Re-election of Directors who retire in accordance with Articles 101 and 102 of the Company's Articles of Association ("AA")

Articles 101 and 102 of the AA provides that one-third (1/3) of the Directors for the time being shall retire by rotation at the AGM of the Company. With the current Board size of seven (7), two (2) Directors are to retire in accordance with Articles 101 and 102 of the AA.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 46th AGM, the Nomination and Remuneration Committee ("NRC") has considered the following:

- (i) The performance and contribution of each of the Directors
- (ii) The assessment of the individual Director's level of contribution to the Board through each of their skills, experience and strength in qualities.

The Board approved the NRC's recommendation that the Directors who retire in accordance with Articles 101 and 102 of the AA are eligible to stand for re-election. All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

The profiles of Directors seeking re-election at the 46th Annual General Meeting are set out in the Profile of Director's section of the Company's Annual Report 2016.

4. Payment of Non-Executive Directors' Fee

The proposed fees to be paid to Non-Executive Directors ("NEDs") from this AGM to the next AGM of the Company is based on the following fee structure approved by the shareholders at the previous AGM:

Board	Annual Fee (RM)	Date of Shareholders' Approval
Chairman	200,000	Approved at the 45 th AGM held on 31 May 2016
Member	150,000	Approved at the 45 th AGM held on 31 May 2016

5. **Benefits Payable to NEDs**

The benefits comprise allowances, benefits in kind and other emoluments payable to the NEDs details of which are as follows:

Benefit	Description	Amount
Monthly Fixed Allowance*	Chairman of the Board	RM10,000 per month
	Chairman of Executive Committee	RM10,000 per month
	Chairman of Audit Committee	RM2,000 per month
	Chairman of Nomination and Remuneration Committee	RM2,000 per month
	Chairman of ESOS/ LTIP Committee	RM2,000 per month
	Members of the Board/Committees of the Board	RM1,500 per month
* Each Director will be entitled to the highest monthly fixed allowance only		
Meeting Allowance	Chairman of the Board / Committee	RM4,000 per meeting
	Member of the Board / Committee	RM3,000 per meeting
Other Benefits	Monthly subscription of club membership	
	Insurance coverage for Medical, Group Personal Accident and Group Term Life	
	Staff discount of 7% for purchase of properties developed by MRCB Group	
	Other claimable benefits	

6. **Proposed Grant of Options to Tan Sri Mohamad Salim Fateh Din, Mohd Imran Tan Sri Mohamad Salim and Nor Izzati Tan Sri Mohamad Salim**

The Proposed Grant is made pursuant to the Company's Employees Share Option Scheme ("ESOS") which had been approved by the shareholders at the Extraordinary General Meeting on 29 May 2007. The ESOS of the Company expired on 30 October 2012 and was extended by another 5 years to 30 October 2017.

- Tan Sri Mohamad Salim Fateh Din was appointed as the Group Managing Director on 2 September 2013 and is entitled to participate in the ESOS;
- Mohd Imran Tan Sri Mohamad Salim was appointed as the Executive Director on 1 March 2015 and is entitled to participate in the ESOS; and
- Nor Izzati Tan Sri Mohamad Salim, a person related to the Group Managing Director and Executive Director, is the Project Director of MRCB Sentral Properties Sdn Bhd, a wholly-owned subsidiary of the Company and is entitled to participate in the ESOS.

Accordingly, Tan Sri Mohamad Salim Fateh Din, Mohd Imran Tan Sri Mohamad Salim and Nor Izzati Tan Sri Mohamad Salim have abstained and will also ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on Resolutions 7, 8 and 9 to approve the Proposed Grant.

7. **Proposed Renewal of Share Buy-Back Authority**

The proposed ordinary resolution, if passed, will empower the Directors of the Company to buy back and/or hold from time to time shares of the Company not exceeding ten (10) percent of the issued and paid-up share capital of the Company being quoted on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company.

For further information, please refer to the Share Buy-Back Statement dated 28 April 2017 which has been dispatched together with the Annual Report 2016.