

MRCB

MALAYSIAN RESOURCES CORPORATION BERHAD
(Company No. 7994-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Malaysian Resources Corporation Berhad (“MRCB” or the “Company”) will be held at the Grand Mahkota Ballroom, Hotel Istana Kuala Lumpur, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Thursday, 14 February 2019 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, pass the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED RATIFICATION OF THE MUTUAL TERMINATION OF THE CONCESSION AWARDED BY THE GOVERNMENT OF MALAYSIA (“GOM”) TO MRCB LINGKARAN SELATAN SDN BHD (“MLSSB”), A WHOLLY-OWNED SUBSIDIARY OF MRCB PRASARANA SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MRCB FOR THE DESIGN, CONSTRUCTION, MANAGEMENT, OPERATION AND MAINTENANCE OF THE EASTERN DISPERSAL LINK EXPRESSWAY (“EDL”) (“EDL CONCESSION”) (“CONCESSION TERMINATION”) (“PROPOSED RATIFICATION”)

“**THAT**, the Concession Termination and MLSSB’s entry into the Termination and Settlement Agreement dated 12 November 2018 in relation to the Concession Agreement for the EDL Concession (“**Termination Agreement**”), with the GOM, the salient terms of which are set out in the Circular to shareholders of the Company dated 10 January 2019, and the settlement sum of RM1,325,800,000 that was paid by the GOM to MLSSB on 23 November 2018 be and is hereby approved, ratified and confirmed.

THAT all acts, deeds and things carried out by MLSSB and/or by its directors and/or such other persons as authorised by its directors under or pursuant to the Concession Termination and the Termination Agreement be and is hereby approved, ratified and confirmed.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Concession Termination, the Termination Agreement and the Proposed Ratification.”

BY ORDER OF THE BOARD
Mohd Noor Rahim Yahaya
MAICSA 0866820
Company Secretary

Kuala Lumpur
Dated: 10 January 2019

Notes:

1. Only members whose names appear in the Record of Depositors on 7 February 2019 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.
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 (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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or 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 Form of Proxy 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 holding of the EGM or at any adjournment thereof.