



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

## NOTICE OF 48<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 48<sup>th</sup> Annual General Meeting (AGM) 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, 30 May 2019 at 10.00 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Statutory Financial Statements of the Company for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. Resolution 1
- To approve a first and final single tier dividend of 1.75 sen per ordinary share for the financial year ended 31 December 2018. Resolution 1
- To re-elect Dato' Mohamad Nasir Ab Latif who retires pursuant to Article 106 of the Company's Articles of Association, and being eligible has offered himself for re-election. Resolution 2
- To re-elect the following Directors who retire by rotation pursuant to Articles 101 and 102 of the Company's Articles of Association and being eligible, have offered themselves for re-election: Resolution 3
  - Tan Sri Azlan Zainol Resolution 4
  - Hasman Yusri Yusoff Resolution 5
- To approve the Directors' Fees of RM948,768 to the Non-Executive Directors for the financial year ended 31 December 2018. (2017: RM811,096). Resolution 5
- To approve the payment of Directors' Fees to the Non-Executive Directors for the period from 1 January 2019 until the next AGM of the Company. Resolution 6
- To approve the benefits extended to the Non-Executive Directors, as detailed out in Note 5 of the explanatory notes, from 31 May 2019 until the next AGM of the Company. Resolution 7
- To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 8

#### Special Business

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

- Proposed Renewal of Share Buy-Back Authority Resolution 9
 

"THAT, subject to the Companies Act 2016 ("the Act"), the provision of the Articles of Association/Constitution 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 as the Directors may deem fit and expedient in the interest of the Company provided that:

  - the aggregate number of shares to be purchased by the Company shall not exceed ten per cent (10%) of the total number of issued shares of the Company at any point in time;
  - the maximum fund to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the retained profits of the Company; and
  - the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:
    - the conclusion of next AGM of the Company at which time the authority will lapse unless the authority is renewed by a resolution passed at that meeting, either conditionally or subject to conditions;
    - the expiration of the period within which the next AGM of the Company after that date is required by law to be held;
    - the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting
 whichever occurs first.

THAT upon completion of the purchase by the Company of its own shares, the Director of the Company be authorised to deal with shares purchased in their absolute discretion in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

THAT the Directors of the Company 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."

To consider and if thought fit, to pass the following Special Resolution:

- Proposed Adoption of New Constitution of the Company Resolution 10
 

"THAT the proposed new Constitution as set out in Appendix A to the Annual Report 2018 be and is hereby adopted as the Constitution of the Company in place of the existing Memorandum and Articles AND THAT the Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take such steps as may be considered necessary to give full effect to the foregoing."

#### NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 48<sup>th</sup> Annual General Meeting, a first and final single tier dividend of 1.75 sen per ordinary share for the financial year ended 31 December 2018 will be paid on 23 August 2019 to Depositors whose names appear in the Record of Depositors on 31 July 2019.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 31 July 2019 in respect of transfers;
- Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 29 July 2019 in respect of shares exempted from mandatory deposit; and
- 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  
30 April 2019

#### Notes:

- Only members whose names appear in the Record of Depositors on 23 May 2019 ("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.
- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor 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.
- Duly completed Proxy Form must be deposited at Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time set to hold the meeting or any adjournment thereof.

#### EXPLANATORY NOTES:

##### A. FOR ORDINARY RESOLUTION

###### 1. Statutory Financial Statements for the financial year ended 31 December 2018

The Statutory 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 to vote.

###### 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 26 February 2019, 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 23 August 2019 in accordance with the requirements under Section 132(2) and (3) of the CA 2016.

###### 3. Re-election of Director pursuant to Article 106 of the Company's Articles of Association ("AA")

Article 106 of the AA provides amongst others, that the directors shall have the power to appoint any person to be Director to fill a casual vacancy or as an addition to the existing Board, and that any director so appointed shall hold office only until the next AGM and shall then be eligible for re-election.

Accordingly, Dato' Mohamad Nasir Ab Latif who was appointed as a Non-executive Non-Independent Director of the Company on 24 August 2018, shall hold office until the 48<sup>th</sup> AGM and shall then be eligible for re-election pursuant to Article 106 of the AA.

###### 4. Re-election of Directors pursuant to Articles 101 and 102 of the Company's 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 48<sup>th</sup> AGM, the Nomination and Remuneration Committee ("NRC") has considered the following:

- The performance and contribution of each of the Directors
- 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 48<sup>th</sup> Annual General Meeting are set out in the Profile of Director's section of the Company's Annual Report 2018.

##### 5. Non-Executive Directors' ("NEDs") Remuneration

Pursuant to Section 230(1) of the Act, a public listed company is required to table, amongst others, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries for the shareholders' approval at a general meeting.

###### (i) Directors' Fees for Financial Year Ended 31 December 2018

The proposed Ordinary Resolution 5, if passed, will give authority to the Company to pay the Directors' Fees of RM948,768 in respect of the financial year ended 31 December 2018. The Directors' Fees were calculated based on the rate of RM200,000 per year for Chairman and RM150,000 per year for other Directors.

###### (ii) Directors' Fees for the period from 1 January 2019 until the next AGM

The proposed Ordinary Resolution 6, if passed, is to allow the payment of Directors' Fees to NEDs for the period from 1 January 2019 until the next AGM of the Company in the manner as the Directors may determine. The Directors' Fees is based on the rate of RM200,000 per year for Chairman and RM150,000 per year for other Directors.

###### (iii) Benefits Extended to NEDs

The proposed Ordinary Resolution 7, if passed, will allow the Company to pay the benefits comprise allowances, benefits in kind and other emoluments to the NEDs on a monthly basis and/or as and when incurred:

Benefit	Description	Amount
Monthly Fixed Allowance*	Chairman of the Board Chairman of the Executive Committee ("EXCO") Chairman of the Audit Committee Chairman of the Nomination & Remuneration Committee Chairman of the LTP Committee Members of the Board/Committees of the Board	RM10,000 per month RM10,000 per month RM2,000 per month RM2,000 per month RM1,500 per month
		* Each Director will be entitled to the highest monthly fixed allowance only
Meeting Allowance	Chairman of the Board / Committee Member of the Board / Committee	RM4,000 per meeting 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	

##### B. FOR SPECIAL BUSINESS

###### 1. 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 30 April 2019 which has been dispatched together with the Annual Report 2018.

###### 2. Proposed Adoption of New Constitution of the Company

The proposed special resolution, if passed, will bring the Company's Constitution to be in line with the Companies Act, 2016 and the amendments to the Main Market Listing Requirements of Bursa Securities. The proposed new Constitution shall take effect once the resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 48<sup>th</sup> Annual General Meeting.