



MALAYSIAN RESOURCES CORPORATION BERHAD

(Registration No. 196801000388 (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 "**Company**") will be held virtually through live streaming from the broadcast venue at KL Sentral Room, Level 30, Menara Allianz Sentral, No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur using Remote Participation and Electronic Voting Facilities ("**RPEV Facilities**") provided by the Company's Share Registrar, via the online meeting platform at <https://meeting.boardroomlimited.my> on Tuesday, 24 October 2023 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY PUNCAK WANGI SDN BHD ("PWSB" OR "VENDOR"), A WHOLLY-OWNED SUBSIDIARY OF MRCB, OF AN OFFICE TOWER KNOWN AS MENARA CELCOMDIGI TO MAYBANK TRUSTEES BERHAD ("MTB" OR "PURCHASER"), ACTING SOLELY IN THE CAPACITY AS TRUSTEE FOR SENTRAL REIT, FOR A CASH CONSIDERATION OF RM450 MILLION ("PROPOSED DISPOSAL")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional sale and purchase agreement dated 25 July 2023 entered into between PWSB and MTB for the Proposed Disposal ("**SPA**"), being fulfilled and waived (as the case may be), approval be and is hereby given to PWSB to dispose of a 27-storey office tower known as Menara CelcomDigi, together with 6 levels of podium and 3 levels of basement car park erected on all that piece of leasehold land held under HSD 277413, Lot No. PT 11 Section 52, Town of Petaling Jaya, District of Petaling, Selangor, Malaysia for a cash consideration of RM450 million ("**Disposal Consideration**") upon the terms and conditions contained in the SPA.

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 2.1.9 of Part A of the circular to shareholders in relation to the Proposed Disposal dated 9 October 2023, and the Board of Directors of the Company ("**Board**") be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

AND THAT the Board (save for Datuk Seri Amir Hamzah Azizan, Mohamad Hafiz Kassim and Dato' Mohamad Nasir Ab Latif, collectively the "**Interested Directors**") be and is hereby empowered and authorised to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give full effect and complete the Proposed Disposal under the terms and conditions of the SPA with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities including to enter into any supplemental agreement(s), if any, in connection with the Proposed Disposal, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board (save for the Interested Directors) may deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED SUBSCRIPTION BY MRCB OF UP TO 34,568,734 NEW UNITS IN SENTRAL REIT ("UNITS") PURSUANT TO THE PROPOSED PLACEMENT EXERCISE TO BE UNDERTAKEN BY SENTRAL REIT ("PROPOSED SUBSCRIPTION")

"**THAT** subject to the approvals of all relevant regulatory authorities or parties being obtained (if required), approval be and is hereby given for the Company to subscribe of up to 34,568,734 new Units in Sentral REIT pursuant to the proposed placement of up to 123,720,000 new Units to be undertaken by Sentral REIT, representing up to approximately 11.5% of its existing total Units in issue, at an issue price to be determined later.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Subscription with full powers to assent to any term, condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board may deem necessary or expedient in the best interest of the Company."

By Order of the Board

Mohd Noor Rahim Yahaya
MAICSA 0866820/SSM PC No. 202008002339
Company Secretary

Kuala Lumpur
9 October 2023

Notes:

1. *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members and proxies WILL NOT BE ALLOWED to attend this EGM in person at the broadcast venue on the day of the EGM. Members and proxies are advised to participate and vote remotely at this EGM through live streaming and online remote voting using the RPEV Facilities provided by the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd. Members are advised to read the Administrative Notes carefully and follow the procedures in the Administrative Notes for this EGM in order to participate remotely.*
2. *Only members whose names appear in the Record of Depositors on 16 October 2023 shall be eligible to attend in person or appoint proxies to attend and/or vote on their behalf at the EGM.*
3. *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.*
4. *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.*
5. *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.*
6. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central) Depositories) Act 1991, he/she may appoint not more than two (2) proxies in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.*
7. *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.*
8. *The Form of Proxy or other instruments of appointment **must be deposited** at the office of the Share Registrar of the Company, **Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia** or lodged electronically via **Boardroom Smart Investor Portal** at <https://investor.boardroomlimited.com> not less than 48 hours before the time set for holding the meeting or any adjournment thereof.*