

NOTICE OF THE 55TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 55th Annual General Meeting (“AGM”) of Malaysian Resources Corporation Berhad (“MRCB” or “the Company”) will be held on **Thursday, 18 June 2026 at 10.00 a.m.** at **President Ballroom, Level G, M Resort & Hotel, Jalan Damansara, Bukit Kiara, 60000 Kuala Lumpur** for the following purposes:

AGENDA

Ordinary Business

1. To receive the Statutory Financial Statements of the Company for the financial year ended 31 December 2025 and the Reports of the Directors and Auditors thereon.
Refer to Explanatory Note 1
2. To re-elect the following Directors who retire pursuant to Articles 101 and 102 of the Constitution of the Company and being eligible have offered themselves for re-election:
 - (i) Dato’ Imran Salim **Resolution 1**
 - (ii) Dato’ Wan Kamaruzaman Wan Ahmad **Resolution 2**
 - (iii) Dato’ Dr Junaidah Kamarruddin **Resolution 3***Refer to Explanatory Note 2*
3. To approve the payment of Directors’ Fees to the following Directors for the financial year ending 31 December 2026:
 - (i) RM200,000 for Dato’ Mohamad Nasir Ab Latif **Resolution 4**
 - (ii) RM150,000 for Mohamad Hafiz Kassim **Resolution 5**
 - (iii) RM150,000 for Dato’ Wan Kamaruzaman Wan Ahmad **Resolution 6**
 - (iv) RM150,000 for Dato’ Dr Junaidah Kamarruddin **Resolution 7**
 - (v) RM150,000 for Lim Fen Nee **Resolution 8**
 - (vi) RM150,000 for Datuk Rashidah Mohd Sies **Resolution 9***Refer to Explanatory Note 3*
4. To approve the benefits extended to the Non-Executive Directors of the Company as detailed out in Note 4 of the explanatory notes, from 19 June 2026 until the next AGM of the Company.
Refer to Explanatory Note 4 **Resolution 10**
5. To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.
Refer to Explanatory Note 5 **Resolution 11**
6. To transact any other business for which due notice has been received.

BY ORDER OF THE BOARD

MOHD NOOR RAHIM YAHAYA
MAICSA 0866820 / SSM PC No. 202008002339
Company Secretary
Kuala Lumpur
21 April 2026

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Notes:

1. A member of the Company who is entitled to attend, participate, speak and vote at the 55th AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member 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 in the Company standing to the credit of the said securities account.
5. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 55th AGM must submit instrument appointing a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
6. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or lodged electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or by email to bsr.proxy@boardroomlimited.com, not less than 24 hours before the time appointed for the taking of the poll in accordance with Article 83 of the Company's Constitution.
7. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
8. If you have submitted your Proxy Form and subsequently decided to appoint another person or you wish to attend, participate, speak and vote in the 55th AGM, please write to bsr.proxy@boardroomlimited.com or via electronic means at <https://investor.boardroomlimited.com> (as the case may be) to revoke the appointment of proxy no later than Tuesday, 16 June 2026 at 10.00 a.m., being 48 hours before the AGM.
9. Last date and time for lodging the Proxy Form is Wednesday, 17 June 2026 at 10.00 a.m..
10. For the purpose of determining who shall be entitled to attend, participate, speak and vote in the 55th AGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 64 of the Company's Constitution to issue a Record of Depositors as at 10 June 2026. Only members whose names appear in the said Record of Depositors shall be eligible to attend, participate, speak and vote at the 55th AGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.
11. Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of 55th AGM will be put to vote by poll.

EXPLANATORY NOTES:

A. FOR ORDINARY RESOLUTION

1. Statutory Financial Statements for the financial year ended 31 December 2025

The Statutory Financial Statements laid in accordance with Section 340(1)(a) of the Companies Act 2016 are for discussion only under Agenda 1. There is no requirement to seek shareholders' approval and hence, it will not be put for voting.

2. Ordinary Resolutions 1, 2 and 3 - Re-election of Directors

Articles 101 and 102 of the Company's Constitution, inter alia, provides that at least one-third of the Directors of the Company are subject to retirement by rotation at each AGM of the Company.

The Directors who are subject to re-election at the 55th AGM of the Company are Dato' Imran Salim, Dato' Wan Kamaruzaman Wan Ahmad and Dato' Dr Junaidah Kamarruddin. Being eligible, they have offered themselves for re-election.

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For the purpose of determining the eligibility of the Directors to stand for re-election at the 55th AGM, the Board through its Nomination & Remuneration Committee ("NRC"), had assessed each of the retiring Directors and considered the following:

- (i) satisfactory performance and have met the Board's expectation in discharging their duties and responsibilities;
- (ii) level of contribution to Board discussion through his/her skill, experience and expertise;
- (iii) evaluation of Director's character, integrity, competence and experience as well as fit and properness to discharge their role effectively;
- (iv) the director's commitment and time allocation to ensure effective fulfillment of their responsibilities; and
- (v) level of independence demonstrated by the Independent Directors and their ability to act in the best interests of the Company in decision-making.

Based on the aforesaid assessment, the Board and the NRC are satisfied that the performance of each of the retiring Directors have met the performance criteria required of an effective and high-performance Board and the Board's expectations by continuously discharging their duties diligently as Directors of the Company.

The profiles of Directors standing for re-election are set out on pages 256, 258 and 259 of the Integrated Annual Report 2025.

3. Ordinary Resolutions 4, 5, 6, 7, 8 and 9 - Payment of Directors' Fees to Non-Executive Directors' ("NED") For The Financial Year Ending 31 December 2026

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of the Company will have to be approved by shareholders at a general meeting. The Company is requesting for the shareholders' approval for the payment of the fees to NEDs for the financial year ending 31 December 2026 based on the rate of RM200,000 per year for the Chairman and RM150,000 per year for other NEDs.

4. Ordinary Resolution 10 - 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 the Executive Committee ("EXCO")	RM10,000 per month
	Chairman of the Audit & Risk Management Committee	RM2,000 per month
	Chairman of the Nomination & Remuneration Committee	RM2,000 per month
	Chairman of the 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	

5. Ordinary Resolution 11 - Re-appointment of Auditors

The Board has at the meeting held on 14 April 2026 approved the recommendation of the Audit & Risk Management Committee on the re-appointment of Messrs PricewaterhouseCoopers PLT ("PwC") as Auditors of the Company. The Board is satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources that PwC had provided to MRCB Group as prescribed under Paragraph 15.21 of the Listing Requirements.

STATEMENT ACCOMPANYING NOTICE OF 55TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The profile of the Directors who are standing for re-election are as follows:

Resolution 1

DATO' IMRAN SALIM

Group Managing Director

Nationality | Age | Gender

Malaysian | 44 | Male

Date of Appointment | 1 March 2015

Length of Tenure | 11 Years and 1 Month

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

- Degree in Electrical and Electronics from the University of Manchester Institute of Science and Technology, United Kingdom
- Masters in Commerce from Deakin University, Australia
- Member of the Institution of Engineers, Malaysia
- Member of the Institute of Electrical and Electronic Engineers, United Kingdom
- Member of the Institute of Corporate Directors Malaysia

DIRECTORSHIP/RELEVANT APPOINTMENT

Listed Entities

- Nil

Others

- Nil

RELEVANT EXPERIENCE

Upon his graduation in early 2004, Dato' Imran commenced his career as an Engineer with Bisraya Construction Sdn Bhd, a wholly-owned subsidiary of Gapurna Sdn Bhd, a medium sized diversified group and was promoted to Project Director in the following year. From there, he held various senior posts in the Group including the post of Chief Operating Officer and Director of GTC Global Sdn Bhd where he managed the day to day running of a boutique set-up providing total solutions for security surveillance.

Dato' Imran was the Group Chief Operating Officer of MRCB from 1 March 2013 to 28 February 2015 before being promoted as Executive Director of the Company on 1 March 2015. He assumed his current position with effect from 2 July 2018.

Dato' Imran holds 468,200 shares in MRCB. He is the son of Tan Sri Mohamad Salim, MRCB's Executive Vice Chairman and substantial shareholder of Gapurna Sdn Bhd, which in turn holds 15.48% equity interest in MRCB. Other than as disclosed, he does not have any family relationship with any director and/or major shareholder of MRCB, has no conflict or potential conflict of interest with MRCB, has not been convicted for any offence within the past five (5) years and has not been subjected to any public sanction or penalty imposed by the relevant regulatory bodies during the FY2025.

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(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Resolution 2

DATO' WAN KAMARUZAMAN WAN AHMAD

Senior Independent Director

Nationality | Age | Gender

Malaysian | 66 | Male

Date of Appointment | 15 April 2021

Length of Tenure | 5 years

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

- Bachelor of Economic (Analytical Economic) with Hons from University of Malaya
- Chartered Banker, Asian Institute of Chartered Banker

DIRECTORSHIP/RELEVANT APPOINTMENT

Listed Entities

- Chairman, MBSB Berhad

Others

- Chairman, MBSB Bank Berhad
- Chairman, MBSB Investment Bank Berhad
- Director, Global LNG Sdn Bhd
- Chairman, Iris Capital Partners Sdn Bhd
- Member, EPF Investment Panel
- Director, Lembaga Penduduk dan Pembangunan Keluarga Negara
- Director, Mudarabah Innovation Fund Investments Ltd

RELEVANT EXPERIENCE

Dato' Wan Kamaruzaman is currently the Chairman of MBSB Berhad, the holding company of MBSB Bank Berhad and MBSB Investment Bank Berhad.

He was the Chief Executive Officer ("CEO") of Kumpulan Wang Persaraan (Diperbadankan) ("KWAP") from May 2013 to October 2018, and prior to that, he was General Manager of the Treasury Department at EPF from October 2007.

He began his career with Malayan Banking Berhad ("Maybank") in 1981, primarily in the Treasury Department, including overseas postings in Hamburg, Germany as Chief Dealer and in London, United Kingdom as Treasury Manager. After leaving Maybank in 1994, he served as CEO and director with several companies within the Affin Group until 2005.

Dato' Wan Kamaruzaman holds 286,875 shares in MRCB. He has no family relationship with any Director and/or major shareholder of MRCB, has no conflict or potential conflict of interest with MRCB, has not been convicted of any offence within the past five (5) years and has not been subjected to any public sanction or penalty imposed by the relevant regulatory bodies during the FY2025.

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Resolution 3

DATO' DR JUNAIDAH KAMARRUDDIN

Independent Director

Nationality | Age | Gender

Malaysian | 65 | Female

Date of Appointment | 1 July 2021

Length of Tenure | 4 Years and 9 Months

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

- Doctorate in Resource Management, Universiti Pertahanan Nasional Malaysia
- Master's in International Relations, International University of Japan
- Bachelor of Arts (Honors) specialising in Geography, Universiti Sains Malaysia
- Diploma in Public Administration, National Institute of Public Administration

DIRECTORSHIP/RELEVANT APPOINTMENT

Listed Entities

- Nil

Others

- Director, Casemix Solutions Sdn Bhd
- Director, Global Conference and Exhibition Sdn Bhd
- Committee Member, Kings University College, Kuala Lumpur
- Chairman, Lembaga Penduduk Dan Pembangunan Keluarga Negara (LPPKN) Senior Management Succession Planning Task Force

RELEVANT EXPERIENCE

Dato' Dr Junaidah joined the Administrative and Diplomatic Service in June 1994 and began her career as the Assistant Director at Remuneration Division of the Public Services Department of Malaysia (PSD).

In April 1996, she was transferred to the Training Division of PSD before she was promoted to be the Principal Assistant Secretary at the Organizational Development Division of the Ministry of Human Resources in June 2003 and in May 2005, she was attached to the International Unit of the Ministry of Human Resources (MHR).

In 2007, she was transferred to the Investment and Minister of Finance Incorporated Division in the Ministry of Finance Malaysia before her appointment as the Undersecretary at the International Division of the MHR. In 2010, she became the Senior Undersecretary (Management Services) at the Ministry of Natural Resources and Environment Malaysia (NRE) and subsequently, she was attached to the Malaysian Maritime Enforcement Affairs Division under Prime Ministers (PM) Department as a Director General.

In December 2015, she was promoted as the Deputy Secretary General (Policy) at the Ministry of Defense Malaysia until October 2018 and later became the Deputy Secretary of General (Administration) at the PMs Department from October 2018 until March 2019 before her appointment as the Director General, Legal Affairs Division. She was the Secretary General, Ministry of Women, Family and Community Development from July 2019 to February 2021.

Dato' Dr Junaidah is a Distinguished Fellow at Faculty of Defence Studies and Management, Universiti Pertahanan Nasional Malaysia.

Dato' Dr Junaidah does not hold any shares in MRCB. She has no family relationship with any Director and/or major shareholder of MRCB, has no conflict or potential conflict of interest with MRCB, has not been convicted of any offence within the past five (5) years and has not been subjected to any public sanction or penalty imposed by the relevant regulatory bodies during the FY2025.