

MALAYSIAN RESOURCES CORPORATION BERHAD
196801000388 (7994-D)

**MINUTES OF THE FIFTIETH ANNUAL GENERAL MEETING (“50TH AGM”) OF MALAYSIAN RESOURCES CORPORATION BERHAD
HELD FULLY VIRTUAL ON TUESDAY, 8 JUNE 2021 AT 10.00 A.M.**

Present:

Participation Via Video Conferencing

YBhg Tan Sri Azlan Mohd Zainol (Chairman)
Encik Mohd Imran Mohamad Salim (Group Managing Director)
Puan Rohaya Mohammad Yusof (Non-Independent Non-Executive Director)
YBhg Dato’ Mohamad Nasir Ab Latif (Non-Independent Non-Executive Director)
Encik Hasman Yusri Yusoff (Senior Independent Director)
YBhg To’ Puan Looi Lai Heng (Independent Director)
YBhg Dato’ Wan Kamaruzaman Wan Ahmad (Independent Director)
Encik Ann Wan Tee (Group Chief Financial Officer)
Encik Mohd Noor Rahim Yahaya (Company Secretary)

External Auditors

Messrs PricewaterhouseCoopers PLT, represented by:
Encik Mahesh Ramesh

The attendance of Members/Corporate Representatives/Proxies is as per Summary of Attendance List via Remote Participation and Voting Facilities as per the Attendance List attached as Appendix 1 to the minutes.

AGM 1/2021**OPENING REMARKS BY CHAIRMAN**

YBhg Tan Sri Azlan Zainol presided as the Chairman of the Meeting. The Chairman informed that the 50th AGM was held fully virtual where all attendees at the AGM participated online in accordance with the revised Guidance Note on the Conduct of General Meeting for Listed Issuer issued by the Securities Commission following the Government's announcement on the Movement Control Order 3.0 from 1 June 2021 to 14 June 2021.

AGM 2/2021**INTRODUCTION OF DIRECTORS**

The Chairman introduced the Board members and Senior Management participating via video conferencing.

AGM 3/2021**QUORUM**

After confirmation by the Company Secretary that the quorum was present, the Chairman declared the meeting open.

AGM 4/2021**NOTICE**

The notice convening the meeting was taken as read.

AGM 5/2021**PRELIMINARY**

The Chairman then briefed the shareholders on the following:

- (i) a total of 129 valid proxy forms had been received from shareholders holding approximately 3.1 billion ordinary shares representing 69.44% of the issued ordinary shares of the Company, of which 82 shareholders holding 794,975,656 ordinary shares representing 17.79% of the issued shares have appointed the Chairman of the meeting as their proxy.
- (ii) in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions at the AGM would be voted on by way of poll through electronic voting ("e-voting"). The voting session commenced from the start of the 50th AGM at 10.00 a.m.
- (iii) Boardroom Share Registrars Sdn Bhd ("Boardroom") was appointed as the poll administrator to conduct the polling and GovernAce Advisory and Solutions Sdn Bhd, as the independent scrutineers to observe the proceedings of e-polling and to verify the poll results.

A short video by Boardroom was played to demonstrate to the members, corporate representatives and proxies participating - online on the functions available - on the AGM portal which include posing of questions and casting of votes.

PRESENTATION BY THE GROUP MANAGING DIRECTOR

The Chairman then invited Encik Mohd Imran, the Group Managing Director of the Company to brief the shareholders on the Group's performance for the financial year under review.

Encik Mohd Imran made a brief presentation on MRCB Key Financial Highlights and the Group's performance for the financial year 2020, attached as Appendix 2 to the minutes which covered the following areas:

- 1) Impact of Covid-19 Pandemic
- 2) 2020 Financial Performance
- 3) 2020 Key Projects
- 4) Strengthening Corporate Governance & Embedding Sustainability into Business
- 5) Modular Construction
- 6) 2021 Strategy

Thereafter, he briefed the members on the questions raised by the Minority Shareholders' Watch Group ("MSWG") via their letter dated 25 May 2021. Following are the questions raised by MSWG together with the corresponding answers provided by the Management:

Operational and Financial Matters

- 1) **The Group had licensed the MRCB Building System ("MBS") to two international companies overseas for selected projects: a 19-storey Students' Residence Project and temporary Quarantine Facility in Hong Kong, and a 12-storey Nursing Home and Senior Care Centre in Singapore. (page 23 of IR)**

- (a) What is the expected income from the licensing of MBS technology upon the completion of the two projects?**

Income from licensing our MBS technology is a function of several components, which includes the licensing fee, retainer fee, success fee and royalty fee.

Excluding any extension to the current licensing period and review of fees, we expect to receive approximately RM2 million in total fee income from the projects.

(b) Why do local contractors not adopt MBS as this method of construction is more efficient and costs less?

In Malaysia, the modular construction system or prefabricated prefinished volumetric construction method is still considered new technology and is categorised as an innovative method classified as a step further up from Industrialised Building Systems (IBS).

For the past two (2) years, MRCB has been actively approaching the Government, local authorities, and private developers to showcase MBS and promote its adoption in the construction sector. While we have made significant strides in this area, and have recently completed a project awarded by the Ministry of Education to design and build 35 classrooms for 5 schools in Putrajaya using MBS, adoption of this technology is still early, as the industry is still going through the learning curve with understanding its merits and intricacies of this new technology compared to conventional methods of construction.

Efforts are underway to educate the industry of the benefits of MBS, among which include enhancing the consultancy expertise to develop the know-how of designing structures that can use the system and precast expertise, and most importantly improving user perceptions.

In time, we should see a higher rate of adoption as more and more projects successfully adopt the MBS technology. In fact, MRCB is currently planning to develop its first residential development using its MBS technology. This project is our Kwasa Sentral Plot F project in Kwasa Sentral, a 660-unit residential building with an estimated GDV of RM275 million which will be launched in the third quarter of 2021.

We believe this project will play an important role in catalysing interest and demand for the technology in Malaysia in the future.

2) The Group is exploring the industrial, SOHO, and co-living, co-working and assisted living as a way of diversification. (page 25 of IA)

Has the Group started on this diversification? If yes, where are the property projects located and what is the Gross Development Value?

In 2021 we plan to develop and launch a 266-SOHO unit apartment development with an estimated GDV of RM229 million in Lot J, KL Sentral.

We are also currently exploring a micro-home/co-living development, that will comprise smaller individual units and co-living units with shared amenities.

These units will range from 170 sqft to 500 sqft, and are targeted towards fresh graduates, working executives and single occupants looking for affordable units with shared amenities with access to various lifestyle components in a prime location with excellent public transportation connectivity.

- 3) The Group has launched 80 landed units at the Amaryllis development in Bandar Seri Iskandar with a GDV of RM15.3 million on 18 August 2020. (page 59 of IR)**

What is the latest take-up rate of Amaryllis development?

Our Amaryllis development was launched only in August 2020, and has already achieved a 58% sales rate as at 31 March 2021.

In 2021 alone, we have managed to sell an additional 18 units.

- 4) One of the Group's 2021 priorities is to focus on completing the existing projects to make up for the revenue shortfall experienced in 2020 as a result of the COVID-19 pandemic. (page 59 of IR)**

Please name the projects the Group is trying to complete along with the latest take-up rates as at March 2021?

Our performance in 2020 was significantly impacted by the multiple movement restrictions imposed by the Government, which greatly hampered construction progress at our project sites.

As a result, many of our key projects were delayed and contributions from our two largest residential property projects were significantly impacted, with Sentral Suites in KL Sentral and TRIA 9 Seputeh only achieving 44% and 30% construction progress, respectively. As at 31 March 2021, Sentral Suites achieved sales rate of 84% and construction progress of 49%, while TRIA 9 Seputeh achieved sales rate of 40% and construction progress of 43%.

The movement restrictions also delayed the completion of the Damansara-Shah Alam Elevated Expressway (DASH) and Sungai Besi-Ulu Kelang Elevated Expressway (SUKE) from the second quarter of 2020 to the second quarter of 2021. As at 31 March 2021, DASH has reached construction progress of 95%, while SUKE has reached 53%.

In 2021, we will focus on achieving much higher construction progress on all these projects and target completing both the DASH and SUKE projects.

5) The Group's 1060 Carnegie in Melbourne property project achieved financial settlement for 113 units from a total of 173 units launched. (page 59 of IR)

What is the latest number of units sold as at March 2021? What are the difficulties faced by the Group in selling the remaining units?

As at 31 March 2021, we have sold 141 or 82% of the total of 173 units available.

While demand for our 1060 Carnegie units in Melbourne, Australia remains strong, dropout rates for sales arose due to the economic toll from the pandemic and the ensuing negative wealth effect. This was underscored by rescissions due to buyers being unable to secure the margin of financing they required.

In order to drive sales, we have moved our marketing campaigns online, and in 2020, we recorded 1,044 virtual viewings of our 1060 Carnegie project since the launch of its virtual sales gallery on 14 July 2020.

We are also constantly engaging with our real estate agents to secure sales and are also currently leveraging on the Australian government's stimulus programme to assist first time buyers and owners into the market, which has garnered positive feedback from the market.

6) The Group invested RM301.8 million in unit trusts in FY2020 (FY2019: Nil) (page 93 of FS)

(a) What was the reason for investing in unit trusts?

The Group invested RM301.8 million in unit trusts in FY2020 as the returns from these unit trusts are tax exempted.

(b) Which is the type of fund the Group has invested in?

The unit trusts invest in Islamic money market instruments and/or Islamic deposits.

(c) What is yield from the unit trusts for FY2020?

The yield from the unit trusts in FY2020 are:

Calendar Year Returns (%)	2018	2019	2020
United Islamic Cash Management Fund	3.59	3.52	2.39

The Chairman then proceeded with the first item on the Agenda of the 50th AGM.

AGM 7/2021

STATUTORY FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS

The Independent Auditors' Report set out on pages 7 to 11 of the Financial Report was taken as read by the shareholders.

The Chairman explained that the Statutory Financial Statements of the Company are meant for discussion only as it did not require shareholders' approval under the provision of Section 340 of the Companies Act 2016. Hence, it was not put to vote.

The Chairman informed that the Company had received a number of questions prior to the AGM and most of the questions received were pertaining to request for door gifts for this AGM. The Chairman reiterated that no door gifts would be given for this AGM as mentioned in the Administrative Guide issued together with the Notice of the 50th AGM.

The Chairman then invited the Group Managing Director to read out the questions received from the shareholders during the meeting with regards to the operations of the Group for the financial year under review and to answer them accordingly.

The complete list of questions received for the 50th AGM together with the corresponding answers is attached as Appendix 3 to this minutes.

The Chairman declared the Question and Answer session closed and put on record that the Statutory Financial Statements of the Company have been duly received by the shareholders. The Chairman then proceeded to the next item on the Agenda.

AGM 8/2021

ORDINARY RESOLUTION 1

RE-ELECTION OF YBHG DATO' WAN KAMARUZAMAN WAN AHMAD AS A DIRECTOR PURSUANT TO ARTICLE 106 OF THE CONSTITUTION OF THE COMPANY

The Chairman informed that YBhg Dato' Wan Kamaruzaman Wan Ahmad was appointed as an Independent Director of the Company on 15 April 2021 and pursuant to Article 106 of the Constitution of the Company, YBhg Dato' Wan Kamaruzaman was required to retire at the AGM.

Article 106 requires any director appointed during the year to hold office until the next Annual General Meeting.

Being eligible, YBhg Dato' Wan Kamaruzaman had offered himself for re-election.

AGM 9/2021

ORDINARY RESOLUTION 2

RE-ELECTION OF ENCIK MOHD IMRAN MOHAMAD SALIM PURSUANT TO ARTICLES 101 AND 102 OF THE CONSTITUTION OF THE COMPANY

The Chairman informed that Encik Mohd Imran Mohamad Salim who was retiring pursuant to Articles 101 and 102 of the Constitution of the Company and being eligible, had offered himself for re-election.

The Chairman also highlighted that as stated in the Notice of the 50th AGM, YBhg To' Puan Janet Looi Lai Heng who was also retiring pursuant to Articles 101 and 102 of the Constitution of the Company had expressed her intention not to seek re-election and hence- would retire upon the conclusion of the 50th AGM.

The Chairman recorded a vote of appreciation to YBhg To' Puan Janet Looi for her contribution and guidance during the tenure of her directorship.

AGM 10/2021

**ORDINARY RESOLUTION 3
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021**

The Chairman informed that the Board had recommended for the payment of Directors' Fees to the Non-Executive Directors ("NEDs") for the financial year ending 31 December 2021.

The resolution, if passed, would allow the Company to pay the Directors' Fees to the NEDs for the financial year ending 31 December 2021 in the manner as the Directors may determine. The fees to be paid are based on the rate of RM200,000 per year for the Chairman and RM150,000 per year for other Directors.

AGM 11/2021

**ORDINARY RESOLUTION 4
BENEFITS EXTENDED TO NON-EXECUTIVE DIRECTORS (NEDs)**

The Chairman informed that pursuant to Section 230(1) of the Companies Act 2016 which came into effect on 31 January 2017, "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The benefits extended to the NEDs have been detailed out in Note 5 of the explanatory notes-of the Notice of AGM dated 30 April 2021.

The Chairman highlighted that the Company had considered various factors including the directors' fiduciary duties, risks, time commitment, responsibilities, contribution and statutory duties to ensure that the Directors are adequately remunerated. The Company also took into consideration benchmark studies against other comparable listed companies in Malaysia when fixing the remuneration of the Company's NEDs.

The Chairman informed that Directors who hold shares in the Company would abstain from voting on Resolutions 3 and 4.

AGM 12/2021

**ORDINARY RESOLUTION 5
RE-APPOINTMENT OF AUDITORS**

The Chairman informed that Ordinary Resolution 4 was in relation to the re-appointment of Messrs PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Director to fix their remuneration.

SPECIAL BUSINESS

Upon completion of deliberation of all ordinary businesses, the Chairman proceeded -to the Special Business of the AGM.

AGM 13/2021

**ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Chairman informed that at the 49th AGM held on 14 July 2020, the Company obtained the shareholders' approval to purchase up to ten percent of the issued and paid-up share capital of the Company. The said approval would expire at the conclusion of the 50th AGM unless the authority is renewed.

The Chairman highlighted that the resolution would empower the Directors of the Company to buy back and/or hold from time to time shares of the Company not exceeding ten percent of the issued and paid-up capital of the Company upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company.

AGM 14/2021

**ORDINARY RESOLUTION 7
ISSUANCE OF NEW MRCB SHARES IN RELATION TO THE DIVIDEND REINVESTMENT PLAN THAT PROVIDES SHAREHOLDERS OF THE COMPANY WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND INTO NEW MRCB SHARES (“DIVIDEND REINVESTMENT PLAN”)**

The Chairman informed that the last resolution tabled at the 50th AGM was on proposed issuance of new MRCB shares in relation to the Dividend Reinvestment Plan.

This ordinary resolution will give the authority to the Directors of the Company to allot and issue new MRCB shares pursuant to the Dividend Reinvestment Plan in respect of dividends to be declared and such authority shall expire at the conclusion of the next AGM of the Company.

AGM 15/2021 ANY OTHER BUSINESS

The Chairman informed that the Company had not received notification of any other business to be transacted at the 50th AGM.

The Chairman informed that shareholders were given 5 minutes to cast their votes and the results would be announced after the scrutineers have verified and validated the poll results.

AGM 16/2021 ANNOUNCEMENT OF POLL RESULTS

At 11.50 am, the Chairman called the Meeting to order for the declaration of poll results. The poll results were verified and scrutinised by GovernAce Advisory and Solutions Sdn Bhd.

The Chairman announced that all the resolutions tabled at the 50th AGM had received favourable votes from majority of the members and hence, the Chairman declared that all the following resolutions carried:

Ordinary Resolution 1

Re-Election of YBhg Dato’ Wan Kamaruzaman Wan Ahmad pursuant to Articles 101 and 102 of the Constitution of the Company

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	3,109,763,722	99.979304	643,722	0.020696

“THAT YBhg Dato’ Wan Kamaruzaman Wan Ahmad who retire in accordance with Article 106 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 2**Re-Election of Encik Mohd Imran Mohamad Salim pursuant to Articles 101 and 102 of the Constitution of the Company**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	3,107,591,375	99.924054	2,361,872	0.075946

“THAT Encik Mohd Imran Mohamad Salim who retire in accordance with Articles 101 and 102 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 3**Payment of Directors’ Fees for the Financial Year Ending 31 December 2021**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	3,108,242,765	99.957355	1,326,072	0.042645

“THAT the payment of Directors’ Fees to the Non-Executive Directors for the financial year ending 31 December 2021 be and is hereby approved”

Ordinary Resolution 4**Benefits extended to Non-Executive Directors**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	3,108,147,018	99.954353	1,419,419	0.045647

“THAT the following benefits extended to the Non-Executive Directors of the Company from 9 June 2021 until the next AGM of the Company be and is hereby approved:

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 LTIP Committee	RM2,000 per month
	Members of the Board/Committees of the Board	RM1,500 per month
<i>* Each Director will be entitled to the highest monthly fixed allowance only</i>		
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	

Ordinary Resolution 5 Re-Appointment of Auditors

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	3,110,014,161	99.986524	419,171	0.013476

“THAT Messrs. PricewaterhouseCoopers PLT be re-appointed as Auditors of the Company for the financial year ending 31 December 2021 AND THAT the Directors be and are hereby authorised to fix the remuneration of the Auditors.”

Ordinary Resolution 6 Proposed renewal of Share Buy-Back Authority

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	3,109,844,606	99.981072	588,731	0.018928

“THAT, subject to the Companies Act 2016 (“the Act”), the provision of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, regulations and guidelines, and the approvals of the relevant regulatory authorities and parties, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company 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:

- (a) the aggregate number of ordinary 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; and*
- (b) the maximum fund to be allocated by the Company for the purpose of Proposed Renewal of Share Buy-Back Authority shall not exceed the total retained profits of the Company at the time of the purchase;*

THAT upon completion of the purchase by the Company of its own shares, the Director of the Company shall have the absolute discretion to decide whether such share so purchased are to be cancelled and/or retained as treasury shares, or to be dealt with in such manner as provided under Section 127(7) of the Act;

THAT the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:

- (a) 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; or*
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or*
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting*

whichever occurs first;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to do such acts and things as the Directors may deem fit and expedient in the interest of the Company.”

Ordinary Resolution 7

Issuance of New MRCB Shares In Relation To The Dividend Reinvestment Plan That Provides Shareholders Of The Company With An Option To Elect To Reinvest Their Cash Dividend Into New MRCB Shares (“Dividend Reinvestment Plan”)

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 7	3,109,668,599	99.975413	764,750	0.024587

“THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders of the Company at the AGM held on 14 July 2020, and subject to the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given for the Company to allot and issue such number of new MRCB Shares from time to time as may be required to be allotted and issued pursuant to the Dividend Reinvestment Plan upon such terms and conditions and to such persons as the Directors of the Company may, at a absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said new MRCB Shares shall be fixed by the Directors of the Company at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market value (“VWAMP”) of the MRCB Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of the said new MRCB Shares AND THAT such authority to allot and issue new MRCB Shares shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT the Directors and the Company Secretary be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full power to assent to any conditions, modifications, variations and/or amendments (if any) including suspension and termination of the Dividend Reinvestment Plan as the Directors may, in their absolute discretion, deem fit and in the interest of the Company and/or may be imposed or agreed to by any relevant authorities.”

AGM 17/2021

CONCLUSION

On behalf of the Board and Management, the Chairman recorded a vote of appreciation to YBhg To' Puan Janet Looi for her services during her tenure as an Independent Director of the Company.

The Chairman informed that 691 shareholders and proxies had logged in for the 50th AGM and he thanked all shareholders and proxy holders for their virtual participation.

There being no other business, the Meeting was closed at 11.55 a.m. with a vote of thanks to the Chairman.

Confirmed as correct records,

CHAIRMAN

Date