

MALAYSIAN RESOURCES CORPORATION BERHAD
196801000388 (7994-D)

**MINUTES OF THE FIFTY-SECOND ANNUAL GENERAL MEETING (“52ND AGM”) OF MALAYSIAN RESOURCES CORPORATION BERHAD
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 ON WEDNESDAY, 7 JUNE 2023 AT 10.00 A.M.**

Present:

YBhg Datuk Seri Amir Hamzah Azizan (Chairman)
YBhg Tan Sri Mohamad Salim Fateh Din (Executive Vice Chairman)
Encik Mohd Imran Mohamad Salim (Group Managing Director)
Encik Mohamad Hafiz Kassim (Non-Independent Non-Executive Director)
YBhg Dato’ Mohamad Nasir Ab Latif (Non-Independent Non-Executive Director)
YBhg Dato’ Wan Kamaruzaman Wan Ahmad (Senior Independent Director)
YBhg Dato’ Dr Junaidah Kamarruddin (Independent Director)
Puan Lim Fen Nee (Independent Director)
Encik Ann Wan Tee (Group Chief Financial Officer)
Encik Mohd Noor Rahim Yahaya (Company Secretary)

Representative of PricewaterhouseCoopers PLT

Encik Irvin Menezes, Partner

The attendance of Members/Corporate Representatives/Proxies via Remote Participation and Voting Facilities as per Summary of Attendance List.

AGM 1/2023 OPENING REMARKS BY THE CHAIRMAN

YBhg Datuk Seri Amir Hamzah Azizan presided as the Chairman of the Meeting and welcomed all shareholders, proxies and corporate representatives to the Company's 52nd AGM held virtually through live streaming from the Broadcast Venue at KL Sentral Room, Menara Allianz Sentral.

The Chairman informed that the Company have decided to continue to leverage on technology by conducting the AGM virtually in accordance with the revised Guidance Notes on the Conduct of General Meeting for Listed Issuer issued by the Securities Commission on 7 April 2022 as this platform provides the opportunity to all Shareholders to participate remotely from any location.

On behalf of the Board, the Chairman took the opportunity to put on record the Company's appreciation to the late Tan Sri Azlan Zainol, who passed away on 12 January 2023, for his immense contributions to MRCB during his service as the Company's Chairman for the past eighteen years since 12 January 2005.

AGM 2/2023 INTRODUCTION OF DIRECTORS

The Chairman introduced the Board members and Senior Management who were present at the Broadcast Venue.

AGM 3/2023 QUORUM

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

AGM 4/2023 NOTICE

The notice convening the meeting was taken as read.

The Chairman highlighted that after further deliberation, the Board has decided to withdraw Resolution 13 on the Proposed Renewal of Share Buy-Back Authority from being tabled at the AGM after taking into consideration that the Company do not intend to exercise the authority to buy-back its shares during the financial year.

AGM 5/2023**PRELIMINARY**

The Chairman then briefed the shareholders that a total of 159 valid proxy forms had been received from shareholders holding 2,985,296,984 ordinary shares representing 66.82% of the issued ordinary shares of the Company, of which 80 shareholders holding 489,604,183 ordinary shares representing 10.96% of the issued shares have appointed the Chairman of the meeting as their proxy.

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 polling (“e-polling”). The Chairman then declared the opening of the e-polling portal and casting of vote on the resolutions could be done any time until the end of the e-polling session.

Boardroom Share Registrars Sdn Bhd (“Boardroom”) was appointed as the poll administrator to conduct the polling and KPMG Management & Risk Consulting 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 aired 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.

AGM 6/2023**PRESENTATION BY THE GROUP MANAGING DIRECTOR**

The Chairman then invited Encik Imran Salim, 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 2022 attached as Appendix 1 to the minutes which covered the following areas:

- 1) 2022 Financial Performance
- 2) 2022 Key Projects
- 3) 2023 Strategy
- 4) Strengthening Corporate Governance & Embedding Sustainability into Business

Thereafter, he briefed the members, corporate representatives and proxies on the questions raised by the Minority Shareholders' Watch Group ("MSWG") via their letter dated 29 March 2023. Following are the questions raised by MSWG together with the corresponding answers provided by the Management:

Operational and Financial Matters

- 1) The Group's gross profit margin improved by 1.5% in FY 2022 from 12.4% in FY 2021 to RM13.9% in FY 2022. (Page 90 of IAR).**

Although the gross profit margin has improved marginally in FY2022, the gross profit margin is still low compared to the previous years. The gross profit margins for the FYs 2018 till FY 2020 are 19.9 %, 22.6% and 21.0 % respectively.

(a) Please explain why the gross profit margin is on a declining trend for the past two years.

(b) Which business segment of the Group recorded a lower gross profit margin in FY 2022 as compared to FY 2021?

(c) How can the Group further improve its gross profit margin moving forward?

The Engineering, Construction & Environment Division's margins are much lower than the Property Development & Investment Division's margins. The total gross profit margin is a resultant of the percentage of revenue contributed by each operating division.

Since the full consolidation of the LRT3 project in 2021, the percentage of revenue contributed by the Engineering, Construction & Environment Division increased substantially to 70% of the Group's total revenue, leading to a much lower total blended gross profit margin compared to previous years, although because of this, the Group's total Revenue rose 121% to RM3.2 billion.

Moving forward, the total blended margin will improve if the percentage share of revenue from the Property Development & Investment Division increases.

- 2) The Group's facilities management & parking business segment continues to record operating loss of RM1 million in both FYs 2021 and 2022 while in the earlier FYs, it recorded operating profit of RM6 million, RM6 million and RM7 million in FYs 2018, 2019 and 2020, respectively. (Page 93 of IAR)**

(a) Why did the facilities management & parking business segment record operating losses in FYs 2021 and 2022?

The Facilities Management & Parking ("FMP") Division was also affected by the challenging operating environment brought about by the COVID-19 pandemic. In FY2021, the Movement Control Orders that resulted in lockdowns and work from home policies were more severe compared to those in FY2020, leading to travelling restrictions and changes in working habits, including hybrid working arrangements, that affected FMP's returns from its carparking assets. This was further exacerbated by a shortage of workers faced by the Division during the pandemic that resulted in increased labour costs, and later by the introduction of the new minimum wage.

As the economy began to normalise in FY2022, the Division's operating loss narrowed from RM1.3 million in FY2021 to RM0.5 million in FY2022.

(b) What measures have been taken to stop the facilities management & parking business segment from making losses moving forward?

The returns on our parking assets have improved tremendously in FY2022 as the economy returned to normalcy. However, it did not achieve pre-COVID-19 levels as the new RM1,500 minimum wage was implemented in mid-2022 for our security personnel increased the Division's overheads just as it began to see an increase in visitor activities to our parking sites.

As part of our efforts to improve profitability in FY2022, we continued our strategy to digitalise the business through the implementation of cashless parking to reduce our overheads. To date, we have successfully implemented cashless parking at three of our sites and will continue to implement this at our other sites.

- 3) On 14 September 2022, the Company entered into a share purchase agreement with Stone Haus Sdn. Bhd. to dispose 127,500 ordinary shares, representing 51% shares held in Prema Bonanza Sdn. Bhd. for a purchase consideration of RM1. (Page 64 FR 2022) The disposal resulted in a loss on disposal before tax of RM2.06 million.**

Why did the Company decide to sell Prema at a nominal price of RM 1 and consequently report a loss before tax of RM2.06 million?

Prema Bonanza Sdn Bhd (“PMSB”) was a special purpose vehicle for a joint venture property development. Its sole project was completed and delivered in 2017. PMSB had distributed RM98.43 million as dividends to MRCB prior to its disposal. The disposal consideration of RM1 was arrived at on a willing buyer willing seller basis after mutual agreement of the valuation of the company.

4) The Company has signed an agreement with an international Fortune 500 company to develop a production facility in Perlis. (Page 75 of IAR)

(a) Please name the type of production facility in Perlis.

It will be a semi-conductor production facility. Unfortunately, we are unable to name the company due to a confidentiality requirement by the client at this juncture.

(b) What is the Company’s role in the production facility?

The Company will be the owner and developer to build and lease the facility to the Fortune 500 company.

(c) When is the production facility expected to commence operations?

The production facility is expected to commence operations in Q1 2025.

5) The Group launched the first phase of its 810.57-acre Ipoh Raya Integrated Park. (Page 103 of IAR)

(a) What is the type of development to be carried out on the first phase of the Ipoh Raya Integrated Park?

The first phase of the Ipoh Raya Integrated Park has been planned as a logistics hub due to its very close proximity and direct access to the North South Expressway (“NSE”).

(b) What is the Gross Development Value of the first phase of Ipoh Raya Integrated Park?

The first phase of Ipoh Raya Integrated Park has a GDV of approximately RM57 million.

(c) What is the latest take-up rate of the first phase of Ipoh Raya Integrated Park as of March 2023?

The Ipoh Raya Integrated Park is not a traditional industrial park development where individual parcels are sold off plan. It is a bespoke integrated industrial and logistics development targeting large multinational companies looking to diversify their international supply chains and manufacturing bases to ensure their long-term sustainability. We are actively marketing Ipoh Raya Integrated Park to a number of leading multinational corporations who are looking to relocate their manufacturing operations and who have expressed an interest in the integrated park. The successful signing of any one of these potential clients will result in a very material portion of the whole development being taken up.

To date, we have signed a Memorandum of Understanding to partner with Lorry.com, Aerodyne Group and Hi Wealth Labs to develop Phase 1 as a logistics hub.

The Chairman then proceeded with the first item on the Agenda of the 52nd AGM.

AGM 7/2023

STATUTORY FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS

The Independent Auditors' Report set out on pages 10 to 15 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 then invited the Group Managing Director to read out the questions received from the shareholders through the AGM portal with regards to the operations of the Group for the financial year under review and to answer them accordingly ("Q&A session"). The complete list of questions received for the 52nd AGM together with the corresponding answers is attached as Appendix 2 to this minutes.

The GMD apologised to all members, corporate representatives and proxies who participated online on the unfortunate technical disruption with the online streaming during the Q&A session which caused the online streaming webcast to be disrupted for about 25 minutes. The meeting resumed after at 11.40 a.m.

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 8/2023 RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLES 101 AND 102 OF THE CONSTITUTION OF THE COMPANY

The Chairman informed that there were three (3) directors standing for re-election under Articles 101 and 102 and who, being eligible, had offered themselves for re-election:

- Encik Imran Salim under Resolution 1;
- YBhg Dato' Wan Kamaruzaman Wan Ahmad under Resolution 2; and
- YBhg Dato' Dr Junaidah Kamarruddin under Resolution 3.

Their profiles were provided in the Company's Integrated Annual Report 2022 and in line with the recommendation of the Malaysian Code on Corporate Governance, the Board has conducted the necessary assessment and has endorsed the recommendation of the Nomination & Remuneration Committee that the retiring directors are eligible to stand for re-election.

The Chairman informed that the re-election of each retiring directors would be voted on individually.

AGM 9/2023 DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

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 2023.

The resolution, if passed, would allow the Company to pay the Directors' Fees to the following NEDs for the financial year ending 31 December 2023:

- i) RM6,575 to the estate of the late Tan Sri Azlan Zainol being the Chairman of MRCB for the period from 1 January 2023 to 12 January 2023 under Resolution 4.

- ii) RM197,534 to the Chairman of MRCB under Resolution 5.
- iii) RM150,000 each to Encik Mohamad Hafiz Kassim under Resolution 6, YBhg Dato' Mohamad Nasir Ab Latif under Resolution 7, YBhg Dato' Wan Kamaruzaman Wan Ahmad under Resolution 8, YBhg Dato' Dr Junaidah Kamarruddin under Resolution 9 and Puan Lim Fen Nee under Resolution 10.

The Chairman informed that the payment of the director's fees to each director would be voted on individually.

AGM 10/2023 BENEFITS EXTENDED TO NON-EXECUTIVE DIRECTORS (NEDs)

The Chairman informed that pursuant to Section 230(1) of the Companies Act 2016, "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 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 the shareholders' approval was sought under Resolution 11 on the benefits extended to the NEDs as detailed out in Note 4 of the explanatory notes-of the Notice of AGM dated 28 April 2023.

AGM 11/2023 RE-APPOINTMENT OF AUDITORS

The Chairman informed that Resolution 12 was in relation to the re-appointment of PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Director to fix their remuneration.

AGM 12/2023 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The resolution was withdrawn.

AGM 13/2023 ANY OTHER BUSINESS

The Chairman informed that the Company had not received notification of any other business to be transacted at the 52nd AGM.

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

AGM 14/2023

ANNOUNCEMENT OF POLL RESULTS

At 11.55 am, the Chairman called the Meeting to order for the declaration of poll results. The poll results were verified and scrutinised by KPMG Management & Risk Consulting Sdn Bhd.

The Chairman announced that all the resolutions tabled at the 52nd 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 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 1	2,993,288,440	99.9539	1,381,592	0.0461

“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 2

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 2	2,985,022,879	99.6875	9,357,278	0.3125

“THAT YBhg Dato’ Wan Kamaruzaman Wan Ahmad 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**Re-Election of YBhg Dato' Dr Junaidah Kamarruddin 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 3	2,994,268,336	99.9870	390,496	0.0130

“THAT YBhg Dato' Dr Junaidah Kamarruddin 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 4**Payment of Director's Fees of RM6,575 for the late Tan Sri Azlan Zainol for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	2,993,849,388	99.9726	820,644	0.0274

“THAT the payment of Directors' Fees of RM6,575 for the late Tan Sri Azlan Zainol for the financial year ending 31 December 2023 be and is hereby approved”

Ordinary Resolution 5**Payment of Director's Fees of RM197,534 for YBhg Datuk Seri Amir Hamzah Azizan for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	2,993,622,946	99.9661	1,014,970	0.0339

“THAT the payment of Directors' Fees of RM197,534 for YBhg Datuk Seri Amir Hamzah Azizan for the financial year ending 31 December 2023 be and is hereby approved”

Ordinary Resolution 6**Payment of Director's Fees of RM150,000 for Encik Mohamad Hafiz Kassim for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	2,993,637,877	99.9662	1,011,939	0.0338

"THAT the payment of Directors' Fees of RM150,000 for Encik Mohamad Hafiz Kassim for the financial year ending 31 December 2023 be and is hereby approved"

Ordinary Resolution 7**Payment of Director's Fees of RM150,000 for YBhg Dato' Mohamad Nasir Ab Latif for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 7	2,993,626,676	99.9662	1,011,940	0.0338

"THAT the payment of Directors' Fees of RM150,000 for YBhg Dato' Mohamad Nasir Ab Latif for the financial year ending 31 December 2023 be and is hereby approved"

Ordinary Resolution 8**Payment of Director's Fees of RM150,000 for YBhg Dato' Wan Kamaruzaman Wan Ahmad for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 8	2,993,339,013	99.9662	1,012,628	0.0338

"THAT the payment of Directors' Fees of RM150,000 for YBhg Dato' Wan Kamaruzaman Wan Ahmad for the financial year ending 31 December 2023 be and is hereby approved"

Ordinary Resolution 9**Payment of Director's Fees of RM150,000 for YBhg Dato' Dr Junaidah Kamarruddin for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 9	2,993,625,962	99.9662	1,012,654	0.0338

"THAT the payment of Directors' Fees of RM150,000 for YBhg Dato' Dr Junaidah Kamarruddin for the financial year ending 31 December 2023 be and is hereby approved"

Ordinary Resolution 10**Payment of Director's Fees of RM150,000 for Puan Lim Fen Nee for the Financial Year Ending 31 December 2023**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 10	2,993,631,357	99.9660	1,017,859	0.0340

"THAT the payment of Directors' Fees of RM150,000 for Puan Lim Fen Nee for the financial year ending 31 December 2023 be and is hereby approved"

Ordinary Resolution 11**Benefits extended to Non-Executive Directors**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 11	2,993,667,827	99.9671	985,805	0.0329

“THAT the following benefits extended to the Non-Executive Directors of the Company from 8 June 2023 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 12
Re-Appointment of Auditors**

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 12	2,991,444,040	99.8923	3,226,592	0.1077

“THAT Messrs. PricewaterhouseCoopers PLT be re-appointed as Auditors of the Company for the financial year ending 31 December 2023 AND THAT the Directors be and are hereby authorised to fix the remuneration of the Auditors.”

AGM 15/2023

CONCLUSION

On behalf of the Board and Management, the Chairman thanked all shareholders and proxy holders for their virtual participation.

There being no other business, the Meeting was closed at 12.00 noon with a vote of thanks to the Chairman.

Confirmed as correct records,

CHAIRMAN

Date