

**MALAYSIAN RESOURCES CORPORATION BERHAD**  
(7994-D)

**MINUTES OF THE FORTY-NINTH ANNUAL GENERAL MEETING of Malaysian Resources Corporation Berhad held at the Broadcast Venue at KL Sentral Room, Level 30, Menara Allianz Sentral, No. 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Tuesday, 14 July 2020 at 10.00 a.m.**

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**Present:**

**At the Broadcast Venue**

YBhg Tan Sri Azlan Mohd Zainol (Chairman)  
Encik Mohd Imran Mohamad Salim (Group Managing Director (“GMD”))  
Encik Hasman Yusri Yusoff (Independent Director)  
YBhg To’ Puan Looi Lai Heng (Independent Director)  
Encik Ann Wan Tee (Group Chief Financial Officer (“GCFO”))  
Encik Mohd Noor Rahim Yahaya (Company Secretary)

External Auditors

Messrs PricewaterhouseCoopers PLT, represented by:

Encik Jayarajan Rathinasamy  
Encik Mahesh Ramesh

**Participating Via Video Conferencing**

Encik Jamaludin Zakaria (Senior Independent Director)  
Puan Rohaya Mohammad Yusof (Non-Independent Non-Executive Director)  
YBhg Dato’ Mohamad Nasir Ab Latif (Non-Independent Non-Executive Director)

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

**AGM 1/2020****WELCOME ADDRESS**

The Chairman welcomed all those present to the Forty-ninth Annual General Meeting (“49<sup>th</sup> AGM”) of the Company.

**AGM 2/2020****INTRODUCTION OF DIRECTORS**

The Chairman introduced the Board members present at the Broadcast Venue and participating via video conferencing.

**AGM 3/2020****QUORUM**

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

**AGM 4/2020****NOTICE**

The notice convening the meeting was taken as read.

**AGM 5/2020****CHAIRMAN'S OPENING REMARKS**

The Chairman informed that as the safety of the shareholders was of paramount importance to the Company, the Board had decided to conduct the 49<sup>th</sup> AGM virtually in view of the Covid-19 pandemic. The holding of the AGM was in line with the provision of Article 59 of the Company's Constitution and Section 327 of the Companies Act 2016 (“CA”).

The Chairman also informed that the 49<sup>th</sup> AGM was held more than 6 months after the Company's financial year end of 31 December 2019 as opposed to the requirement of Section 340 of the CA. The Company had applied for an extension of time from the Companies Commission of Malaysia on 29 April 2020 and the Company has been allowed up to 30 September 2020 to hold the 49<sup>th</sup> AGM.

The Chairman took the opportunity to brief the shareholders on the Company's current situation in view of the Covid-19 pandemic. In terms of profitability, the Chairman highlighted that FY2019 was not a good year for the Company as compared to FY2018. In 2018, the Company had sold 2 assets that brought some profit to the Company. The Company launched a number of major projects in 2019. We could only see the impact of profit and cash flow in FY2020 and FY2021.

As of now, the Company still have a number of landbank/projects that can sustain us for the next 15 years, for eg. PJ Sentral, Kwasa Land, Bukit Jalil and Sentral Suites. We need to build a sustainable business. Currently, the Company's urban landbank stood at 323 acres with a Gross Development Value of RM32 billion.

At the same time, MRCB continues to innovate with MRCB Building System (“MBS”), a prefabricated prefinished volumetric modular construction method which is our own proprietary system. The Company is also exploring into renewable energy and to energy business segment.

In terms of cashflow, we foresee that the Company should be able to sustain for the next 18 months to 24 months.

The Chairman then briefed the shareholders on the following:

- (i) in line with Bursa Malaysia’s Main Market Listing Requirements, all resolutions at this AGM would be voted by way of poll through electronic voting (“e-voting”) upon completion of the deliberation of all items to be transacted at the 49th AGM.
- (ii) Boardroom Share Registrars Sdn Bhd (“Boardroom”) has been appointed as the poll administrator to conduct the polling. GovernAce Advisory and Solutions Sdn Bhd was appointed as the independent scrutineers to observe the proceedings of e-polling and to verify the poll results.

The Chairman then invited Puan Rozleen Monzali, the representative from Boardroom to brief the shareholders on the functions available within the Lumi AGM portal.

## **AGM 6/2020**

### **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 financial year 2019.

Thereafter, he briefed the members on the issues raised by the Minority Shareholders’ Watchdog Group (“MSWG”) via their letter dated 2 July 2020. The issues raised by MSWG and the answers provided were as follows:

## **Strategic and Financial Matters**

**1) In 2019, the Company launched the MRCB Building System (MBS), a prefabricated, prefinished volumetric modular construction method using proprietary fastening Candle-Loc Connection System, that will improve much faster construction time, high precision construction method and contained manufacturing in a controlled environment, which not only eliminates defects, but also improves safety.**

**(a) Is MBS comparable to Industrialised Building System (“IBS”) or better?**

MBS is a different construction method to IBS and serves a different purpose. Up to 90% of the construction is undertaken offsite, compared to only 30% to 40% offsite using IBS in Malaysia. Using MBS, modules that are manufactured offsite also have all immovable fixtures and fittings fully installed and pre-finished (floor finishes, tiling, ceilings, electrical points, lighting, plumbing, fitted cupboards, kitchens, sanitary ware, etc.)

Unlike IBS, MBS also allows site development and building fabrication to be done concurrently, thus speeding up construction time. The building itself is constructed as prefabricated prefinished modules in a controlled environment, with more stringent quality controls, efficiency and lower labour requirements.

**(b) What is the expected reduction in construction time and cost using MBS compared to the traditional construction method and IBS respectively?**

Cost reduction will vary depending on the customisation and specification of the building. We anticipate up to a 10% – 30% reduction in costs through less material wastage, and higher design efficiency and scale. The key advantages will come from faster construction times and lower defects/better quality control, which will speed up revenue recognition and cash generation as well as reduce financing costs for our Property Development Division.

**(c) How much money has the Company spent to make MBS commercially viable?**

As at 31<sup>st</sup> December 2019, the Company had incurred RM6.4 million to make MBS commercially viable.

- (d) Is there a possibility that MBS will be used widely in the construction industry in the future? Do third parties who use MBS need to pay for it?**

We have already stated our intention to license the technology to any company interested in utilising it, including competitors in Malaysia, and this will provide an additional future income stream for the Group. To date, MRCB has already licensed its technology to two companies overseas, one in Hong Kong which is undertaking a student residence project and a temporary quarantine facility, and another in Singapore for a nursing home and senior care center project.

- 2) The Group has identified the renewable energy and waste-to-energy segments as the Group's future business growth.**

- (a) Has the Group been successful in securing business from the renewable energy and waste-to-energy segments? If yes, please name the projects and contract values?**

We are currently in advanced negotiations with the Government and will only make the required announcements when a concession agreement is formally signed.

- (b) How does the Group compete with competitors who are more established in the renewable energy and waste-to-energy business segments?**

To date, there are no established players in the WTE segment in Malaysia, as it is a new technology in our country. There are also no large scale WTE plants, and the two companies that have secured concessions have yet to complete the construction of their plants.

The Group has a long track record in the energy industry, having previously constructed power plants and several high voltage power transmission lines for TNB. We will leverage on these engineering skillsets and also those of our European technology partner, whose technology has over the years been successfully adopted in hundreds of WTE plants in some of the most environmentally compliant countries across Europe, Singapore and the World.

- 3) The Group's inventory of completed and unsold properties is RM435.3 million in FY 2019, an increase of RM341.8 million or 365.6% as compared to RM93.5 million in FY2018.**

**(a) Why has the inventory of completed and unsold properties increased substantially in FY 2019 as compared to FY 2018?**

The increase in inventory was due to the completion of two property development projects in 2019, namely VIVO at 9 Seputeh and Kalista Park Homes in Bukit Rahman Putra. As at 31<sup>st</sup> December 2019, both these projects achieved sales of up to 78% and 79% respectively, with the remaining completed and unsold units being recorded as inventory.

In addition to these two projects, the Group also acquired 33 apartment units at the St. Regis after the Group's disposal of its 30% equity stake in One IFC Sdn Bhd in May 2019.

**(b) The Group has mentioned that it will continue to aggressively market its completed and unsold properties. Please explain the Group's aggressive marketing strategies that have been taken to reduce the inventory of completed and unsold properties? Are these marketing strategies effective? If not, why?**

We employ several strategies targeted towards both the local and overseas markets, which include adopting various sales and promotional schemes, such as the 'Stay and Own' scheme, 'Full Furnishing Package' scheme and participation in the 'Home Ownership Campaign' or HOC to reduce the buyers' cost on stamp duty. We also continuously work towards expanding our network of real estate agents and, where possible, conduct bulk sales or underwriting sales.

Our strategies are always changing to meet customer demands and current economic conditions. For example, when the Movement Control Order was announced, we immediately repurposed our marketing budget into rebates and packages for customers and increased our digital sales and marketing activities. To date, we continue to see healthy bookings come from both the local and overseas markets, particularly from Hong Kong and China, which we have been actively targeting.

**(c) What is the current value of completed and unsold properties?**

The value of completed and unsold properties as at 1QFY2020 is RM552 million. This value has increased when compared to the value recorded as at 31<sup>st</sup> December 2019 due to the construction completion of our 1060 Carnegie development project in Melbourne.

As at 1QFY2020, 1060 Carnegie achieved sales of up to 88%. However, unlike our other developments where only remaining completed and unsold units are recorded as inventory, for 1060 Carnegie all completed units are recorded as inventory until financial settlement with buyers.

**4) The Australia property project, 1060 Carnegie, Melbourne is completed and has unbilled sales of RM225 million. (page 51 of Annual Report)**

**(a) When will the Group will be able to recognise the revenue from this property project?**

1060 Carnegie in Melbourne was fully constructed in December 2019 and revenue and profit recognition commenced on the completion of financial settlement with buyers. As at 1QFY2020, 59 units worth RM86.1 million out of the 151 units sold had been settled, and more revenue and profits will be recognised as more settlement completion occurs.

**(b) What is the latest take-up rate of this property project?**

As at 1QFY2020, our 1060 Carnegie project has achieved a take-up rate of 88%.

**(c) Where are the other property projects in Australia, if any?**

Apart from 1060 Carnegie, we have one other completed project in Australia called Easton Burwood, also in Melbourne, which is fully sold. We are currently pursuing other projects in the suburbs of Melbourne, Australia and in Auckland, New Zealand.

**5) The Group has set up Bukit Jalil Casting Yard (“BJCY”), to market the supply and delivery of precast components to external parties due to high demand of these materials.**

**(a) What is the cost advantage of manufacturing the precast components internally as compared to buying from third parties?**

BJCY produces beams that are on average 6.5% cheaper than the market rate. Notwithstanding this, the purpose of setting up the yard was to secure the supply of precast components for our own projects and to ensure the certainty of delivery. This will also provide an advantage to MRCB as we bid for future infrastructure jobs.

We are currently producing these components for our own infrastructure construction projects on behalf of external clients, and in the future also plan to manufacture components for our MBS from the casting yard.

**(b) What is the current capacity of BJCY and the current utilisation rate?**

BJCY produces several types of beams, such as the u-beams, t-beams and crosshead beams. For each of these, we produce an average of 90, 30 and 18 beams a month respectively. Our current plant utilisation rate is 100%.

**(c) How much of the precast components are used internally and how much is sold to external parties respectively?**

Presently the precast components are 100% produced for our own infrastructure construction projects on behalf of external clients.

**(d) When is BJCY expected to contribute to the Group's profitability?**

The yard is mainly to ensure security of supply for the Group's infrastructure construction projects, but the cost advantages and supply security are already contributing to Group profitability.

The Chairman then proceeded with the first item on the Agenda of the 49<sup>th</sup> AGM.

**AGM 7/2020**

**STATUTORY FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND AUDITORS**

The Independent Auditors' Report set out on pages 8 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 provisions of Section 340 of the Companies Act, 2016. Hence, it would not be put to vote.

Before inviting the GMD to read out the questions received from the shareholders through the dedicated portal, the Chairman informed that the Company had received a few enquiries whether the Company is considering giving vouchers to those who participated in the 49<sup>th</sup> AGM. Since the 49<sup>th</sup> AGM was held virtually under the new norm, the Company had decided not to give out any voucher.

The Chairman then invited the GMD to read out the questions received from the shareholders with regards to the operations of the Group for the financial year under review. Among the questions raised by the shareholders and the relevant responses from the Management were as follows:

**Q1. With the COVID-19 pandemic and the current economic downturn, is MRCB undergoing any cost cutting and retrenching of its staff?**

The GMD replied that MRCB has embarked on austerity and cost cutting measures quite early on, cutting corporate overheads wherever possible. We are not only looking on staff cost but the overall cost of the Company's operations. All Senior Management have taken a temporary 30% salary cut and reductions in certain benefits/allowances, while employees above a certain grade level have also taken salary cuts and reduction of allowances.

**Q2. Is MRCB facing any cashflow constraints as a result of COVID-19?**

The GMD replied that as with all other companies across most industries, MRCB is also not spared the negative impact of COVID-19 as activities at our project sites were halted. However, upon the implementation of the CMCO in mid May 2020, activities at our site started to resume, albeit at a slower pace. We are currently running at about 70% capacity as a result of adhering to strict SOPs and protocols introduced by the Government. Whilst cashflow has been impacted by the lack of work and revenue recognition, now that work has resumed, the pressure has abated. However, we will remain vigilant and cautious until there is more clarity about the situation, not just in Malaysia but globally, and the potential risks have subsided

**Q3. How did the COVID-19 pandemic impact your business? Are your construction sites operating back to normal? Did you encounter many COVID-19 cases amongst your foreign workers?**

The GMD replied that the Covid-19 Pandemic not only affected MRCB but other construction companies as well. We foresee that MRCB's 2<sup>nd</sup> Quarter results would definitely be impacted by the MCO as all activities at our sites were halted during that period. MRCB would remain prudent and observant on the SOPs and protocols imposed by the Government. As of now, none of MRCB foreign workers have been infected by Covid-19.

**Q4. What is the value of property sold during the MCO and what is MRCB sales target?**

The GMD replied that we have received approximately RM80 million worth of bookings for our property during the MCO.

**Q5. For FY2018, the dividend was 1.75 sen while for FY2019 it was 1 sen. What are the contributing factors for the reduction?**

The GMD replied that during FY2018, the Company had disposed 2 pieces of land located in Jalan Kia Peng and Penang. In the absence of a one-off gain in FY2019, the Company was unable to declare a higher dividend. With the declaration of 1.00 sen per share, the total payout to shareholders amounting to RM44 million which is more than the net profit attributable to shareholders of RM23.5 million. This is well above our Dividend Policy of paying out 20% of core net profits, despite the lack of revenue and profit recognition in 2019 due to our large projects still being in the early phases of construction in that year.

**Q6. MRCB is seeking the shareholders' approval for the proposed establishment of Dividend Reinvestment Plan ("DRP") at this coming AGM.**

- **What is the advantage to shareholders and would DRP improve the share price?**
- **Would the company absorb stamp duty for DRP since it was not viable for small shareholders to pick DRP over cash dividend.**

The GCFO replied that the DRP provides shareholders with an option to elect to reinvest in whole or in part, their dividend in new shares instead of receiving cash. Shareholders who wish to receive their dividend wholly in cash need not take any action. The Issue Price, which will be determined by the Board on the Price-Fixing Date, shall be at a discount of not more than 10% to the five (5)-day of Volume Weighted Average Market Price ("VWAMP") of MRCB Shares immediately prior to the Price-Fixing Date

The new shares will be issued free of brokerage fees and other related transaction costs to shareholders who wish to exercise the Reinvestment Option, unless otherwise provided by any statute, law or regulation. However, a stamp duty of RM10.00 would have to be paid by the shareholder on each dividend reinvestment form submitted.

**Q7. MRCB is seeking the mandate from the shareholders on the proposed renewal of Share Buy-Back Authority. Is the Company considering to do a share buy-back at this moment?**

The GCFO replied that as of now, the Company is not considering to do a share buy-back.

**Q8. How will MRCB cope with the new normal to launch units that are suitable for the current situation? At the same time, based on MRCB's current construction order book figure, what strategies are being undertaken to increase it? Would MRCB venture into overseas construction projects?**

The GMD replied that MRCB's Construction order book and unbilled Property sales are both at quite comfortable level, but revenue recognition is always dependent on construction progress.

MRCB will continue to tender for new projects to replenish jobs and will continue to target the larger infrastructure development projects, as the barriers to entry are higher, and therefore the competitions are relatively lower.

MRCB has and will continue to explore digital marketing platforms to boost property sales by collaborating with Lazada, Property Guru and iHome Malaysia.

As of now, MRCB has no intention to venture into overseas construction projects but is focusing on further expanding our property division into foreign markets.

**Q9. There is a realignment of major Government projects such as KL-Singapore HSR project, etc. Is there any additional costs that would be incurred by the Company.**

The GMD replied that while the HSR project was never cancelled and MRCB remains the project delivery partner for the northern section of the project, there were works or costs incurred prior to the decision to halt the project. As such, any realignment plans will have no impact to MRCB.

**Q10. Given the Government announcement to continue with a few major Infrastructure projects (for example ECRL, MRT, LRT, HSR, Bandar Malaysia, Penang Master Plan), is MRCB related or involved in any of these projects? Or has the company tendered for any project which is awaiting results? If yes, what is the tender value?**

The GMD replied that so far no tender have been called for other major infrastructure projects that were put on hold. However, MRCB has always expressed its interest in bidding for these and any other infrastructure-related projects.

**Q11. What is your outlook on the construction sector? Do you think the government has little choice but to pump prime projects given the moderating benefits from further interest rate cuts?**

The GMD replied that in general, we believe that there would be a need for infrastructure projects to be deployed by the Government for the development of the country. Being one of the largest infrastructure development construction company, we would be ready to tender for such projects should the opportunity comes.

**Q12. Where is the exact location of the Bukit Jalil Casting Yard as the location is not visible from the main highway or roads.**

The GMD replied that the Bukit Jalil Casting Yard is located next to the Stadium Hoki Bukit Jalil on the left side of the Shah Alam Highway (KESAS Highway) heading towards Shah Alam. Therefore, not visible from the highway or other access roads.

**Q13. When is the expected completion date of PR1MA brickfields project?**

The GMD replied that due to the MCO restrictions, it has impacted the progress of PR1MA Brickfields project. We are currently in discussion with the Government for a possible completion by Q3 2022.

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

**AGM 8/2020**

**ORDINARY RESOLUTION 1**

**RE-ELECTION OF PUAN ROHAYA MOHAMMAD YUSOF PURSUANT TO ARTICLES 101 AND 102 OF THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Puan Rohaya Mohammad Yusof shall retire pursuant to Articles 101 and 102 of the Constitution of the Company. Being eligible for re-election, Puan Rohaya Mohammad Yusof has offered herself for re-election.

The Chairman also highlighted that as stated in the Notice of the 49<sup>th</sup> AGM , Encik Jamaludin Zakaria who was also retiring pursuant to Articles 101 and 102 of the Constitution of the Company had expressed his intention not to seek re-election and hence, he would retire upon the conclusion of the 49<sup>th</sup> AGM.

The Chairman recorded a vote of appreciation to Encik Jamaludin for his contribution and guidance during the tenure of his directorship.

**AGM 9/2020**

**ORDINARY RESOLUTION 2  
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020**

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 2020.

This resolution, if passed, would allow the Company to pay the Directors' Fees to its NEDs for the financial year ending 31 December 2020 in the manner as the Directors may determine. The fees to be paid is based on the rate of RM200,000 per year for the Chairman and RM150,000 per year for other Directors.

Nevertheless, due to the impact of Covid-19 pandemic on the global economy and as one of the austerity measures, the NEDs have volunteered to reduce their Directors' fees by 30% for the financial year ending 31 December 2020. The Board has agreed to review the fees when the situation permits.

The Chairman also highlighted that the Company's Senior Management had also taken a salary cut of between 20% to 30%.

**AGM 10/2020**

**ORDINARY RESOLUTION 3  
BENEFITS EXTENDED TO NON-EXECUTIVE DIRECTORS**

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 details of the benefits extended to NEDs have been detailed out in Note 4 of the explanatory notes to the Notice of AGM dated 12 June 2020.

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 Company estimated that the total benefits to be paid out to the NEDs until the next AGM of the Company to be about RM1.2 million.

**AGM 11/2020**

**ORDINARY RESOLUTION 4  
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 and to authorise the Director to fix their remuneration.

**SPECIAL BUSINESS**

Upon completion of deliberation of all ordinary businesses at this AGM, the Chairman proceeded with the Special Business of the AGM.

**AGM 12/2020**

**ORDINARY RESOLUTION 5  
PROPOSED ESTABLISHMENT OF DIVIDEND REINVESTMENT PLAN**

Resolution 5 is pertaining to the Proposed Establishment of a Dividend Reinvestment Plan.

The proposed ordinary resolution, if passed, will provide the shareholders of the Company with an option to elect to reinvest in whole or in part, their cash dividend, which includes any interim, final, special or other types of cash dividend declared by the Company in new ordinary shares of the Company.

**AGM 13/2020****ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The Chairman informed that at the last AGM held on 30 May 2019, the Company had 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 this AGM unless the authority is renewed.

The Chairman highlighted that should the shareholders approve this resolution, it 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 being quoted on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company.

**AGM 14/2020****ANY OTHER BUSINESS**

The Chairman informed that the Company had not received notification of any other business to be transacted at the 49<sup>th</sup> AGM and declared that the registration for the attendance at the 49<sup>th</sup> AGM closed.

The Chairman highlighted to the Meeting that the Company has received in total 176 proxy forms from shareholders holding a total of 3,108,080,041 shares representing 70.45% of the issued ordinary shares of the Company. Out of those, there were 138 shareholders holding 705,088,955 shares representing 15.98% of the issued shares of the Company have appointed him as their proxy.

The Chairman informed that shareholders would be given 10 minutes to cast their votes and it would take another 10 minutes for the scrutineers to verify the poll results.

The Chairman declared that the 49<sup>th</sup> AGM be adjourned at 11.10 a.m. and shall resume at about 11.30 a.m. for the declaration of poll results in respect of Resolutions 1 to 6.

**ANNOUNCEMENT OF POLL RESULTS**

At 11.30 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.

**Ordinary Resolution 1****Re-Election of Puan Rohaya Mohammad Yusof pursuant to Articles 101 and 102 of the Constitution of the Company**

The Chairman announced the result of Ordinary Resolution 1 was as follows:

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 1	3,071,776,356	99.478058	16,117,013	0.521942

The Chairman declared that the following Ordinary Resolution 1 as carried:

*“THAT Puan Rohaya Mohammad Yusof 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****Payment of Directors’ Fees for the Financial Year Ending 31 December 2020**

The Chairman announced the result of Ordinary Resolution 2 was as follows:

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 2	3,112,703,176	99.982576	542,443	0.017424

The Chairman declared that the following Ordinary Resolution 2 as carried:

*“THAT the payment of Directors’ Fees to the Non-Executive Directors for the financial year ending 31 December 2020 be and is hereby approved”*

**Ordinary Resolution 3**  
**Benefits extended to Non-Executive Directors**

The Chairman announced the result of Ordinary Resolution 3 was as follows:

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 3	3,112,658,676	99.981582	573,393	0.018418

The Chairman declared that the following Ordinary Resolution 3 as carried:

*“THAT the following benefits extended to the Non-Executive Directors of the Company from 15 July 2020 until the next AGM of the Company be and is hereby approved:*

Benefit	Description	Amount
<b>Monthly Fixed Allowance*</b>	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>		
<b>Meeting Allowance</b>	Chairman of the Board / Committee	RM4,000 per meeting
	Member of the Board / Committee	RM3,000 per meeting
<b>Other Benefits</b>	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 4**  
**Re-Appointment of Auditors**

The Chairman announced the result of Ordinary Resolution 4 was as follows:

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 4	3,109,571,003	99.903888	2,991,560	0.096112

The Chairman declared that the following Ordinary Resolution 4 as carried:

*“THAT Messrs. PricewaterhouseCoopers PLT be re-appointed as Auditors of the Company AND THAT the Directors be and are hereby authorised to fix the remuneration of the Auditors.”*

**Ordinary Resolution 5**  
**Proposed Establishment of Dividend Reinvestment Plan**

The Chairman announced the result of Ordinary Resolution 5 was as follows:

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 5	3,113,068,677	99.994331	176,486	0.005669

The Chairman declared that the following Ordinary Resolution 5 as carried:

*“THAT, subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant regulatory authority:*

- (i) approval be and is hereby given to the Company to establish a dividend reinvestment plan that provides the shareholders of the Company ("Shareholders") with an option to elect to reinvest in whole or in part, their cash dividend, which includes any interim, final, special or other types of cash dividend ("Dividend") declared by the Company in new MRCB Shares ("New Shares") ("Proposed DRP");
- (ii) the Board of Directors of the Company ("Board") be and is hereby authorised to-
- a. establish and implement the Proposed DRP;
  - b. determine, at its absolute discretion, whether to pay any Dividend in cash or to offer Shareholders the option to elect to reinvest all or part of their Dividend in New Shares ("Reinvestment Option") and if the Reinvestment Option is applied, the portion of such Dividend to which the Reinvestment Option applies;
  - c. allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company's next AGM, upon the terms and conditions and to such persons as the Board may, at its absolute discretion, deem fit and in the best interest of the Company ("Proposed Issuance of New Shares");
  - d. fix the issue price of the New Shares, which will be determined by the Board on a price-fixing date to be determined and announced relating to the relevant Dividend, at a discount of not more than 10% to the five (5)-day volume weighted average market price ("VWAMP") of MRCB Shares immediately prior to the price-fixing date. The VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price; and
  - e. do all such acts and enter into all such transactions, arrangements, agreements, deeds and undertakings and to execute, sign and deliver, for and on behalf of the Company, all such documents and impose such terms and conditions or delegate any part of their powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed DRP and the Proposed Issuance of New Shares, with full power to assent to any condition, modification, variation, and/or amendment, including suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion and without assigning any reason thereof, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

*AND THAT the New Shares to be allotted and issued pursuant to the Proposed DRP shall rank equally in all respects with the existing MRCB Shares, save and except that such New Shares shall not be entitled to any dividend, right, allotment and/or other distribution in respect of which the entitlement date is before the allotment date of such New Shares.”*

**Ordinary Resolution 6**  
**Proposed renewal of Share Buy-Back Authority**

The Chairman announced the result of Ordinary Resolution 6 was as follows:

Resolution	Vote For		Vote Against	
	Number of Shares	%	Number of Shares	%
Ordinary Resolution 6	3,113,174,195	99.996447	110,616	0.003553

The Chairman declared that the following Ordinary Resolution 6 as carried:

*“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 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.”*

## **AGM 16/2020**

### **CONCLUSION**

The Chairman recorded a vote of appreciation to Encik Jamaludin Zakaria for his services for the past 9 years as an Independent Director of the Company and wish him well in his future endeavors.

The Chairman then thanked all participants including MRCB's Management team, poll administrators, scrutineers and the webcaster for their outstanding job in conducting the 49<sup>th</sup> AGM.

There being no other business, the Meeting concluded at 11.45 a.m. with a vote of thanks to Chairman.

Confirmed as correct records,

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**CHAIRMAN**

Date