

MALAYSIAN RESOURCES CORPORATION BERHAD
(7994-D)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING of Malaysian Resources Corporation Berhad held at Grand Nexus Ballroom, Level 3A, Connexion@Nexus, No. 7, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Friday, 28 July 2017 at 10.00 a.m.

Present:

Directors	YBhg Tan Sri Azlan Mohd Zainol (Chairman)
	YBhg Tan Sri Mohamad Salim Fateh Din
	Encik Mohd Imran Tan Sri Mohamad Salim
	YBhg Datuk Shahril Ridza Ridzuan
	Encik Jamaludin Zakaria
	Puan Rohaya Mohammad Yusof
	Encik Hasman Yusri Yusoff
Secretary	Encik Mohd Noor Rahim Yahaya
Auditors	Messrs PricewaterhouseCoopers (represented by Dato' Mohammad Faiz Azmi)
Shareholders	As per Attendance List
Invitees	As per Attendance List

1/EGM 1/2017 WELCOME ADDRESS

The Chairman welcomed all those present to the EGM of the Company.

2/EGM 1/2017 QUORUM

The quorum was present and the Chairman declared the meeting open.

3/EGM 1/207 NOTICE

The notice convening the meeting was taken as read.

4/EGM 1/2017 PRELIMINARY

The Chairman briefed the shareholders on the purpose of the EGM which was to seek their approval on the Proposed Renounceable Rights Issue of up to 2,856,679,518 new ordinary shares in MRCB ("MRCB Shares" or "Shares") ("Rights Shares") together with up to 571,335,904 Free Detachable Warrants ("Rights Warrants"), on the basis of one (1) Rights Share for every one (1) existing MRCB share held and one (1) free Rights Warrant for every five (5) Rights Shares subscribed for, on an entitlement date to be determined later ("Proposed Rights Issue"), as stated in the Circular to Shareholders dated 13 July 2017.

The Chairman further briefed the shareholders on their voting rights at the meeting pursuant to Article 69 of the Constitution of the Company which requires that a resolution put to the vote at the EGM shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands by either:-

- a) the Chairman of the meeting (being a person entitled to vote); or
- b) not less than five members present in person or by proxy and entitled to vote; or

- c) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In line with the amendments to Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the resolution at the EGM would be voted by way of poll. An electronic voting ("e-polling") would be conducted upon completion of any deliberation on the resolution to be transacted at the EGM.

Symphony Share Registrars Sdn Bhd was appointed as the Poll Administrator to conduct the polling process and Boardroom Business Solutions Sdn Bhd was appointed as the Scrutineers to verify the poll results.

The Chairman invited the Executive Director of the Company, Encik Mohd Imran Tan Sri Mohamad Salim to brief on the background and rationale for the Proposed Rights Issue.

Encik Mohd Imran further informed that MRCB had responded to the queries raised by the Minority Shareholders Watchdog Group ("MSWG") via its letter dated 27 July 2017. The summary of the questions and answers was included in the presentation to the Shareholders.

The Chairman then proceeded with the Ordinary Resolution.

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,856,679,518 NEW ORDINARY SHARES IN MRCB (“MRCB SHARES” OR “SHARES”) (“RIGHTS SHARES”) TOGETHER WITH UP TO 571,335,904 FREE DETACHABLE WARRANTS (“RIGHTS WARRANTS”), ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING MRCB SHARE HELD AND ONE (1) FREE RIGHTS WARRANT FOR EVERY FIVE (5) RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE”)

The Chairman informed that the Proposed Rights Issue is renounceable in full or in part. Accordingly, the Entitled Shareholders can subscribe for and/ or renounce their entitlements to the Rights Shares together with the Rights Warrants in full or in part. Should the Entitled Shareholders renounce all their entitlements to the Rights Shares, they will not be entitled to the Rights Warrants. However, if the Entitled Shareholders accept part of their entitlements to the Rights Shares, they will be entitled to the Rights Warrants in proportion of their acceptance of their entitlements to the Rights Shares. For the avoidance of doubt, the Rights Shares and the Rights Warrants are not separately renounceable.

The Rights Warrants are attached to the Rights Shares without any cost and will be issued only to the Entitled Shareholders and/ or their renounee(s) who subscribe for the Rights Shares. The Rights Warrants are exercisable into new MRCB Shares. Each Rights Warrant will entitle its holder to subscribe for one (1) new MRCB Share at an exercise price to be determined later. The Rights Warrants will be immediately detached from the Rights Shares upon issuance and will be separately traded on Bursa Securities. The Rights Warrants will be issued in registered form and constituted by the Deed Poll.

The Rights Shares with Rights Warrants which are not taken up or not validly taken up shall be made available for excess applications by the other Entitled Shareholders and/ or their renounee(s). It is the intention of your Board to allocate the excess Rights Shares with Rights Warrants in a fair and equitable manner on a basis to be determined by your Board and announced later by our Company.

The Rights Shares with Rights Warrants will be provisionally allotted to the Entitled Shareholders. In determining shareholders' entitlement under the Proposed Rights Issue, fractional entitlements of the Rights Shares and/ or Rights Warrants, if any, will be disregarded and dealt with in such manner and on such terms and conditions as your Board in its absolute discretion deem fit or expedient or in the best interest of our Company.

The Chairman then invited questions from the members.

Question 1 : Would the Board enlighten the process of E-Rights; whether there is a possibility of using SMS notification to alert the shareholders on the Closing Date; and whether return of excess monies could be deposited directly to the shareholders' account?

Answer 1 : As informed by the share registrar, notification to the shareholders of the opening and closing date of the Rights Issue could be done via SMS. There will not be any notification for receipt of application forms or application monies.

The return of excess monies would be done via e-transfer for shareholders who have subscribed for e-dividend. For shareholders who have not done so, the return of excess monies will be by way of cheque.

Question 2 : Could the Board brief the process of fixing the price of the Rights Issue in respect of the Listing Requirements of Bursa Securities ("Listing Requirements") and any other requirements of the relevant authorities. Is it possible to fix the price of Rights Shares and Rights Warrants upfront?

Answer 2 : Paragraph 6.05 of the Listing Requirements stipulates that where an issue of shares or other convertible securities departs from any of the applicable requirements stipulated in Paragraph 6.04, the listed issuer must obtain prior approval of the shareholders in a general meeting for the precise terms and conditions of the issue, in particular on:-

- a. the issue, exercise or conversion prices of the securities or, in a situation where such prices are to be determined after the date of shareholders approval, the basis or formula of determining such prices; and
- b. the purposes of the issue and utilisation of proceeds.

Based on the requirements, it is not compulsory for MRCB to fix the issue price for the Rights Shares and exercise price for the Rights Warrants upfront, provided that the basis for determining such prices are provided in the Circular to Shareholders for shareholders' approval.

In MRCB's case, the Board can proceed to fix the issue price for the Rights Shares and exercise price for the Rights Warrants at any time after the conclusion of the extraordinary general meeting to approve the Rights Issue. The issue price and exercise price must be based on the terms as approved by the shareholders as stipulated in the Circular to Shareholders.

Question 3 : What are the process of Rights Issue to be undertaken after shareholders' approval and the timeline for implementation of the Rights Issue?

Answer 3 : Bursa Securities prescribe the Rights Issue process/ timeline.

Under Paragraph 6.62(1) of the Listing Requirements, a listed issuer must complete the implementation of a proposal relating to an issuance of securities within 6 months from the date the listing application is approved by Bursa Securities.

After the question and answer session, the resolution on the Proposed Rights Issue was put to vote via poll.

Resolution on the Proposed Rights Issue was duly proposed by Encik B.Y Lim, a shareholder and seconded by Puan Soong Yoke Lan, a shareholder.

The Chairman informed that the poll voting for the resolution on the Proposed Rights Issue would be conducted at the end of the Meeting.

6/EGM 1/2017 ANY OTHER BUSINESS

The Chairman informed that the Company had not received notification of any other business to be transacted at the EGM and declared that the registration for the attendance for the EGM was closed and briefed the shareholders on the procedure for the e-polling.

The Chairman declared the meeting adjourned at 11.40 a.m. for the e-polling and shall resume for the declaration of the poll results.

7/EGM 1/2016 ANNOUNCEMENT OF POLL RESULTS

At 12.05 noon, the Chairman called the meeting to resume for the declaration of poll results. The poll results were verified and scrutinised by Boardroom Business Solution Sdn Bhd (“the Scrutineers”). The poll for the EGM of the Company is as follows:-

Resolution	FOR		AGAINST		TOTAL		ABSTAIN
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares
Ordinary Resolution 1	1,449,667,836	89.0973	177,394,325	10.9027	1,627,062,161	100.000	6,500

Based on the poll result verified by the Scrutineers, the Chairman declared that the following resolution which was tabled at the EGM carried.

Therefore, IT WAS RESOLVED:-

ORDINARY RESOLUTION - PROPOSED RIGHTS ISSUE

THAT, subject to and conditional upon the approvals of all relevant authorities and/ or parties being obtained (if required), approval be and is hereby given to the Board of Directors of MRCB ("Board") to:-

- (a) provisionally allot and issue by way of a renounceable rights issue of up to 2,856,679,518 Rights Shares together with up to 571,335,904 free Rights Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company ("Entitled Shareholders") on an entitlement date to be determined by the Board ("**Entitlement Date**"), on the basis of one (1) Rights Share for every one (1) existing MRCB Share held and one (1) free Rights Warrant for every five (5) Rights Shares subscribed for by the Entitled Shareholders on the Entitlement Date at an issue price per Rights Share and exercise price per Rights Warrant to be determined and announced by the Board. The Rights Shares shall upon allotment and issue, rank equally in all respects with the then existing MRCB Shares, save and except that it will not be entitled to any dividend, right, allotment and/ or other distribution that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;
- (b) allot and issue such number of MRCB Shares upon full payment arising from any exercise by the holders of the Rights Warrants of their rights in accordance with the provisions of the deed poll constituting the Rights Warrants to be executed by the Company ("Deed Poll") and such new MRCB Shares shall upon allotment and issuance, rank equally in all respects with the then existing MRCB Shares, save and except that it will not be entitled to any dividend, right, allotment and/ or other distribution that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the new MRCB Shares to be issued pursuant to the exercise of the Rights Warrants;
- (c) disregard and deal with fractional entitlements of the Rights Shares and/ or Rights Warrants, if any, in such manner and on such terms and conditions as the Board in its absolute discretion deem fit or expedient or in the best interest of the Company;

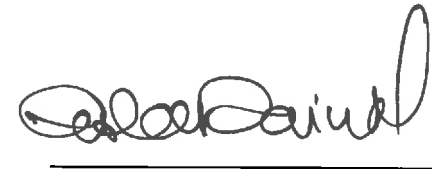
- (d) make available for excess shares application to the Entitled Shareholders and/ or their renouncee(s) who have applied for the excess Rights Shares with Rights Warrants, in the event there are any Rights Shares with Rights Warrants which are not taken up or not validly taken up, and such excess Rights Shares with Rights Warrants will be allocated in a fair and equitable manner on a basis to be determined by the Board;
- (e) utilise the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in Section 3 of the Circular to Shareholders of the Company dated 13 July 2017 (“Circular”) and the Board be authorised to revise the purpose and manner of the utilisation of proceeds as it may deem fit or expedient or in the best interest of the Company, subject to the approval of the relevant authorities, (where required);
- (f) execute, sign and enter into the Deed Poll with full powers to assent to any condition, variation, modification, and/ or amendment from time to time, in accordance with and subject to the terms of the Deed Poll and in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll and in the best interest of the Company;
- (g) issue and allot such additional Rights Warrants and adjust from time to time the exercise price of the Rights Warrants as may be required or permitted to be issued/ adjusted as a consequence of the adjustments under the provisions of the Deed Poll, and issue and allot such additional number of MRCB Shares arising from any exercise of the additional Rights Warrants and such new MRCB Shares shall upon allotment and issuance, rank equally in all respects with the then existing MRCB Shares, save and except that it will not be entitled to any dividend, right, allotment and/ or other distribution that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the new MRCB Shares to be issued pursuant to the exercise of the additional Rights Warrants; and

- (h) enter into any underwriting arrangement(s) for the underwriting of any part of the open portion of the Rights Shares with Rights Warrants and all other documents, agreement, and/ or arrangements in connection with the underwriting of the Rights Shares with Rights Warrants with such parties and upon such terms and conditions as the Board may deem fit;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements (including without limitation, the affixing of the Company's common seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Rights Issue and with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary or expedient in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Rights Issue.

The Chairman then declared that the EGM of the Company closed and thanked all members present for their participation. There being no other business, the Meeting concluded at 12.15 p.m. with a vote of thanks to Chairman.

Confirmed as correct records,



CHAIRMAN

Kuala Lumpur

Date: 28 AUG 2017