

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

**MINUTES OF THE FORTY-THIRD ANNUAL GENERAL MEETING of Malaysian Resources Corporation Berhad held at Hotel Istana Kuala Lumpur City Centre, Mahkota Ballroom II, BR Level, 73, Jalan Raja Chulan, 50200 Kuala Lumpur on Friday, 27 June 2014 at 3.05 p.m.**

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**Present:**

Directors	YBhg Tan Sri Azlan Mohd Zainol (Chairman)
	YBhg Tan Sri Mohamad Salim Fateh Din
	YBhg Datuk Shahril Ridza Ridzuan
	YBhg Dato' Abdul Rahman Ahmad
	YBhg Dato' Chong Pah Aung
	Encik Jamaludin Zakaria
	YBhg Dato' Ishak Haji Mohamed
	YBhg Tan Sri Ahmad Fuad Ismail
	YBhg Dato' Johari Razak
	Puan Rohaya Mohammad Yusof
Secretary	Encik Mohd Noor Rahim Yahaya
Auditors	Messrs PricewaterhouseCoopers (represented by Puan Shirley Goh)
Shareholders	As per Attendance List
Invitees	As per Attendance List



**AGM 1/2014 WELCOME ADDRESS**

The Chairman welcomed all those present to the Forty-third Annual General Meeting of the Company.

**AGM 2/2014 INTRODUCTION OF DIRECTORS**

The Chairman introduced the Directors present at the meeting.

**AGM 3/2014 QUORUM**

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

**AGM 4/2014 NOTICE**

The notice convening the meeting was taken as read.

**AGM 5/2014 BRIEF ON THE COMPANY'S PERFORMANCE**

The Group Chief Operating Officer of the Company, briefed the Meeting on the Company's performance for the financial year under review and made a presentation to the shareholders on the following operational matters:

- **Corporate Activities for the Year**
  - **Acquisition of entire equity interest in Gapurna Builders Sdn Bhd, Gapurna Land Sdn Bhd, Puncak Wangi Sdn Bhd, Gelanggang Harapan Construction Sdn Bhd and Gapurna Global Solutions Sdn Bhd.**
  - **Issuance of 537,887,605 MRCB Warrants**
  - **Divestment of the entire equity interest of GTC Global Sdn Bhd to Telekom Malaysia**
  - **Acquisition of 70% equity interest and preference shares in Arch Angel Capital Sdn Bhd**
  - **Disposal of Platinum Sentral to Quill Capita Trust REIT**
  - **Acquisition of 41% equity interest in Quill Capita Management Sdn Bhd**
  - **Divestment of 30% equity interest in DUKE Highway**



- **Division Overview**
  - **Property Development**
  - **Facilities Management & Car Park Services**
  - **Power Transmission**
  - **Engineering & Construction**
  - **Transport Hub Development**
  - **Environmental Engineering**
- **Completed Projects**
  - **CIMB Mapletree Office Tower**
  - **Aloft Hotel & Nu Towers**
  - **348 Sentral (Shell Tower)**
  - **Eastern Dispersal Link (EDL)**
  - **Nu Sentral Retail Mall & 1 Sentrum**
  - **River Rehabilitation**
- **On-going Projects**
  - **PJ Sentral Garden City**
  - **Lot 8, Celcom HQ**
  - **Penang Sentral, Butterworth**
  - **9 Seputeh, Old Klang Road**
  - **Q Sentral Office Tower**
  - **St. Regis Hotel & Residences**
  - **The Sentral Residences**
  - **Senawang Sentral, Negeri Sembilan**
  - **Bandar Seri Iskandar, Perak**
  - **Ampang LRT & Kelana Jaya Line Extension Project for Package B**



- Greater Klang Valley – River of Life (ROL)
- Burwood, Australia
- **Future Projects**
  - Semarak City, Setapak
  - Lot F – Commercial Development Kuala Lumpur Sentral CBD
  - Lot 349 Brickfields, Kuala Lumpur – Mixed Development
  - Kia Peng Residences, Kuala Lumpur
  - Salak South
  - Suria Subang
  - Selborne Office Towers Shah Alam, Selangor
  - Luxury Residential Condominium, Batu Ferringhi, Penang
- **Investment Assets**
  - Nu Sentral Retail Mall
  - Platinum Sentral
  - 348 Sentral – Shell Tower & Ascott Residences
  - Sooka Sentral, Lifestyle Centre
  - Plaza Alam Sentral, Shah Alam, Selangor
  - Kompleks Sentral, Kuala Lumpur
- **Facilities & Building Management**
- **Awards**
- **Financial Highlights**

The Chairman then proceeded with the first item on the Agenda of the Forty-third Annual General Meeting.



**AGM 6/2014      STATUTORY FINANCIAL STATEMENTS AND REPORTS**

The Independent Auditors' Report set out on pages 175 and 176 of the Annual Report 2013 was taken as read by the shareholders.

The Chairman informed the Meeting that the Statutory Financial Statements of the Company are meant for discussion only and would not be put to vote for adoption.

After the question and answer session on the Accounts and operations of the Company, the Chairman then proceeded with the next item on the Agenda.

**AGM 7/2014      RESOLUTION 1:      PAYMENT OF FIRST AND FINAL SINGLE TIER DIVIDEND OF 1 PERCENT OR 1.0 SEN PER  
ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013**

Encik Seah Poh proposed and Cik Fathin Nura'fina Hishamuddin seconded the following motion:

**“THAT the Payment of First and Final single tier dividend of 1.0% or 1.0 sen per ordinary share for the Financial Year Ended 31 December 2013 be and is hereby approved.”**

The Chairman put the motion to vote and it was declared carried.



**AGM 8/2014 RESOLUTIONS 2,3,4,5 and 6 : RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLES 106**

The Chairman proposed and Puan Sri Rusila Abdul Razak seconded the following motion:-

**“THAT the proposed Resolutions 2,3,4,5 and 6 on re-election of Directors pursuant to Article 106 be considered as one motion.”**

The Chairman put the motion to vote and it was declared carried.

Encik Zuraimi Mustapha proposed and Puan Norazeela Hasan seconded the following motion:

**“THAT the following directors who retire in accordance with Article 106 of the Articles of Association of the Company, be and are hereby re-elected as Directors of the Company:-**

- i) YBhg Tan Sri Mohamad Salim Fateh Din;**
- ii) YBhg Tan Sri Ahmad Fuad Ismail;**
- iii) YBhg Dato’ Ishak Haji Mohamed;**
- iv) YBhg Dato’ Johari Razak; and**
- v) Puan Rohaya Mohammad Yusof. ”**

The Chairman put the motion to vote and it was declared carried.

YBhg Dato’ Abdul Rahman Ahmad took over the chair for Resolutions 7 and 8.



**AGM 9/2014 RESOLUTIONS 7 and 8 : RE-ELECTION OF DIRECTORS PURSUANT TO ARTICLES 101 AND 102**

Encik Thanarajah Muthiah Pillai proposed and Encik Sang Eng Soon seconded the following motion:-

**“THAT the proposed Resolutions 7 and 8 on re-election of Directors pursuant to Articles 101 and 102 be considered as one motion.”**

The Chairman put the motion to vote and it was declared carried.

Puan Rose Lilawati Tan Sri Abdul Hamid Khan proposed and Encik Adnan Shamsudin seconded the following motion:-

**“THAT the following directors who retire in accordance with Articles 101 and 102 of the Articles of Association of the Company, be and are hereby re-elected as Directors of the Company:-**

- i) YBhg Tan Sri Azlan Zainol; and**
- ii) YBhg Datuk Shahril Ridza Ridzuan. ”**

The Chairman put the motion to vote and it was declared carried.

YBhg Dato' Abdul Rahman handed over the chair to YBhg Tan Sri Azlan.

**AGM 10/2014 RESOLUTION 9: DIRECTORS' FEES**

Puan Ho Ngan Chui proposed and Puan Soong Yoke Weng seconded the following motion:

**“THAT the payment of Directors' Fees of RM767,808 for the financial year ended 31 December 2013 be and is hereby approved.”**

The Chairman put the motion to vote and it was declared carried.



**AGM 11/2014 RESOLUTION 10: RE-APPOINTMENT OF AUDITORS**

The Chairman proposed and Puan Long Lai Kheng seconded the following motion:

**“THAT Messrs. PricewaterhouseCoopers be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be and are hereby authorised to fix the remuneration of the Auditors.”**

The Chairman put the motion to vote and it was declared carried.

**AGM 12/2014 ANY OTHER BUSINESS**

The Chairman informed that the Company had not received notification of any other business to be transacted at the Annual General Meeting and declared the meeting close.

The meeting ended at 4.55 p.m.

Confirmed as correct records,



**CHAIRMAN**

Kuala Lumpur

Date: 22 AUG 2014