

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

**MINUTES OF THE EXTRAORDINARY 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 Thursday, 12 February 2015 at 11.40 a.m.**

---

**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' Johari Razak

Puan Rohaya Mohammad Yusof

Encik Mohd Noor Rahim Yahaya  
(Company Secretary)

En Mohd Imran Tan Sri Mohamad Salim  
(Group Chief Operating Officer)

Encik Ann Wan Tee  
(Chief Financial Officer)

Puan Lorraine Cheah  
(Messrs Shearn Delamore & Co.)



Encik Jason Lam  
(RHB Investment Bank Berhad)

Encik Lee Chuk Hoe  
(CIMB Investment Bank Berhad)

Encik Heng Kian Hai  
(CH Williams Talhar & Wong Sdn Bhd)

Puan Wong Muh Rong  
(Astramina Advisory Sdn Bhd)

Puan Shirley Goh  
(Messrs PricewaterhouseCoopers)

Shareholders  
(as per Attendance List)

**1/EGM 2/2015 WELCOME ADDRESS**

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

**2/EGM 2/2015 QUORUM**

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

**3/EGM 2/2015 NOTICE**

The notice convening the meeting was taken as read.



#### **4/EGM 2/2015 BRIEF ON THE PROPOSED PROPOSALS**

The Chairman invited the Group Chief Operating Officer of the Company to brief on the background and rationale for the following proposals:-

- a) the proposed disposal of Platinum Sentral by MRCB Sentral Properties Sdn Bhd, a wholly-owned subsidiary of MRCB to Maybank Trustees Berhad which is acting solely in the capacity as trustee for Quill Capita Trust ("QCT"), for a total consideration of RM740 million of which RM476 million will be satisfied in cash and RM264 million will be satisfied via the proposed issuance of 206.25 million units in QCT at an issue price of RM1.28 per unit; and
- b) the proposed acquisitions by MRCB of a total 41% equity interests in Quill Capita Management Sdn Bhd ("QCM") (being the management company of QCT) from CapitalLand RECM Pte Ltd and Coast Capital Sdn Bhd for a total cash consideration of RM5,882,835.80.

The Chairman then invited questions from the members.

#### **5/EGM 2/2015 ORDINARY RESOLUTION 1**

**PROPOSED DISPOSAL BY MRCB SENTRAL PROPERTIES SDN BHD ("MSP"), A WHOLLY-OWNED SUBSIDIARY OF MRCB, OF ALL THAT PIECE OF FREEHOLD LAND HELD UNDER GERAN 46222, LOT 73 SECTION 0070, TOWN AND DISTRICT OF KUALA LUMPUR, FEDERAL TERRITORY OF KUALA LUMPUR, TOGETHER WITH A COMMERCIAL DEVELOPMENT COMPRISING 5 BLOCKS OF 4 TO 7 STOREY COMMERCIAL BUILDINGS CONSISTING OF OFFICE-CUM RETAIL SPACE, A MULTI-PURPOSE HALL TOGETHER WITH 2 LEVELS OF CAR PARKS KNOWN AS "PLATINUM SENTRAL" INCLUDING ALL THE PLANT AND EQUIPMENT, FIXTURES AND FITTINGS ATTACHED TO THEM**



**(EXCLUDING THE FIXTURES AND FITTINGS BELONGING TO EXISTING TENANTS AND THIRD PARTIES INCLUDING THOSE WITH WHOM THE EXISTING TENANTS HAVE ENTERED INTO A HIRE PURCHASE AND/OR LEASING ARRANGEMENT IN RESPECT OF SUCH FITTINGS AND FIXTURES) AND THE BENEFITS AND OBLIGATIONS IN RESPECT OF EXISTING TENANCIES (“PLATINUM SENTRAL”), TO MAYBANK TRUSTEES BERHAD (“MTB” OR “PURCHASER”), ACTING SOLELY IN THE CAPACITY AS TRUSTEE FOR QUILL CAPITA TRUST (“QCT”), A REAL ESTATE INVESTMENT TRUST (“REIT”), FOR A TOTAL DISPOSAL CONSIDERATION OF RM740 MILLION, OF WHICH RM476 MILLION WILL BE SATISFIED IN CASH AND RM264 MILLION WILL BE SATISFIED VIA THE PROPOSED ISSUANCE OF 206.25 MILLION UNITS IN QCT (“UNITS”) AT AN ISSUE PRICE OF RM1.28 PER UNIT (“PROPOSED DISPOSAL”)**

After the question and answer session, the Chairman proposed and Encik William Voon seconded the following motion:

THAT, subject to and conditional upon the approvals of all relevant regulatory authorities or parties being obtained (if required), approval be and is hereby given for MSP, a wholly-owned subsidiary of MRCB to dispose Platinum Sentral to MTB, acting solely in the capacity as trustee for QCT, a REIT, for a total disposal consideration of RM740 million, of which RM476 million will be satisfied in cash and RM264 million will be satisfied via the proposed issuance of RM206.25 million Units at the issue price of RM1.28 per Unit, in accordance with the terms and conditions of the conditional sale and purchase agreement dated 10 April 2014 entered into between MSP and the Purchaser.

AND THAT the Board of Directors of the Company be and is hereby authorised to give full effect to the Proposed Disposal with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board of Directors of the Company may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company.



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

**6/EGM 2/2015 ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITIONS BY MRCB OF A TOTAL OF 41% EQUITY INTERESTS IN QUILL CAPITA MANAGEMENT SDN BHD (BEING THE MANAGEMENT COMPANY OF QCT) ("QCM" OR "REIT MANAGER") FROM CAPITALAND RECM PTE LTD ("CRPL") AND COAST CAPITAL SDN BHD ("CCSB") FOR A TOTAL CASH CONSIDERATION OF RM5,882,835.80 ("PROPOSED SHARES ACQUISITIONS")**

The Chairman proposed and Encik Wong Ah Kow seconded the following motion:

THAT, subject to the passing of Ordinary Resolution 1 and subject to and conditional upon the approvals of all relevant regulatory authorities or parties being obtained (if required), approval be and is hereby given for MRCB to acquire 40% equity interest in QCM from CRPL for a purchase consideration of RM5,739,352.00 and 1% equity interest in QCM from CCSB for a purchase consideration of RM143,483.80, in accordance with the terms and conditions of the share sale agreement dated 10 April 2014 entered into between MRCB and CRPL, and the share sale agreement dated 10 April 2014 entered into between MRCB, Quill Resources Holdings Sdn Bhd and CCSB, respectively.

AND THAT, the Board of Directors of the Company be and is hereby authorised to give full effect to the Proposed Shares Acquisitions with full powers to assent to any terms, conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board of Directors of the Company may deem necessary or expedient in the best interest of the Company and to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents as may be necessary and/or expedient in the best interests of the Company."

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



**7/EGM 2/2015 CLOSURE**

The Chairman declared the meeting close. The meeting ended at 12.25 noon.

Confirmed as correct records,



---

**CHAIRMAN**

Kuala Lumpur  
Date: 21 MAY 2015