

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

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING of Malaysian Resources Corporation Berhad held at Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 21 December 2015 at 10.35 a.m.**

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**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

YBhg Dato' Chong Pah Aung

Encik Jamaludin Zakaria

Encik Mohd Noor Rahim Yahaya  
(Company Secretary)

Encik Ann Wan Tee  
(Chief Financial Officer)

Encik Kwan Joon Hoe  
(Chief Operating Officer)

Puan Lorraine Cheah  
(Messrs Shearn Delamore & Co.)

Encik Tommy Har  
(RHB Investment Bank Berhad)

Encik Sulaiman Akhmandy Mohd Saheh  
(Rahim & Co Chartered Surveyors Sdn Bhd)

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

Puan Shirley Goh  
(Messrs PricewaterhouseCoopers)

Shareholders  
(as per Attendance List)

**1/EGM 5/2015 WELCOME ADDRESS**

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

**2/EGM 5/2015 QUORUM**

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

**3/EGM 5/2015 NOTICE**

The notice convening the meeting was taken as read.

**4/EGM 5/2015 BRIEF ON THE PROPOSED PRIVATISATION**

The Chairman invited the Executive Director of the Company to brief on the background, rationale, benefits and the timeline for the Privatisation Agreement entered into between Rukun Juang Sdn Bhd, a 85%-owned subsidiary of MRCB Land Sdn Bhd which in turn is a wholly owned subsidiary of MRCB, the Government of Malaysia and Syarikat Tanah dan Harta Sdn Bhd in relation to the refurbishment and upgrading of facilities located at the National Sports Complex in Bukit Jalil, Kuala Lumpur.



The Chairman then invited questions from the members.

**5/EGM 5/2015 ORDINARY RESOLUTION**

**PRIVATISATION AGREEMENT ENTERED INTO BETWEEN RUKUN JUANG SDN BHD (“RJSB”), A 85%-OWNED SUBSIDIARY OF MRCB LAND SDN BHD (“MRCBL”), WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF MRCB, THE GOVERNMENT OF MALAYSIA (AS REPRESENTED BY THE MINISTRY OF YOUTH AND SPORTS) AND SYARIKAT TANAH DAN HARTA SDN BHD RELATING TO THE REFURBISHMENT AND UPGRADING OF FACILITIES LOCATED AT THE NATIONAL SPORTS COMPLEX IN BUKIT JALIL, KUALA LUMPUR FOR A TOTAL CONTRACT SUM OF RM1,631,880,000 (“PROPOSED PRIVATISATION”)**

After the question and answer session, the Chairman proposed and Puan Kok Sheau Pey 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 RJSB, a 85%-owned subsidiary of MRCBL, which in turn is a wholly-owned subsidiary of the Company, to undertake the refurbishment and upgrading of facilities located at the National Sports Complex in Bukit Jalil, Kuala Lumpur for a total contract sum of RM1,631,880,000, in accordance with the terms and conditions as stipulated in the Privatisation Agreement dated 28 October 2015 entered into between RJSB, the Government of Malaysia (as represented by the Ministry of Youth and Sports) and Syarikat Tanah dan Harta Sdn Bhd, which shall be satisfied via the exchange of three (3) pieces of leasehold land with a total land size of 92.50 acres (subject to adjustments in accordance with the provisions of the Privatisation Agreement, including those disclosed in Sections 2.2 and 2.6.2 of the circular to shareholders dated 4 December 2015 in relation to the Proposed Privatisation) identified as follows:-

- (i) Part of H.S. (D) 63195 PT 2875, Mukim of Petaling, District of Kuala Lumpur, state of Wilayah Persekutuan KL measuring approximately 28.13 acres;

- (ii) Part of GRN 41246 Lot 35323, Mukim of Petaling, District of Kuala Lumpur, state of Wilayah Persekutuan KL measuring approximately 17.59 acres; and
- (iii) Part of GRN 50029 Lot 38207, Mukim of Petaling, District of Kuala Lumpur, state of Wilayah Persekutuan KL measuring approximately 46.78 acres.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to give full effect to the Proposed Privatisation 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 parties or as the Board of Directors of the Company may deem necessary and/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.

**6/EGM 5/2015 CLOSURE**

The Chairman declared the meeting close. The meeting ended at 11.20 a.m.

Confirmed as correct records,



**CHAIRMAN**  
Kuala Lumpur  
Date: 22 FEB 2016