

THIS NOTIFICATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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THIS NOTIFICATION IS FOR YOUR INFORMATION ONLY. NO ACTION IS REQUIRED TO BE TAKEN.



MALAYSIAN RESOURCES CORPORATION BERHAD

(Company No. 7994-D)
(Incorporated in Malaysia)

**NOTIFICATION TO
SHAREHOLDERS OF MALAYSIAN RESOURCES CORPORATION
BERHAD**

IN RELATION TO THE

**RECEIPT OF NOTICE OF CONDITIONAL TAKE-OVER OFFER
DATED 3 MARCH 2010 FROM RHB INVESTMENT BANK BERHAD
ON BEHALF OF EMPLOYEES PROVIDENT FUND BOARD**

This Notification is dated 9 March 2010



MALAYSIAN RESOURCES CORPORATION BERHAD

(Company No. 7994-D)
(Incorporated in Malaysia)

Registered office
Level 21, 1 Sentral
Jalan Travers
Kuala Lumpur Sentral
50470 Kuala Lumpur
Malaysia

9 March 2010

Board of Directors

Tan Sri Azlan Zainol	<i>(Chairman, Non-Independent Non-Executive Director)</i>
Mohamed Razeek Md Hussain Maricar	<i>(Chief Executive Director)</i>
Datuk Ahmad Zaki Zahid	<i>(Executive Director)</i>
Shahril Ridza Ridzuan	<i>(Non-Independent Non-Executive Director)</i>
Dato' Ahmad Ibnihajar	<i>(Independent Director)</i>
Dato' Abdul Rahman Ahmad	<i>(Independent Director)</i>
Dr. Roslan A. Ghaffar	<i>(Independent Director)</i>
Mohamad Lotfy Mohamad Noh	<i>(Non-Independent Non-Executive Director)</i>
Che King Tow	<i>(Independent Director)</i>

To: The Shareholders of Malaysian Resources Corporation Berhad ("MRCB" or the "Company")

Dear Sir/Madam,

RECEIPT OF NOTICE OF CONDITIONAL TAKE-OVER OFFER DATED 3 MARCH 2010 FROM RHB INVESTMENT BANK BERHAD ("RHB") ON BEHALF OF EMPLOYEES PROVIDENT FUND BOARD ("EPF" OR THE "OFFEROR") TO ACQUIRE ALL THE REMAINING ORDINARY SHARES OF RM1.00 EACH IN MRCB ("MRCB SHARES") NOT ALREADY OWNED BY EPF AND ALL THE NEW MRCB SHARES THAT MAY BE ISSUED PRIOR TO THE CLOSING OF THE OFFER (AS DEFINED HEREIN) ARISING FROM THE EXERCISE OF OUTSTANDING OPTIONS GRANTED PURSUANT TO MRCB'S EMPLOYEE SHARE OPTION SCHEME ("ESOS") FOR A CASH CONSIDERATION OF RM1.50 PER MRCB SHARE ("OFFER")

1. INTRODUCTION

The Board of Directors of MRCB ("**Board**") wishes to inform you that MRCB had on 3 March 2010 received the notice of conditional take-over offer ("**Notice**") from RHB Investment Bank Berhad, on behalf of EPF, notifying the Board of EPF's intention to acquire all the remaining MRCB Shares not already owned by the Offeror and all the new MRCB Shares that may be issued prior to the closing of the Offer arising from the exercise of outstanding options granted pursuant to MRCB's ESOS (to be collectively referred to as the "**Offer Shares**") at an offer price of RM1.50 per MRCB Share to be satisfied in cash.

On 3 March 2010, the Board had announced the receipt of the Notice to Bursa Malaysia Securities Berhad.

On 4 March 2010, the Board (other than the interested directors namely Tan Sri Azlan Zainol, Shahril Ridza Ridzuan and Mohamad Lotfy Mohamad Noh (collectively referred to as the “**Interested Directors**”), being representatives of EPF) announced that it does not intend to seek an alternative person to make a take-over offer for the Offer Shares.

2. CONDITIONS OF THE OFFER

The Offer is conditional upon EPF having received acceptances which would result in EPF holding in aggregate more than 50% of the voting shares of MRCB.

The terms of the Offer are set out in the enclosed Notice.

3. APPOINTMENT OF INDEPENDENT ADVISER

In accordance with the Malaysian Code on Take-overs and Mergers, 1998 (“**Code**”), the Board (other than the Interested Directors) had, on 4 March 2010, appointed AmInvestment Bank Berhad (a member of AmInvestment Bank Group) (“**AmInvestment Bank**”) as the independent adviser to advise the non-interested directors and minority shareholders of MRCB in relation to the Offer. The appointment of AmInvestment Bank is subject to the approval of the Securities Commission in accordance with Part IV Section 15(8) of the Code.

4. DOCUMENTS RELATING TO THE OFFER

The purpose of this Notification is to inform you of the Offer and a copy of the Notice has been enclosed herewith for your information.

You should note that this Notification does not constitute an offer.

The document outlining the details of the Offer (“**Offer Document**”) will be despatched to you by RHB, on behalf of EPF, within twenty-one (21) days from the date of the Notice.

The Independent Advice Circular from AmInvestment Bank will be despatched to you within ten (10) days from the date of posting of the Offer Document.

5. DIRECTORS RESPONSIBILITY STATEMENT

This Notification has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries to the best of their knowledge and belief, there are no other material facts the omission of which would make any statement in this Notification misleading.

SHAREHOLDERS OF MRCB ARE ADVISED NOT TO TAKE ANY ACTION WHICH MAY BE PREJUDICIAL TO THEIR INTERESTS AND TO READ THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR CAREFULLY BEFORE TAKING ANY ACTION.

Thank you.

Yours faithfully
For and on behalf of the Board of
MALAYSIAN RESOURCES CORPORATION BERHAD

Mohamed Razeek Md Hussain Maricar
Chief Executive Officer

**NOTICE OF CONDITIONAL TAKE-OVER OFFER DATED 3 MARCH
2010 FROM RHB INVESTMENT BANK BERHAD ON BEHALF OF
EMPLOYEES PROVIDENT FUND BOARD**



RHB Investment Bank Berhad 19663-P
(A Participating Organisation of Bursa Malaysia Securities Berhad)
Level 10, Tower One, RHB Centre, Jalan Tun Razak,
50400 Kuala Lumpur, Malaysia
TEL +603 9287 3888 FAX +603 2142 7568

3 March 2010

Board of Directors
Malaysian Resources Corporation Berhad
Level 21, 1 Sentral
Jalan Travers
Kuala Lumpur Sentral
50470 Kuala Lumpur

Dear Sirs,

**MALAYSIAN RESOURCES CORPORATION BERHAD (“MRCB” OR “OFFEREE”)
NOTICE OF CONDITIONAL TAKE-OVER OFFER (“NOTICE”)**

1. INTRODUCTION

- 1.1 On 5 November 2009, MRCB had proposed to undertake a renounceable rights issue to raise gross proceeds of up to RM566.0 million (“**Rights Issue**”).
- 1.2 Subsequently on 19 November 2009, it was announced that the issue price for the Rights Issue had been fixed at RM1.12 for each new ordinary share of RM1.00 each in MRCB (“**MRCB Share**”) based on an entitlement basis of one (1) new MRCB Share for every two (2) existing MRCB Shares held (“**Rights Shares**”).
- 1.3 On 24 February 2010, it was announced that as at the close of the Rights Issue at 5.00 p.m. on 19 February 2010, the total acceptances and excess applications received for the Rights Issue were for 796,349,461 Rights Shares, representing an oversubscription of approximately 74.87% over the 455,389,159 Rights Shares available for subscription under the Rights Issue.
- 1.4 On 3 March 2010, the Employees Provident Fund Board (“**EPF**” or “**Offeror**”) was allotted 171,471,576 new MRCB Shares pursuant to EPF’s entitlement to subscribe and application for excess Rights Shares under the Rights Issue. As a result, EPF’s shareholding in MRCB has increased to 461,520,600 MRCB Shares representing 33.78% of the issued and paid-up share capital of MRCB as at 3 March 2010, being the latest practicable date prior to the service of this Notice (“**LPD**”).

Corporate & Investment Banking



2. THE OFFER

2.1 As EPF's shareholding in MRCB arising from the allotment of the new MRCB Shares pursuant to the Rights Issue has exceeded 33% of the issued and paid-up share capital of MRCB as at 3 March 2010, we, RHB Investment Bank Berhad ("**RHB Investment Bank**"), on behalf of EPF, wish to inform you of EPF's obligation to extend a conditional take-over offer under Part II of the Malaysian Code on Take-overs and Mergers, 1998 ("**Code**") and hereby serve this Notice on you in accordance with Section 12(3) of the Code to acquire the following:-

- (i) all the remaining MRCB Shares not already owned by EPF; and
- (ii) all the new MRCB Shares that may be issued prior to the closing of the Offer (as defined herein) arising from the exercise of outstanding options granted pursuant to MRCB's Employee Share Option Scheme 2007 ("**ESOS**") ("**ESOS Options**"),

for a cash consideration of RM1.50 per MRCB Share ("**Offer Price**").

(to be referred to as "**Offer**")

All the remaining MRCB Shares not already owned by EPF and all the new MRCB Shares that may be issued prior to the closing of the Offer arising from the exercise of outstanding ESOS Options shall be collectively referred to as "**Offer Shares**".

2.2 Eligible employees and directors of MRCB and its subsidiaries who hold ESOS Options are entitled to accept the Offer if they exercise their ESOS Options in accordance with the provisions of the bye-laws of the ESOS and have been issued and allotted new MRCB Shares before the closing of the Offer.

2.3 Holders of the Offer Shares ("**Holder**") who wish to accept the Offer will have to refer to the procedures for acceptances which will be detailed in the document outlining the Offer ("**Offer Document**") together with the Form of Acceptance and Transfer to be posted to them in due course. The Offer will be made to each Holder for all his Offer Shares subject to the terms and conditions set out in the Offer Document.

2.4 EPF does not consider any person as acting in concert with it for purposes of this Offer.

3. INFORMATION ON THE OFFEROR

EPF, which was established under the EPF Ordinance 1951 (the precursor to the Employees Provident Fund Act, 1991), is the trustee of the Employees Provident Fund ("**Fund**"). The principal members of the Fund are private and non-pensionable public sector employees in Malaysia.

The principal activities of EPF are to receive and to collect contributions, to meet all withdrawals of contributions and other benefits to members or their beneficiaries upon satisfaction of any condition for withdrawals, and to invest the monies in the Fund for the benefit of the members.



4. TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the Securities Commission (“SC”), are as follows: -

4.1 Consideration

The Offer Price for each Offer Share is RM1.50 and will be satisfied in cash.

Notwithstanding the above, if MRCB declares, makes or pays any dividend and/or distribution, the entitlement date of which is on or after the date of this Notice but before the closing of the Offer, and the Holder is entitled to retain such dividend and/or distribution declared, made or paid, the Offeror will reduce the Offer Price by the quantum of the net dividend and/or distribution per Offer Share which the Holders are entitled to retain.

Holders may accept the Offer in respect of all or part of their Offer Shares.

The Offeror will not pay fractions of a sen to any Holder who has accepted the Offer (“**Accepting Holder**”). Entitlement to the cash payment will be rounded down to the nearest whole sen.

4.2 Condition of the Offer

The Offer is conditional upon the Offeror having received valid acceptances by 5.00 p.m. (Malaysian time) on the closing date of the Offer or such other extended or revised closing date(s) as may be decided by the Offeror (provided that they are not, where permitted, withdrawn) which would result in the Offeror holding in aggregate, together with such MRCB Shares that are already acquired, held or entitled to be acquired or held by the Offeror, **more than 50%** of the voting shares of MRCB (“**Acceptance Condition**”).

Should the Offer be extended by the Offeror in accordance with the Code, the Offer shall lapse if the Acceptance Condition is not fulfilled by 5.00 p.m. (Malaysian time) on the sixtieth (60th) day from the date of posting of the Offer Document (“**Posting Date**”).

4.3 Approval Sought

The following approvals will be sought by the Offeror for purposes of the Offer:-

- (i) the approval of the Equity Compliance Unit of the SC under the Bumiputera Equity Requirement; and
- (ii) the approval of the Economic Planning Unit of the Prime Minister’s Department (if required).

4.4 Despatch of the Offer Document

Subject to the approvals of all relevant authorities being received and barring any unforeseen circumstances or unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by the posting of the Offer Document within twenty-one (21) days from the date of this Notice.



The Offer Document will be posted to:-

- (a) the Board of Directors of MRCB and Holders whose names appear in the Record of Depositors of MRCB; and
- (b) the ESOS Option holders whose names appear in the Register of Option holders of MRCB,

as at the latest practicable date prior to the posting of the Offer Document.

4.5 Warranty

The Offeror will acquire the Offer Shares based on the acceptance of the Offer by a Holder made in accordance with the provisions of the Offer Document. Such acceptance will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holder that the Offer Shares, to which such acceptance relates, are sold:-

- (a) free from all moratoriums, claims, charges, liens, pledges, options, rights of pre-emption, third party rights and other security interests and/or encumbrances and/or equities whatsoever from the date of valid acceptance; and
- (b) with all the rights, benefits and entitlements attached thereto from the date of the Offer Document, including the right to all dividends and/or distributions declared, paid or made on or after the date of this Notice, subject to Section 4.1 of this Notice.

4.6 Duration and Revision of the Offer

Except insofar as the Offer is withdrawn by the Offeror with the written consent of the SC and every person is released from any obligation incurred thereunder: -

- (a) the Offer shall remain open for acceptances until 5.00 p.m. (Malaysian time) for a period of not less than twenty-one (21) days from the Posting Date unless extended or revised by EPF in accordance with the Code. Where a competing take-over offer is made at any time between the Posting Date and the closing date of the Offer, the Posting Date shall be deemed to be the date the competing take-over offer document is posted.
- (b) if the Offer is revised, it will remain open for acceptances for a period of at least fourteen (14) days from the date of posting of the written notification of the revision to the Holders. Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to the Holders who have previously accepted the Offer.

The Offer may not be revised after the forty-sixth (46th) day from the Posting Date.

- (c) in any announcement of an extension of time for acceptance of the Offer, the next expiry date of the Offer shall be stated in such announcement.

- (d) where the Offer has become or is declared unconditional as to acceptances on any day **BEFORE** the forty-sixth (46th) day from the Posting Date, the Offer will remain open for acceptances for not less than fourteen (14) days from the date on which the Offer becomes or is declared unconditional which shall, in any event, be no later than the sixtieth (60th) day from the Posting Date.
- (e) where the Offer has become or is declared unconditional as to acceptances on any day **AFTER** the forty-sixth (46th) day from the Posting Date, the Offer will remain open for acceptances for not less than fourteen (14) days from the date on which the Offer becomes or is declared unconditional which shall, in any event, be no later than the seventy-fourth (74th) day from the Posting Date.
- (f) without prejudice to Sections 4.6(d) and (e) of this Notice and subject to Section 4.6(a) of this Notice, EPF shall give not less than fourteen (14) days notice in writing to the Holders before closing the Offer.
- (g) subject to the SC's approval, Section 4.6(f) shall not apply where the Offer has become unconditional as to acceptances before the expiry date and the Offer Document clearly states that the Offer will be closed on a specific date.
- (h) the Offeror shall not give a written notice under Section 4.6(f) where a competing take-over offer has been announced, unless the competing take-over offer has reached its conclusion or Holder(s) who hold more than 50% of the total voting shares of MRCB have irrevocably rejected the competing take-over offer in favour of the Offer.

4.7 Rights of Withdrawal by an Accepting Holder

- (a) Acceptances of the Offer by the Holders **SHALL BE IRREVOCABLE**. However, a Holder is entitled to withdraw his acceptance under the following circumstances: -
 - (i) if the Offeror fails to comply with any of the requirements set out in Section 4.10(a) of this Notice by 5.00 p.m. (Malaysian time) on the market day following the day on which the Offer is closed, becomes or is declared unconditional as to acceptances, revised or extended ("**Relevant Day**"). In such event, a Holder shall be entitled to withdraw his acceptance immediately after the Relevant Day; or
 - (ii) if the Offer is extended, any Holder is entitled to withdraw his acceptance twenty-one (21) days after the first closing date unless the Offer has become or is declared unconditional as to acceptances.
- (b) Notwithstanding the above, the SC may terminate the right of withdrawal if: -
 - (i) the Offeror has complied with the requirements set out in Section 4.10(a) of this Notice within eight (8) days from the Relevant Day, provided that the expiry of the eight (8) day period from the Relevant Day shall not fall after the sixtieth (60th) day from the Posting Date; and
 - (ii) the Offeror has confirmed in a statement by way of press notice that the Offer is still unconditional as to acceptances.

However, the right of any Holder who has withdrawn his acceptance under Section 4.7(a) of this Notice shall not be prejudiced by the termination of such right of withdrawal by the SC.



4.8 Withdrawal of the Offer

The Offeror can only withdraw the Offer with the prior written consent of the SC.

4.9 Method of Settlement

The settlement of the consideration for the Offer will be effected via remittance in the form of cheque(s), banker's draft(s) and/or cashier's order(s) which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at the Accepting Holders' registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at their own risk, in the following manner:-

- (a) where valid acceptances are received during the period when the Offer is still conditional, the Offeror shall post the consideration for the Offer Shares within twenty-one (21) days from the date the Offer becomes or is declared unconditional; or
- (b) where valid acceptances are received during the period when the Offer has become or has been declared unconditional, the Offeror shall post the consideration for the Offer Shares within twenty-one (21) days from the date of receipt of such valid acceptances.

Other than the Offeror's right to reduce the consideration for the Offer as set out in Section 4.1 of this Notice, and except with the consent of the SC which would only be granted in certain circumstances in which all Holders were to be treated similarly, settlement of the consideration will be implemented in full, in accordance with the terms of the Offer without regard to any lien, right of set-off, counter claim or other rights to which the Offeror may be entitled against the Accepting Holder. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of the warranty as set out in Section 4.5 of this Notice.

4.10 Announcement of Acceptances

- (a) The Offeror will inform the SC and Bursa Malaysia Securities Berhad ("**Bursa Securities**") and announce by way of press notice before 9.00 a.m. (Malaysian time) on the Relevant Day: -
 - (i) the position of the Offer, that is, whether the Offer is closed, becomes or is declared unconditional as to acceptances, revised or extended; and
 - (ii) the total number of Offer Shares, together with the percentage of the issued and paid-up share capital of MRCB represented by such Offer Shares: -
 - (aa) in respect of which acceptances of the Offer have been received after the Posting Date;
 - (bb) held by the Offeror as at the Posting Date; and
 - (cc) acquired or agreed to be acquired by the Offeror during the offer period.
- (b) In computing the Offer Shares represented by acceptances for announcement purposes, the Offeror may include or exclude acceptances which are not in order in all respects or which are subject to verification.



- (c) References to the making of an announcement or the giving of notice by the Offeror include the following:-
 - (i) release of an announcement by RHB Investment Bank or the Offeror's advertising agent(s) to the press; and/or
 - (ii) the delivery of or transmission by facsimile or Bursa Securities' Listing Information Network (also known as Bursa LINK) of an announcement to Bursa Securities.
- (d) An announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities.

4.11 General

- (a) All communications, notices, documents and payments to be delivered or sent to the Accepting Holders (or their designated agents, as they may direct) will be despatched by ordinary mail to the Accepting Holders' registered Malaysian address last maintained with Bursa Depository at their own risk. Foreign shareholders with no registered Malaysian addresses who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event, the Offer Document shall be made available on the website of Bursa Securities at <http://www.bursamalaysia.com> upon issuance.

Unless the contrary is proved, delivery of the communication/notice/document/payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication/notice/document/payment and shall be presumed to have been effected at the time when the document would have been delivered in the ordinary course of the mail.

- (b) The Offer and all acceptances received under the Offer will be construed under and governed by the laws of Malaysia. The courts of Malaysia will have exclusive jurisdiction in respect of any proceedings brought in relation to the Offer.
- (c) The acceptances of a Holder shall not exceed his total holding of Offer Shares, failing which EPF has the right to treat such acceptances as invalid. Nevertheless, EPF also reserves the right to treat any acceptance of a Holder exceeding his total holding of Offer Shares as valid for and to the extent of his total holding of Offer Shares.
- (d) The Form of Acceptance and Transfer which will accompany the Offer Document will contain the following:-
 - (i) provisions as to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees;
 - (ii) instructions to complete the Form of Acceptance and Transfer; and
 - (iii) other matters incidental to the acceptance of the Offer and transfer of the Offer Shares to the Offeror.

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

- (e) Accidental omission to despatch the Offer Document and the Form of Acceptance and Transfer to any person to whom the Offer is made shall not invalidate the Offer in any way.
- (f) All costs and expenses of or incidental to the preparation and posting of the Offer Document (other than professional fees and other costs relating to the Offer incurred by MRCB) will be borne by the Offeror. Malaysian stamp duty and Malaysian transfer fees, if any, resulting from acceptance of the Offer will also be borne by the Offeror. For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or payment of any levy for the repatriation of capital or income tax shall not be borne by the Offeror.

5. LISTING STATUS OF MRCB AND COMPULSORY ACQUISITION

5.1 Listing status

Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities (“**Listing Requirements**”) states that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.

A listed issuer which fails to maintain the required shareholding spread may request for an extension of time to rectify the situation. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02 of the Listing Requirements.

In relation to a take-over offer for the acquisition of the listed shares of a listed issuer pursuant to the Code, upon 90% or more of the listed shares (excluding treasury shares) of the said listed issuer being held by a shareholder either individually or jointly with associates of the shareholder, an immediate announcement must be made by the listed issuer. Upon such immediate announcement, Bursa Securities shall:-

- (a) in the case where the listed issuer does not intend to maintain the listing status, suspend the trading in the listed issuer’s securities immediately upon the expiry of five (5) market days from the date of the immediate announcement; or
- (b) in the case where the listed issuer intends to maintain listing status, suspend the trading in the listed issuer’s securities immediately upon the expiry of thirty (30) market days from the date of the immediate announcement. The suspension will only be uplifted upon full compliance with the required public shareholding spread or as may be determined by Bursa Securities.



It is the intention of the Offeror to maintain the listing status of MRCB. Should the level of acceptance received by the Offeror pursuant to the Offer result in the public shareholding spread of MRCB being less than 25%, the Offeror will explore various options or proposals to rectify the public shareholding spread of MRCB. As at the date of this Notice, no arrangements on the above have been made. Where necessary, the actual course of action to be taken will depend on, amongst others, the circumstances as well as the prevailing market conditions at the relevant time. Further, such rectification of the shortfall in the public shareholding spread of MRCB will be subject to the Offeror retaining an equity interest of more than 50% in MRCB.

Nevertheless, Holders should note that the ability of the Offeror to rectify the shortfall in the public shareholding spread of MRCB shall be subject to market vagaries and the approvals of the relevant regulatory authorities, where applicable. Therefore, while the Offeror intends to rectify the shortfall in the public shareholding spread of MRCB, there can be no assurance that it will be able to do so within the timeframe as allowed by the relevant authorities or that the relevant authorities will grant any further extensions of time.

5.2 Compulsory Acquisition

Section 34 of the Securities Commission Act, 1993 (“SCA”) provides that where a take-over offer by an offeror to acquire all the shares in an offeree has, within four (4) months after making of the take-over offer, been accepted by the holders of not less than nine-tenths (9/10) in the nominal value of those shares (other than shares already held at the date of the take-over offer by the offeror or by a nominee for or a related corporation of the offeror), the offeror may, at any time within two (2) months after the take-over offer has been so accepted, give notice to any dissenting shareholder that it desires to acquire his shares together with a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied, subject to the offeror complying with Section 34 of the SCA.

The Offeror does not intend to invoke the provisions of Section 34 of the SCA to compulsorily acquire any remaining Offer Shares for which acceptances have not been received.

Notwithstanding the above, if the Offeror receives acceptances from the Holders resulting in the Offeror holding not less than nine-tenths (9/10) in the nominal value of the existing issued and paid-up share capital of MRCB on or before the closing of the Offer, a Holder may exercise his rights, under Section 34A of the SCA, by serving a notice on the Offeror to require the Offeror to acquire his MRCB Shares on the same terms as set out in the Offer Document or such other terms as may be agreed by the Offeror and the Holder concerned, subject to the provisions of Section 34B of the SCA. In accordance with Section 34B of the SCA, when a Holder exercises his rights under Section 34A of the SCA, the Court may, on an application made by such Holder or by the Offeror, order that the terms on which the Offeror shall acquire the shares shall be as the Court thinks fit.



6. DISCLOSURE OF INTERESTS IN MRCB

There are no persons acting in concert with the Offeror in relation to the Offer in accordance with Section 33 of the SCA.

In accordance with Sections 12(4)(c) and (d) of the Code, the Offeror hereby discloses the following: -

- (a) As at the LPD, the Offeror directly holds 461,520,600 MRCB Shares, representing 33.78% of MRCB's issued and paid-up share capital. The Offeror does not hold any MRCB Shares indirectly;
- (b) As at the LPD, there are no persons who have accepted or irrevocably committed themselves to accept the Offer;
- (c) As at the LPD, the Offeror have not entered into or been granted any option to acquire any additional Offer Shares; and
- (d) As at the LPD, the Offeror is not aware of any existing or proposed agreement, arrangement or understanding in relation to the Offer Shares between the Offeror and any of the Holders.

7. FINANCIAL RESOURCES

The Offeror confirms that the Offer would not fail due to insufficient financial capability of the Offeror, and that every Holder who wishes to accept the Offer will be paid in full in cash.

RHB Investment Bank confirms that it is satisfied that there are sufficient financial resources available to the Offeror such that the Offer would not fail due to insufficient financial capability of the Offeror and that every Holder who wishes to accept the Offer will be paid in full in cash.

8. RESPONSIBILITY STATEMENT

This Notice has been seen and the issue of this Notice has been approved by EPF who has taken all reasonable care to ensure that the facts stated in this Notice are, to the best of its knowledge and belief, fair and accurate and that no material facts have been omitted which will make any statement herein false or misleading. EPF accepts full responsibility for the contents of this Notice.

9. PUBLIC RELEASE

In accordance with the provisions of the Code, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.



We would appreciate it if you acknowledge receipt of this Notice by signing and returning the duplicate of this Notice to us.

Yours faithfully,
RHB Investment Bank Berhad

RAFIDZ RASIDDI
Head of Investment Banking

JAIMIE SIA
Senior Vice President
Head, Corporate Finance

TO : RHB Investment Bank Berhad

“We, Malaysian Resources Corporation Berhad, hereby acknowledge receipt of this Notice of Conditional Take-Over Offer.”

.....
Authorised Signatory

MOHAMED RAZEEK HUSSAIN
Director

.....
Name

.....
Designation

3 March 2010

.....
Date