



**contents** **kandungan**

|     |                                               |     |                                                         |
|-----|-----------------------------------------------|-----|---------------------------------------------------------|
| 2   | Notis Mesyuarat Agung Tahunan                 | 3   | Notice of Annual General Meeting                        |
| 4   | Penyata Bersama Notis Mesyuarat Agung Tahunan | 5   | Statement Accompanying Notice of Annual General Meeting |
| 6   | Maklumat Kewangan Kumpulan                    | 6   | Group Financial Highlights                              |
| 7   | Carta                                         | 7   | Charts                                                  |
| 8   | Maklumat Korporat                             | 8   | Corporate Information                                   |
| 9   | Profil Pengarah                               | 9   | Directors' Profile                                      |
| 15  | Carta Organisasi                              | 15  | Organisation Chart                                      |
| 16  | Struktur Korporat                             | 16  | Corporate Structure                                     |
| 18  | Penyata Tadbir Urus Korporat                  | 19  | Statement of Corporate Governance                       |
| 38  | Perutusan Pengerusi                           | 39  | Letter from the Chairman                                |
| 50  | Ulasan Operasi                                | 51  | Operations Review                                       |
| 135 | Penyata Kewangan                              | 63  | Financial Statements                                    |
| 202 | Analisis Pegangan Saham                       | 127 | Analysis of Shareholding                                |
| 203 | 30 Pemegang Saham Terbesar                    | 128 | 30 Largest Shareholders                                 |
| 205 | Hartanah Kumpulan                             | 130 | Properties of the Group                                 |
|     | Borang Proksi                                 |     | Proxy Form                                              |

**cover** **rationale**

Strategically focused on the challenges of the new millennium, MRCB continues to strive for excellence in every field it pursues and enhances corporate governance, accountability, integrity and transparency. With a surge of renewed energy, we will leverage on the strength of our resources, expertise and experience to propel MRCB into a more dynamic and market-driven corporation.

Penumpuan strategik ditekankan dalam menghadapi cabaran-cabaran alaf baru. MRCB akan terus mengejar kecemerlangan dalam segala bidang yang diceburi di samping mempertingkatkan tadbir urus korporat, akauntabiliti, kewibawaan dan



**rasional** **kulit** **luar**

ketelusan. Dengan semangat baru ini, kami akan memanfaatkan sumber, kepakaran dan pengalaman kami untuk menjadikan MRCB sebuah syarikat korporat yang lebih dinamik dan berteraskan kehendak pasaran.

DENGAN INI DIMAKLUMKAN bahawa Mesyuarat Agung Tahunan yang Ke-Tiga Puluh Satu Malaysian Resources Corporation Berhad akan diadakan di Kayangan Ballroom, Quality Hotel, Plaza Perangsang, Persiaran Perbandaran, 40000 Shah Alam, Selangor, Malaysia pada hari Selasa, 26 Februari 2002 pada jam 3.00 petang bagi tujuan melaksanakan urusan-urusan berikut:

#### AGENDA

1. Menerima dan meluluskan Penyata Kewangan Syarikat bagi tahun kewangan berakhir 31 Ogos 2001 bersama Laporan Lembaga Pengarah dan Juruaudit. (Resolusi 1)
2. Melantik semula Pengarah berikut yang akan bersara menurut Artikel 95 Tataurusan Syarikat dan oleh kerana layak, telah menawarkan dirinya untuk perlantikan semula:-  
(i) Y. Bhg. Datuk Zahari Omar (Resolusi 2)
3. Melantik semula Pengarah-pengarah berikut yang bersara menurut Artikel 100 Tataurusan Syarikat dan oleh kerana layak, telah menawarkan diri mereka untuk perlantikan semula:  
(i) YAM. Dato' Seri Syed Anwar Jamalullail (Resolusi 3)  
(ii) Encik Abdul Rahman Ahmad (Resolusi 4)  
(iii) Encik Shahril Ridza Ridzuan (Resolusi 5)
4. Meluluskan yuran Pengarah sebanyak RM20,000 bagi tahun kewangan berakhir pada 31 Ogos 2001. (2000: RM20,000) (Resolusi 6)
5. Melantik semula Tetuan PricewaterhouseCoopers sebagai Juruaudit dan memberi kuasa kepada Lembaga Pengarah untuk menetapkan ganjaran mereka. (Resolusi 7)

#### SEBAGAI URUSAN KHAS:

Bagi menimbang dan sekiranya difikirkan wajar, meluluskan dengan atau tanpa sebarang pindaan, Resolusi Biasa/Khas berikut:

6. Kuasa untuk penerbitan saham (Resolusi Biasa)

“BAHAWA dengan ini, Lembaga Pengarah diberi kuasa menurut Seksyen 132D Akta Syarikat, 1965, untuk menerbitkan saham Syarikat ini pada bila-bila masa sehingga tamatnya Mesyuarat Agung Tahunan Syarikat yang akan datang, tertakluk kepada terma dan syarat yang telah ditentukan dan untuk tujuan-tujuan yang difikirkan wajar oleh Lembaga Pengarah, dengan syarat jumlah saham yang diterbitkan tidak melebihi 10% daripada modal terbitan Syarikat pada masa ini DAN BAHAWA Lembaga Pengarah juga diberi kuasa untuk mendapatkan kelulusan daripada Bursa Saham Kuala Lumpur bagi penyenaraian dan sebutharga saham tambahan yang diterbitkan.” (Resolusi 8)

7. Cadangan mengubah Tataurusan Syarikat (Resolusi Khas)

“BAHAWA pemotongan, pindaan, pengubahsuaian, kelainan dan penambahan kepada Tataurusan Syarikat sebagaimana yang dinyatakan dalam Lampiran 1, Pekeliling kepada Pemegang Saham bertarikh 4 Februari 2002, berkaitan dengan cadangan pengubahan Tataurusan Syarikat adalah diluluskan.” (Resolusi 9)

8. Menerbitkan Laporan Tahunan 2002 sama ada dalam format bercetak ataupun CD-Rom (Resolusi Biasa)

“BAHAWA dengan ini diberi pilihan kepada Syarikat untuk menerbitkan Laporan Tahunan 2002 sama ada dalam format bercetak ataupun CD-Rom.” (Resolusi 10)

9. Melaksanakan sebarang urusan biasa yang lain di mana notis yang secukupnya telah diberikan.

#### DENGAN PERINTAH LEMBAGA PENGARAH

MOHD NOOR RAHIM BIN YAHAYA (MAICSA 0866820)  
YUSLIZAL MONEK (MAICSA 7003822)  
Setiausaha Syarikat

Shah Alam  
4 Februari 2002

#### NOTA-NOTA:

1. Setiap ahli Syarikat ini yang berhak menghadiri dan mengundi di mesyuarat ini, berhak melantik seorang atau lebih proksi (atau melantik seorang wakil, bagi syarikat yang diperbadankan) untuk menghadiri dan mengundi bagi pihaknya. Setiap proksi tidak semestinya seorang ahli Syarikat ini.
2. Borang Proksi mestilah ditandatangani oleh orang yang melantiknya atau wakilnya yang diberi kuasa secara bertulis. Bagi syarikat yang diperbadankan, ianya hendaklah dilaksanakan dengan menggunakan Cop Mohor syarikat atau ditandatangani oleh wakilnya yang diberi kuasa secara bertulis atau oleh pegawainya, bagi pihak syarikat tersebut.
3. Alat perlantikan seorang proksi hendaklah dihantar ke Pendaftar, Malaysian Share Registration Services Sdn Bhd, 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, MALAYSIA tidak kurang dari 48 jam sebelum waktu yang telah ditetapkan bagi mesyuarat tersebut atau sebarang penangguhannya.

#### Penjelasan:

Resolusi Biasa 7, jika diluluskan, akan memberikan para Pengarah Syarikat kuasa untuk menerbitkan saham-saham Syarikat atas budi bicara mereka pada bila-bila masa tanpa mengadakan Mesyuarat Agung. Kuasa ini, kecuali dimansuhkan atau diubah oleh Syarikat dalam Mesyuarat Agung Tahunan yang akan datang.

Resolusi Biasa 8, jika diluluskan akan membolehkan Syarikat mengubah Tataurusan Syarikat, dengan menggabungkan peruntukan tertentu yang terdapat di dalam senarai penyenaraian yang ditentukan oleh Bursa Saham Kuala Lumpur (khususnya Bab 7) dan lain-lain peraturan berkaitan dengannya di samping meningkatkan mutu pentadbiran dan konsisten secara keseluruhan.

Resolusi Biasa 9, jika diluluskan akan memberi pilihan kepada Syarikat untuk menerbitkan Laporan Tahunan 2002 dalam bentuk bercetak atau dalam bentuk CD-Rom. Memandangkan jumlah pemegang saham Syarikat adalah besar, adalah munasabah sekiranya Laporan Tahunan 2002 diterbitkan dalam bentuk CD-Rom, Laporan bercetak hanya akan diberikan kepada pemegang saham sekiranya diperlukan. Kuasa ini, kecuali dimansuhkan atau diubah oleh Syarikat dalam Mesyuarat Agung, akan tamat pada Mesyuarat Agung Tahunan yang akan datang.

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (or in the case of a corporation, to appoint a representative) to attend and vote in his stead. A proxy need not be a member of the Company.
2. The Proxy Form must be signed by the appointer or his attorney duly authorised in writing. In the case of a corporation, it shall be executed under its Common Seal or signed by its attorney duly authorised in writing or by an officer on behalf of the corporation.
3. The instrument appointing the proxy must be deposited at The Registrar, Malaysian Share Registration Services Sdn Bhd, 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, MALAYSIA not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

**Explanatory Notes:**

Ordinary Resolution 7, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time at their absolute discretion without convening a General Meeting. The authorisation will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.

Ordinary Resolution 8, if passed, will enable the Company to amend the Articles of Association of the Company, to incorporate the relevant provisions of the Listing Requirements as required by the Kuala Lumpur Stock Exchange (in particular, Chapter 7) and other relevant regulatory requirements as well as to improve general administrative efficiency and render consistency throughout.

Ordinary Resolution 9, if passed will give the Company an option of either issuing its Annual Report 2002 in the traditional hard copy format or in CD-ROM format. As the Company's shareholders' base is very high, it made sense preparing the said Annual Report in CD-ROM format as it helps minimise the printing and postage costs. If the Annual Report were to be published in CD-ROM format, printed hard copies of the said Annual Report would only be given to the shareholders upon their request. This authority, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.

NOTICE IS HEREBY GIVEN that the Thirty-first Annual General Meeting of Malaysian Resources Corporation Berhad will be held at Kayangan Ballroom, Quality Hotel, Plaza Perangsang, Persiaran Perbandaran, 40000 Shah Alam, Selangor, Malaysia on Tuesday, 26 February 2002 at 3.00 pm for the following purposes :-

**AGENDA**

1. To receive and adopt the Statutory Financial Statements for the financial year ended 31 August 2001 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Director who retires in accordance with Article 95 of the Company's Articles of Association, and being eligible has offered himself for re-election :  
(i) Y. Bhg. Datuk Zahari Omar (Resolution 2)
3. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association, and being eligible have offered themselves for re-election:  
(i) YAM. Dato' Seri Syed Anwar Jamalullail (Resolution 3)  
(ii) Encik Abdul Rahman Ahmad (Resolution 4)  
(iii) Encik Shahril Ridza Ridzuan (Resolution 5)
4. To approve the Director's Fees of RM20,000 for the financial year ended 31 August 2001. (2000 : RM20,000) (Resolution 6)
5. To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

**AS SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without any modifications, the following Ordinary/Special resolutions:

**6. Authority for allotment of shares (Ordinary Resolution)**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Board of Directors be and are hereby empowered to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Kuala Lumpur Stock Exchange." (Resolution 8)

**7. Proposed amendments to the Articles of Association (Special Resolution)**

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated 4 February 2002 in relation to the proposed amendments to the Articles of Association of the Company be and are hereby approved." (Resolution 9)

**8. To issue Annual Report 2002 either in hard copy or in CD-Rom format (Ordinary Resolution)**

"THAT the Company be and is hereby given an option to issue its Annual Report for the financial year ended 31 August 2002 either in hard copy format or in CD-Rom format." (Resolution 10)

**9. To transact any other ordinary business for which due notice has been given.****BY ORDER OF THE BOARD**

MOHD NOOR RAHIM BIN YAHAYA (MAICSA 0866820)  
YUSLIZAL MONEK (MAICSA 7003822)  
Company Secretaries

Shah Alam  
4 February 2002

1. Para Pengarah yang menawarkan diri untuk dipilih semula di Mesyuarat Agung Tahunan Syarikat yang Ketiga Puluhan Satu adalah seperti berikut:

|                                               |              |
|-----------------------------------------------|--------------|
| (i) Y. Bhg. Datuk Zahari Omar                 | (Resolusi 2) |
| (ii) YAM. Dato' Seri Syed Anwar Jamalullail•• | (Resolusi 3) |
| (iii) Encik Abdul Rahman Ahmad•               | (Resolusi 4) |
| (iv) Encik Shahril Ridza Ridzuan•             | (Resolusi 5) |

- Dilantik pada 9 Ogos 2001
- Dilantik pada 24 Januari 2002

Profil para Pengarah yang akan dipilih semula terdapat di muka surat 9, 10, 11 dan 12.

2. Butir-butir mengenai Kehadiran para Pengarah di Mesyuarat Lembaga Pengarah.

Enam (6) Mesyuarat Lembaga Pengarah telah diadakan sepanjang tahun kewangan berakhir 31 Ogos 2001. Butir-butir kehadiran para Pengarah di Mesyuarat Lembaga Pengarah adalah seperti berikut:-

| Nama Pengarah                                | Bil. Mesyuarat Dihadiri |
|----------------------------------------------|-------------------------|
| Y. Bhg. Dato' Seri Abdul Rahman Maidin**     | 5                       |
| Y. Bhg. Datuk Zahari Omar                    | 6                       |
| Y. Bhg. Dato' Ahmad Hj. Ibniহার              | 4                       |
| Y. Bhg. Dato' Zainol Abidin Dato' Hj. Salleh | 6                       |
| Y. Bhg. Dato' Jamil Bidin*                   | 5                       |
| Dr. Abdul Rahman Bidin*                      | 5                       |
| Dr. Lim Ken Huat*                            | 5                       |
| Encik Abdul Rahman Ahmad •                   | -                       |
| Encik Shahril Ridza Ridzuan •                | -                       |

- Dilantik pada 9 Ogos 2001
- \* Meletak jawatan pada 7 September 2001
- \*\* Meletak jawatan pada 12 Januari 2002

3. Tempat, tarikh dan waktu Mesyuarat Lembaga Pengarah.

Semua Mesyuarat Lembaga Pengarah telah diadakan di Aras 20, Menara MRCB, No. 2, Jalan Majlis 14/10, Seksyen 14, 40000 Shah Alam, Selangor.

| Tarikh           | Waktu       |
|------------------|-------------|
| 31 Oktober 2000  | 10.15 pagi  |
| 28 November 2000 | 10.15 pagi  |
| 31 Januari 2001  | 11.00 pagi  |
| 12 April 2001    | 5.45 petang |
| 30 April 2001    | 4.30 petang |
| 27 Julai 2001    | 11.10 pagi  |

1. Directors who are standing for re-election at the Thirty-first Annual General Meeting of the Company are :-

- |                                               |                |
|-----------------------------------------------|----------------|
| (i) Y. Bhg. Datuk Zahari Omar                 | (Resolution 2) |
| (ii) YAM. Dato' Seri Syed Anwar Jamalullail•• | (Resolution 3) |
| (iii) Encik Abdul Rahman Ahmad•               | (Resolution 4) |
| (iv) Encik Shahril Ridza Ridzuan•             | (Resolution 5) |
| • Appointed on 9 August 2001                  |                |
| •• Appointed on 24 January 2002               |                |

The profile of the Directors standing for re-election are on pages 9,10, 11 and 12.

2. Details of Attendance of Directors at Board Meetings.

Six (6) Board of Directors Meetings were held during the financial year ended 31 August 2001. Details of attendance of Directors at the Board Meetings are as follows:-

| Name of Directors                            | No. of Meetings Attended |
|----------------------------------------------|--------------------------|
| Y. Bhg. Dato' Seri Abdul Rahman Maidin**     | 5                        |
| Y. Bhg. Datuk Zahari Omar                    | 6                        |
| Y. Bhg. Dato' Ahmad Hj Ibnihajar             | 4                        |
| Y. Bhg. Dato' Zainol Abidin Dato' Hj. Salleh | 6                        |
| Y. Bhg. Dato' Jamil Bidin*                   | 5                        |
| Dr. Abdul Rahman Bidin*                      | 5                        |
| Dr. Lim Ken Huat*                            | 5                        |
| Encik Abdul Rahman Ahmad •                   | -                        |
| Encik Shahril Ridza Ridzuan •                | -                        |
| • Appointed on 9 August 2001                 |                          |
| * Resigned on 7 September 2001               |                          |
| ** Resigned on 12 January 2002               |                          |

3. Place, date and time of the Board of Directors' Meeting.

All the Board Meetings were held at Aras 20, Menara MRCB, No. 2, Jalan Majlis 14/10, Seksyen 14, 40000 Shah Alam, Selangor.

| Date             | Time      |
|------------------|-----------|
| 31 October 2000  | 10.15 a.m |
| 28 November 2000 | 10.15 a.m |
| 31 January 2001  | 11.00 a.m |
| 12 April 2001    | 5.45 p.m  |
| 30 April 2001    | 4.30 p.m  |
| 27 July 2001     | 11.10 a.m |

|                                                                                                    | 1997<br>RM'000 | 1998<br>RM'000 | 1999<br>RM'000 | 2000<br>RM'000 | 2001<br>RM'000 |
|----------------------------------------------------------------------------------------------------|----------------|----------------|----------------|----------------|----------------|
| Revenue<br>Perolehan                                                                               | 1,223,578      | 680,415        | 228,991        | 248,570        | 533,080        |
| Profit/(Loss)<br>Before Taxation<br>Keuntungan/(Kerugian)<br>Sebelum Cukai                         | 367,532        | (203,462)      | (1,406,800)    | 81,291         | (648,170)      |
| Earnings/(Loss)*<br>Pendapatan/(Kerugian)*                                                         | 169,011        | (305,314)      | (1,433,585)    | 57,684         | (656,755)      |
| Earnings/(Loss)<br>Per Share (sen)**<br>Pendapatan/(Kerugian)<br>Sesaham (sen)**                   | 28             | (32)           | (149)          | 6              | (67)           |
| Shareholders' Funds<br>Dana Pemegang Saham                                                         | 2,811,058      | 2,505,905      | 1,079,532      | 1,141,620      | 473,114        |
| Total Assets<br>Jumlah Aset                                                                        | 5,231,308      | 5,428,123      | 3,524,738      | 3,500,190      | 2,981,840      |
| Bank Borrowings<br>Pinjaman Bank                                                                   | 1,240,481      | 1,847,503      | 1,397,339      | 1,507,080      | 1,820,954      |
| Return On Revenue (%)<br>Pulangan Atas<br>Perolehan (%)                                            | 13             | 14             | (577)          | (1)            | (108)          |
| Return On Average<br>Shareholders' Funds (%)<br>Pulangan Atas Purata<br>Dana Pemegang<br>Saham (%) | 18             | (8)            | (78)           | 7              | (80)           |

\* Earnings: Profit after taxation and minority interests but before extraordinary items.

\* Pendapatan: Keuntungan selepas cukai dan kepentingan minoriti tetapi sebelum perkara-perkara luar biasa.

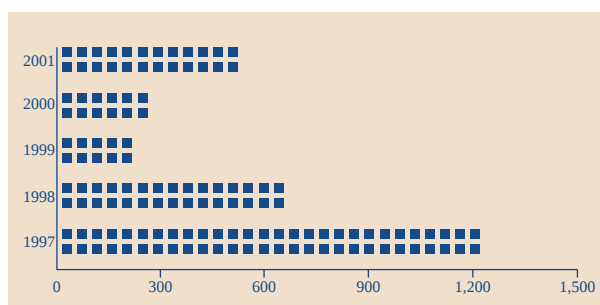
\*\* Based on the weighted average number of shares issued during the year.

\*\* Berdasarkan purata wajaran bilangan saham-saham yang diterbitkan sepanjang tahun.

group financial highlights maklumat kewangan kumpulan

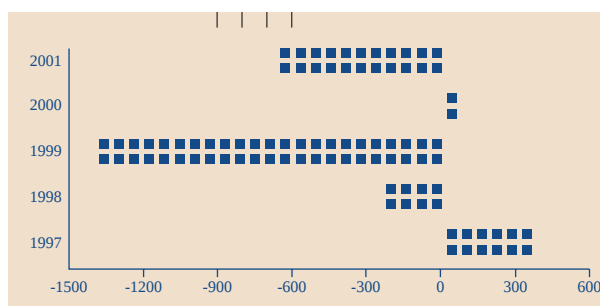
Group Revenue  
RM Million

Peroiehan Kumpulan  
RM Juta



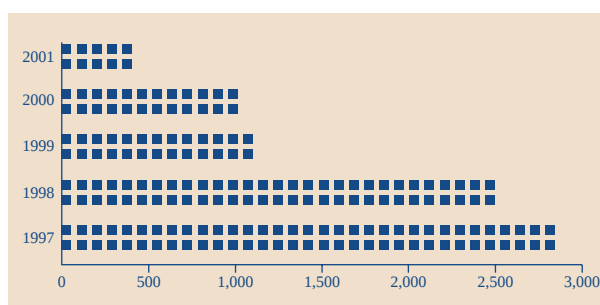
Group Profit Before Taxation  
RM Million

Keuntungan Sebelum Cukai  
Kumpulan  
RM Juta



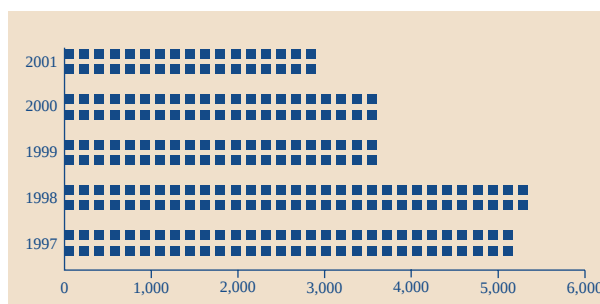
Group Shareholders' Funds  
RM Million

Dana Pemegang Saham  
Kumpulan  
RM Juta



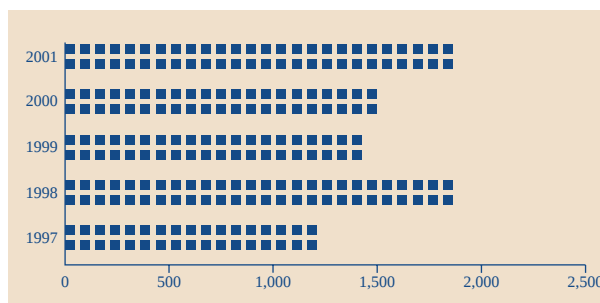
Group Total Assets  
RM Million

Jumlah Aset Kumpulan  
RM Juta



Group Bank Borrowings  
RM Million

Pinjaman Bank Kumpulan  
RM Juta



**Board of Directors • Lembaga Pengarah**

YAM. Dato' Seri Syed Anwar Jamalullail\*

*Chairman/Pengerusi*

*(Appointed/Dilantik 24-1-2002)*

Y. Bhg. Dato' Seri Abdul Rahman Maidin

*Chairman/Pengerusi*

*(Resigned/Meletak Jawatan 12-1-2002)*

Encik Abdul Rahman Ahmad

Encik Shahril Ridza Ridzuan

Y. Bhg. Datuk Zahari Omar

Y. Bhg. Dato' Ahmad Hj. Ibniহার\*

Y. Bhg. Dato' Zainol Abidin Dato' Hj. Salleh\*\*

\* Non-independent non-executive Directors/  
*Pengarah bukan eksekutif bukan bebas*

\*\* Independent non-executive Directors/  
*Pengarah bukan eksekutif bebas*

**Company Secretaries • Setiausaha-setiausaha Syarikat**

Encik Mohd Noor Rahim Yahaya

Encik Yuslizal Monek

**Audit Committee • Jawatankuasa Audit**

Y. Bhg. Dato' Ahmad Hj. Ibniহার\*

*Chairman/Pengerusi*

Y. Bhg. Dato' Zainol Abidin Dato' Hj. Salleh\*

Y. Bhg. Datuk Zahari Omar

\* Independent non-executive Directors/  
*Pengarah bukan eksekutif bebas*

**Registered Office • Pejabat Berdaftar**

Aras 10, Menara MRCB

No. 2, Jalan Majlis 14/10, Seksyen 14

40000 Shah Alam, Selangor

Tel : 03-5513 8080

Fax : 03-5512 2608

**Share Registrar • Pendaftar Saham**

Malaysian Share Registration Services Sdn Bhd

7th Floor, Exchange Square

Bukit Kewangan, 50200 Kuala Lumpur

Tel : 03-2026 8099

Fax : 03-2026 3734

**Auditors • Juruaudit**

PricewaterhouseCoopers

**Principal Bankers • Bank-Bank Utama**

Malayan Banking Berhad

Bumiputra-Commerce Bank Berhad

RHB Bank Berhad

**Listing • Penyenaraian**

Bursa Saham Kuala Lumpur (22-03-1971)