



12 MARCH / MAC

MRCB, Kuala Lumpur Sentral Sdn Bhd (KLSSB) and Malaysian Industrial Development Authority (MIDA) officially signed a RM148.5 million Sales and Purchase Agreement to develop a 30-storey office tower as its new corporate headquarters. YB Dato' Seri Rafidah Aziz, the Minister for International Trade and Industry (MITI) was on hand to witness the signing ceremony. Encik Shahril Ridza Ridzuan, MRCB's Group Managing Director; and Encik Chan Chee Meng, Chief Executive Officer of KLSSB signed on behalf of MRCB and KLSSB respectively while Y. Bhg. Datuk R Karunakaran, Director-General of MIDA signed on its behalf.

MRCB, Kuala Lumpur Sentral Sdn Bhd (KLSSB) dan Lembaga Pembangunan Perindustrian Malaysia (MIDA), hari ini dengan rasminya menandatangani Perjanjian Jual Beli berjumlah RM148.5 juta untuk membangunkan menara pejabat 30 tingkat sebagai ibu pejabat baru MIDA. YB Dato' Seri Rafidah Aziz, Menteri Perdagangan Antarabangsa dan Industri telah hadir untuk menyaksikan majlis tersebut. Encik Shahril Ridza Ridzuan, Pengarah Urusan Kumpulan MRCB dan Encik Chan Chee Meng, Ketua Pegawai Eksekutif KLSSB, masing-masing telah menandatangani bagi pihak MRCB dan KLSSB manakala Y. Bhg. Datuk R Karunakaran, Ketua Pengarah MIDA, menandatangani bagi pihak MIDA.



10 APRIL / APRIL

Kuala Lumpur Sentral Sdn Bhd (KLSSB), a subsidiary of MRCB, completed the issuance of a serial SUKUK Musyarakah (SUKUK), amounting to RM720 million. The SUKUK, a form of Islamic financing, was arranged by Kuwait Finance House (Malaysia) Berhad and HSBC Bank Malaysia Berhad, to replace Kuala Lumpur Sentral's current outstanding Al-Bai' Bithaman Ajil Islamic Debt Securities (BaIDS).

Kuala Lumpur Sentral Sdn Bhd (KLSSB) syarikat subsidiari MRCB telah menyelesaikan penerbitan SUKUK Musyarakah (SUKUK) berjumlah RM720 juta. SUKUK, salah satu pembiayaan cara Islam, telah diatur oleh Kuwait Finance House (Malaysia) Berhad dan HSBC Bank Malaysia Berhad bagi menggantikan sekuriti hutang Al-Bai' Bithaman Ajil Islam Kuala Lumpur Sentral yang ada pada masa ini.



21 APRIL / APRIL

In conjunction with Stesen Sentral Kuala Lumpur's 6th anniversary celebration, a colouring contest for children below 12 years old was launched. In addition, the children were also entertained with clown appearances, face painting sessions and magic shows.

Sempena sambutan ulang tahun ke-enam Stesen Sentral Kuala Lumpur, satu peraduan mewarna untuk kanak-kanak berusia 12 tahun telah diadakan. Selain itu, kanak-kanak juga dihiburkan oleh penampilan badut, sesi mewarna muka dan pertunjukan silap mata.

Calendar of Events 2007 Cont'd

Kalendar Peristiwa 2007 sambungan

21 APRIL / APRIL

Stesen Sentral Kuala Lumpur officially marked its six years in operation with a high tea session with rail operators, clients, tenants and suppliers to celebrate the occasion. The highlight was the Chief Operating Officer (COO) Staff Award Presentation, in recognition of front liners who have managed to maintain and enhance the good image of Stesen Sentral Kuala Lumpur amongst commuters and the public.

Stesen Sentral Kuala Lumpur secara rasmi menyambut ulang tahun ke-enam operasinya dengan mengadakan majlis minum petang untuk meraikan sambutan tersebut bersama-sama operator rel, pelanggan, penyewa dan pembekal. Acara kemuncak adalah Majlis Penyampaian Anugerah Kakitangan COO, bagi mengiktiraf kakitangan barisan hadapan yang berjaya mengekalkan dan mempertingkatkan imej Stesen Sentral Kuala Lumpur di kalangan pengguna dan orang ramai.



15 MAY / MEI

In line with the Government's effort in promoting Corporate Social Responsibility (CSR) amongst Malaysian companies, MRCB organised the "Kuala Lumpur Sentral-Brickfields Community" breakfast session in an effort to bridge relationships between the old and the new, as well as MRCB's commitment in helping its surrounding communities flourish while preserving its true heritage.

Sejajar dengan usaha kerajaan mempromosikan Tanggungjawab Sosial Korporat (CSR) di kalangan syarikat-syarikat di Malaysia, MRCB telah menganjurkan sesi sarapan "Komuniti Kuala Lumpur Sentral-Brickfields" dalam usahanya untuk menjalin hubungan rapat antara golongan tua dan muda sekaligus membuktikan komitmen MRCB membantu masyarakat sekeliling dan pada masa yang sama, mengekalkan warisan berzaman di kawasan itu.



MAY TO SEPTEMBER / MEI HINGGA SEPTEMBER

MRCB embarked on a teambuilding programme as part of its journey towards attaining a "Passion for Excellence". Since May 2007, a total of 16 groups, comprising the upper and middle management and the executive and non-executive groups, have undergone the teambuilding session held at Trolak Country Resort, Perak.

MRCB mengadakan program membina semangat berpasukan sebagai sebahagian daripada inisiatifnya untuk mencapai "Semarak untuk Kecemerlangan". Sejak Mei 2007, sebanyak 16 kumpulan, yang terdiri daripada pengurusan atasan dan pertengahan, kumpulan eksekutif dan bukan eksekutif, telah mengikuti sesi membina semangat berpasukan yang diadakan di Trolak Country Resort, Perak.





26 JUNE / JUN

MRCB, together with the Government of Malaysia, through the Kementerian Kerja Raya, signed a concession agreement to design, construct, operate and maintain the 8.1 km Eastern Dispersal Link Expressway (EDL) in Johor. Works Minister YB Dato' Seri S. Samy Vellu witnessed the signing ceremony, along with Y. Bhg. Dato' Syed Jamal bin Syed Jaafar, the Secretary General of Works Ministry and Y. Bhg. Dato' Ir. Haji Mohamad Razali bin Othman, Chief Director of Lembaga Lebuhraya Malaysia.

MRCB bersama-sama dengan Kerajaan Malaysia melalui Kementerian Kerja Raya telah menandatangani perjanjian konsesi untuk merekabentuk, membina, mengendali dan menyelenggara 8.1 km Lebuhraya Penyuraian Timur (EDL) di Johor. YB Dato' Seri S. Samy Vellu, Menteri Kerja Raya hadir menyaksikan majlis menandatangani projek tersebut. Turut hadir sama ialah Y.Bhg. Dato' Syed Jamal bin Syed Jaafar, Ketua Setiausaha Kementerian Kerja Raya dan Y. Bhg. Dato' Ir. Haji Mohamad Razali bin Othman, Ketua Pengarah, Lembaga Lebuhraya Malaysia.

30 JUNE / JUN

Stesen Sentral Kuala Lumpur carried out its annual Emergency Response Plan to ensure it is always on full alert and ready in case of an emergency situation. YB Datuk Zulhasnan bin Rafique, the Minister of Federal Territories and Encik Shahril Ridza Ridzuan, MRCB's Group Managing Director were present to witness the emergency simulation.

Stesen Sentral Kuala Lumpur telah menjalankan Pelan Tindakan Kecemasan bagi memastikan supaya ia sentiasa berwaspada dan bersedia sepenuhnya bagi menghadapi situasi kecemasan sebenar. YB Datuk Zulhasnan bin Rafique, Menteri Wilayah Persekutuan dan Encik Shahril Ridza Ridzuan, Pengarah Urusan Kumpulan MRCB, turut hadir menyaksikan simulasi kecemasan tersebut.



30 JUNE / JUN

MRCB and CMY Capital Sdn Bhd (CMY Capital) has entered into a conditional joint venture to jointly acquire and develop 94,769 square feet of prime site at Kuala Lumpur Sentral development.

MRCB dan CMY Capital Sdn Bhd (CMY Capital) telah memeterai satu perjanjian usahasama bersyarat untuk sama-sama mengambilalih dan membangunkan tapak utama seluas 94,769 kaki persegi di pembangunan Kuala Lumpur Sentral.



Calendar of Events 2007_{cont'd}

Kalendar Peristiwa 2007 sambungan

8 JULY / JULAI

MRCB adopted two schools in Penang under the Government-Linked Companies (GLC) Promoting Intelligence, Nurturing Talent and Advocating Responsibility (PINTAR) programme. The schools were Sekolah Kebangsaan Kampong Jawa and Sekolah Kebangsaan Dato Keramat.

MRCB telah mengambil dua buah sekolah di Pulau Pinang sebagai sekolah angkatnya di bawah program Menggalakkan Kepintaran, Memupuk Bakat dan Menyemai Tanggungjawab (PINTAR) yang dilaksanakan oleh Syarikat Berkaitan Kerajaan (GLC). Sekolah yang terlibat adalah Sekolah Kebangsaan Kampong Jawa dan Sekolah Kebangsaan Dato Kramat.



27 JULY / JULAI

MRCB and CIMB-Mapletree Management Sdn Bhd (CMM) formally sealed a land acquisition and development agreement to construct the new corporate headquarters of CIMB Investment Bank.

MRCB dan CIMB-Mapletree Management Sdn Bhd (CMM) menandatangani secara rasmi perjanjian pembelian dan pembangunan tanah untuk membina ibu pejabat korporat Bank Pelaburan CIMB.



31 JULY / JULAI

YAB Dato' Seri Abdullah Haji Ahmad Badawi, the Prime Minister of Malaysia officially launched the development of the new transportation hub called Penang Sentral in Penang. To be developed by MRCB and will become part of the Northern Corridor Economic Region (NCER). This unique large-scale urban transportation hub, covering 30 acres and with an estimated Gross Development Value (GDV) in excess of RM2 billion, will be the main Integrated Transport Terminal for Penang, combining rail, road and sea services.

YAB Dato' Seri Abdullah Haji Ahmad Badawi, Perdana Menteri Malaysia telah melancarkan secara rasmi pembangunan hab pengangkutan baru Penang Sentral di Pulau Pinang. Ia yang akan dimajukan oleh MRCB dan akan menjadi sebahagian daripada Wilayah Ekonomi Koridor Utara (NCER). Hab pengangkutan bandar berskala besar yang unik ini, meliputi kawasan seluas 30 ekar dengan Nilai Pembangunan Kasar (GDV) melebihi RM2 bilion. Ia akan menjadi Terminal Pengangkutan Bersepadu untuk Pulau Pinang, yang menggabungkan perkhidmatan rel, jalanraya dan laut.





7 AUGUST / OGOS

In conjunction with the 50th Merdeka celebration, the Building Services Division of Stesen Sentral Kuala Lumpur organized a Merdeka Charity sale and a blood donation campaign with Pusat Darah Negara. The charity sales managed to raise RM3,400, with the proceeds channeled to the "Persatuan Mobiliti Selangor dan Kuala Lumpur" and also to Rumah Silaturrahim Nurul Qanaah, Gombak. The blood donation campaign was equally successful with 101 people volunteering to donate their blood for a good cause.

Sempena dengan sambutan Kemerdekaan ke-50, Bahagian Perkhidmatan Bangunan Stesen Sentral Kuala Lumpur menganjurkan jualan Amal Merdeka dan kempen derma darah dengan kerjasama Pusat Darah Negara. Jualan amal tersebut berjaya mengumpulkan dana berjumlah RM3,400 yang disalurkan kepada Persatuan Mobiliti Selangor dan Kuala Lumpur dan Rumah Silaturrahim Nurul Qanaah, Gombak. Kempen derma darah ini juga berjaya apabila seramai 101 orang dengan sukarela menderma darah mereka demi kebajikan.

16 AUGUST / OGOS

Kuala Lumpur Sentral Sdn Bhd (KLSSB), together with MRCB, Excellent Bonanza Sdn Bhd and Aseana Properties Limited (ASEANA) signed a Sale and Purchase Agreement to develop a boutique business hotel and office towers. Kuala Lumpur Sentral Sdn Bhd (KLSSB) bersama-sama dengan MRCB, Excellent Bonanza Sdn Bhd dan Aseana Properties Limited (ASEANA) menandatangani Perjanjian Jual Beli untuk membangunkan sebuah hotel butik kelas perniagaan dan menara pejabat.

7 TO 9 SEPTEMBER / SEPTEMBER

46 staff, representing MRCB Group, through its Sports and Recreational Club (SPARC), volunteered to take part in fostering relationship with the Kampung Tekek community in Pulau Tioman, Pahang. This community-bonding event included a gotong-royong activity and friendly games of football and netball with the youth of Kampung Tekek, Pulau Tioman.

Seramai 46 kakitangan, yang mewakili Kumpulan MRCB, melalui Kelab Sukan dan Rekreasi (SPARC) secara sukarela mengambil bahagian dalam menjalin hubungan dengan penduduk Kampung Tekek di Pulau Tioman, Pahang. Acara mengeratkan hubungan dengan komuniti itu melibatkan aktiviti gotong-royong dan permainan bola sepak serta bola jaring dengan belia Kampung Tekek, Pulau Tioman.

Calendar of Events 2007_{cont'd}

Kalendar Peristiwa 2007 sambungan

23 OCTOBER / OKTOBER

MRCB recognized eight students from its PINTAR schools with the Best Student Awards where the best four students from each school were presented with a Sijil Simpanan Premium worth RM100 each.

MRCB telah memberi pengiktirafan kepada lapan pelajar daripada sekolah PINTAR anjurannya dengan Anugerah Pelajar Terbaik, di mana empat pelajar dari setiap sekolah menerima hadiah berupa Sijil Simpanan Premium bernilai RM100.



17 TO 22 NOVEMBER / NOVEMBER

MRCB sponsored 71 teachers and administrators from its PINTAR schools to a Deep Change programme aimed at motivating and improving excellence for teachers and administrators.

MRCB menaja seramai 71 orang guru dan pentadbir dari sekolah PINTAR anjurannya menyertai program 'Deep Change' yang bermatlamat untuk memberi motivasi dan galakan kepada guru-guru dan pentadbir sekolah dalam usaha meningkatkan prestasi kerja.



6 TO 8 DECEMBER / DISEMBER

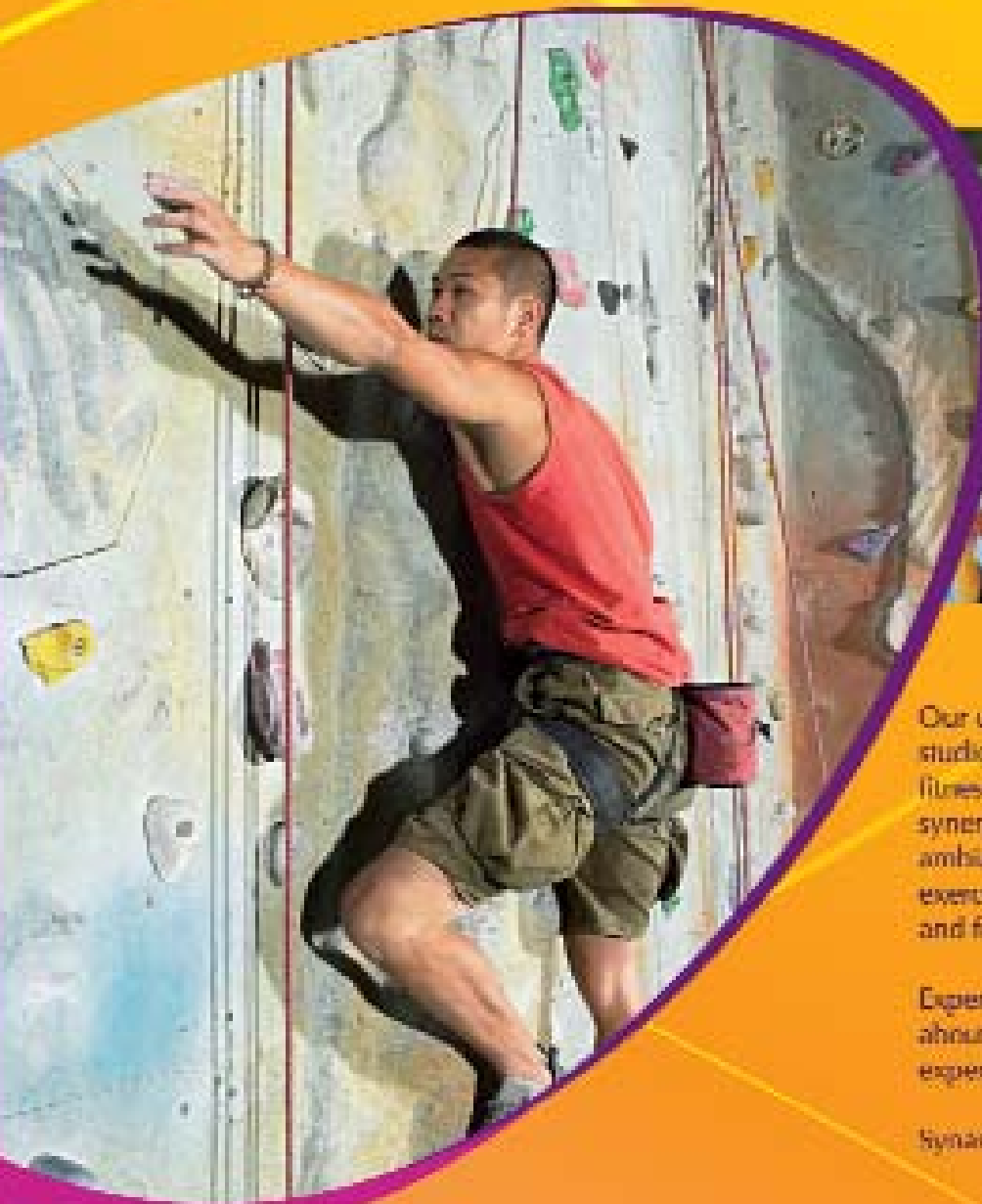
MRCB sponsored 34 top students from its PINTAR schools to a three-day study trip to Kuala Lumpur as part of the incentives for students who have progressed academically and have attained academic excellence. The study trip comprised learning and leisure activities to Sri Pentas, the Mines Wonderland, New Straits Times Printing Plant, Stesen Sentral Kuala Lumpur, Petrosains, the Eye on Malaysia, Istana Negara and the Sunway Lagoon.

MRCB menaja 34 orang pelajar terbaik daripada sekolah PINTARnya untuk mengikuti lawatan selama tiga hari ke Kuala Lumpur sebagai sebahagian daripada insentif untuk para pelajar yang mencapai kemajuan dan kecemerlangan akademik. Lawatan sambil belajar ini melibatkan aktiviti pembelajaran ke Sri Pentas, Mines Wonderland, Kilang Percetakan News Straits Times, Stesen Sentral Kuala Lumpur, Petrosains, Eye on Malaysia, Istana Negara dan Sunway Lagoon.





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International Best Practices of Corporate Governance

The MRCB Board firmly believes that a good Corporate Governance framework is essential to ensure that risks to shareholders are minimized and shareholders' value is preserved and enhanced. In implementing the Company's Corporate Governance framework, the Board and Management consistently applies the Principles of the Malaysian Code of Corporate Governance (the Code), in addition to the prescriptions of the Listing Requirements of Bursa Malaysia Securities Berhad. Since 2006, the Board has been progressively adapting some components of international best practices of corporate governance, even if they are not yet in the Code.

MRCB'S STATEMENT ON CORPORATE GOVERNANCE

1 THE MRCB BOARD

a Composition of Members

The MRCB Board constitutes eight members, an optimal size based on the Company's current business profile, sufficient for effectively leading the Company on its current business growth thrust. The Board is sufficiently equipped with a mix of skills and experience in corporate management, corporate finance, property management as well as strong networking in the public and private sectors. Information of each member, including qualification and experience, are outlined on pages 26 to 33.

The line-up of Board members and their attendance at the eight Board meetings held during the year are as per Table 1 below:

Table 1: MRCB Board members 2007

Directors	Datuk Azlan Zainol (Chairman)	Shahril Ridza Ridzuan	Abdul Rahman Ahmad	Dato' Ahmad Ibnihajar	Dato' Dr. Mohd Shahari Ahmad Jabar	Dr Roslan A. Ghaffar	Datuk Ahmad Zaki Zahid	Mohamad Lotfy Mohamad Noh
Designation	Non-independent, non-executive	Group Managing Director	Non-independent non-executive Director	Independent Director	Independent Director	Non-independent, non-executive Director	Independent Director	Non-independent, non-executive Director
Appointed since	12 January 2005	9 August 2001	9 August 2001	27 September 2000	22 July 2002	3 November 2003	12 January 2005	20 July 2005
Date of Meeting								
09/01/2007	✓	✓	✓	✓	✓	✓	✓	✓
27/02/2007	✓	✓	✓	—	✓	✓	✓	✓
27/03/2007	✓	✓	✓	✓	✓	✓	—	✓
22/05/2007	✓	✓	—	✓	✓	✓	✓	✓
29/05/2007	✓	✓	✓	✓	✓	✓	✓	✓
07/07/2007	✓	✓	✓	✓	✓	✓	✓	✓
20/08/2007	✓	✓	✓	✓	✓	✓	✓	✓
27/11/2007	✓	✓	✓	✓	✓	✓	✓	✓
Total (%)	8/8 (100%)	8/8 (100%)	7/8 (86%)	7/8 (86%)	8/8 (100%)	8/8 (100%)	7/8 (86%)	8/8 (100%)

b Structure for Independence and Effectiveness

- i Except for the Group Managing Director (GMD), all the other members are non-executive directors and make up 88% of Board members.
- ii The presence of three independent directors, who do not represent any substantial shareholders, helps to ensure that there is sufficient check and balance within the Board in discharging its duties.
- iii The role of the Chairman (a non-executive director) is kept separate from the role of the GMD, the latter of which is principally responsible for making and implementing operational decisions. There is therefore a clear separation and balance of power and authority in the Company.
- iv In the absence of the Chairman, the most senior independent director, Dato' Ahmad Ibniহার, would chair Board meetings.
- v To further enhance the Board's effectiveness and to tap on the individual skill sets and expertise of each member, five Committees of the Board have been set up (please see Table 2 below). These Committees complement and support the Board's decision-making process through a more detailed review and study of the strategic issues related to its respective area of responsibilities. The Board, however, retains the ultimate responsibility for decision-making.

Table 2: Committees of the Board

	EXCO		Nomination Committee		Remuneration Committee		ESOS Committee		Audit Committee	
Name	Chairman/ Member	Attendance	Chairman/ Member	Attendance	Chairman/ Member	Attendance	Chairman/ Member	Attendance	Chairman/ Member	Attendance
Datuk Azlan Zainol *#	–	–	–	–	–	–	–	–	–	–
Shahril Ridza Ridzuan **	Member	4/4	–	–	–	–	Member @	1/1	–	–
Abdul Rahman Ahmad #	–	–	–	–	–	–	–	–	Member	5/5
Dato' Ahmad Ibniহার ##	–	–	Member	1/1	Chairman	2/2	Chairman	2/2	Member	5/5
Dato' Dr. Mohd Shahari Ahmad Jabar ##	–	–	Chairman	1/1	Member	2/2	Member	2/2	Chairman	5/5
Dr Roslan A Ghafar #	Chairman	4/4	Member	1/1	Member	2/2	Member	2/2	–	–
Datuk Ahmad Zaki Zahid ##	Member	3/4	–	–	–	–	–	–	–	–
Mohd Lotfy Mohamad Noh #	Member	4/4	–	–	–	–	–	–	–	–

Notes:

*# Chairman of the Board

** GMD

Non-independent, non-executive Director

Independent Director

@ GMD appointed as ESOS Committee member for the 2007-2012 ESOS Scheme

International Best Practices of Corporate Governance cont'd

Executive Committee of The Board (EXCO)

Established on 17 November 2005, the EXCO's terms of reference are:

- i To guide the Management in the implementation of the GLC Transformation initiatives;
- ii To review and recommend the Company's annual business plan and budget to the Board for approval;
- iii To consider and review significant and/or major issues relating to the business direction of the Company; and
- iv Deliberate on all major business transactions and issues relating to the Company that require the EXCO's or Board's approval, in line with the Company's Limits of Authority approved by the Board.

Nomination Committee (NC)

Established on 31 October 2001, the NC's terms of reference are:

- i Identifying and recommending new nominees to the Company's Board and its Committees, as well as new nominees to the boards of its subsidiaries. All decisions and appointments are made by the respective boards after considering the recommendation of the NC;
- ii Assisting the Board and its Committees and directors in assessing its overall effectiveness on an ongoing basis; and
- iii Assisting the Board in periodically reviewing its required mix of skills and experience and other qualities that non-executive Directors should bring to the Board.

Remuneration Committee (RC)

Established on 31 October 2001, the terms of reference of the RC are:

- i To determine and recommend to the Board the framework or broad policy for the remuneration packages of the Chairman of the Board, the GMD and other senior management personnel it is designated to consider;
- ii To establish a formal and transparent procedure for developing a policy on the total individual remuneration package of the GMD and other designated senior management personnel including, where appropriate, bonuses, incentives and share options;
- iii To design the remuneration package for the GMD and other designated senior management personnel with the aim of attracting and retaining high-caliber senior management personnel who will deliver success for shareholders and high standards of service for customers, while having due regard to the prevailing pay, employment conditions and business environment in which the Company operates; the remuneration package of the GMD and the other designated senior management personnel are performance-based, and linked to corporate and individual performance. Once formulated, each remuneration package is recommended to the Board for approval;
- iv To review and recommend to the Board improvements (if any) on the GMD's and designated senior management personnel's remuneration policy and package, and any other issues relating to benefits of the above designated personnel on an annual basis;

- v To review any major changes in employee benefit structures throughout the Company, and where appropriate recommend such changes to the Board for adoption;
- vi To review and recommend to the Board for adoption the framework for the Company's annual incentive scheme. The framework for the annual incentive scheme may include:
 - Merit increment
 - Merit bonus
 - Incentives

Employee Share Option Scheme (ESOS) Committee

The ESOS Committee was set up to ensure that the implementation of the ESOS scheme was administered fairly in accordance to the Company's ESOS Scheme By-laws approved by the Company's shareholders.

The 2002-2007 ESOS Scheme was approved by the Board on 2 August 2002 and expired on 4 September 2007. The last meeting of the ESOS Committee for the 2002-2007 ESOS Scheme was held on 27 March 2007.

Upon expiry of the 2002-2007 ESOS Scheme, the Company's shareholders (at an Extraordinary General Meeting on 29 May 2007) approved the new 2007-2012 ESOS Scheme. The basis and maximum allowable allocation to each category of staff were also presented to the shareholders. A specific allocation of two million new shares to the GMD under the 2007-2012 ESOS Scheme was also approved at the same meeting.

Subsequently on 29 October 2007, the ESOS committee deliberated and recommended to the Board the first allocation of the new 2007-2012 ESOS Scheme. In this first allocation, 50% of each eligible employee's total allocation was offered at a price of RM3 per share, representing a 20% premium against the prevailing market price.

No non-executive Directors were allocated any shares under the 2007-2012 ESOS Scheme or under the earlier 2002-2007 ESOS Scheme.

Audit Committee (AC)

The terms of reference of the AC is set out on pages 134 to 138 of this Annual Report.

2 DIRECTORS' REMUNERATION

In adopting international best practices, the Company herein discloses fully (in Table 3 and Table 4) the precise remuneration paid to all directors, separately and individually. This is over and above the requirements of the Listing Requirements, and is in line with international best practices of directors' remuneration disclosures.

The Board believes that providing this full disclosure would:

- a provide transparency and accountability with regards to the Directors' remuneration;
- b assure shareholders and investors that the Directors' remuneration were based on their individual responsibilities and contribution; and
- c enable shareholders and investors to assess the rationale for the quantum paid to GMD, the highest paid director, the sole executive director and components thereof.

International Best Practices of Corporate Governance cont'd

Table 3: Details of Directors' Remuneration paid for the year 2007

Directors	Datuk Azlan Zainol	Shahril Ridza Ridzuan	Abdul Rahman Ahmad	Dato' Ahmad Ibnihajar	Dato' Dr. Mohd Shahari Ahmad Jabar	Dr Roslan A. Ghaffar	Datuk Ahmad Zaki Zahid	Mohamad Lotfy Mohamad Noh	
	Chairman of the Board			Chairman Remuneration Committee and ESOS	Chairman Audit Committee	Chairman EXCO			
Designation	Non-independent, non-executive	Group Managing Director	Non-independent, non-executive Director	Independent Director	Independent Director	Non-independent, non-executive Director	Independent Director	Non-independent, non-executive Director	
Period:	1 January to 31 December 2007	1 January to 31 December 2007	1 January to 31 December 2007	1 January to 31 December 2007	1 January to 31 December 2007	1 January to 31 December 2007	1 January to 31 December 2007	1 January to 31 December 2007	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Fees	66		44	46	48	48	44	44	340
Salary		472							472
Bonus		228							228
EPF		164							164
Allowance	60	22							82
Leave Passage		60							60
Car Allowance		60							60
Share Option		141							141
Benefits in Kind		15							15
Fees from Subsidiaries					5	8			13
Total	126	1,162	44	46	53	56	44	44	1,575

Table 4: Analysis of Directors' Remuneration by Bandwidth

Directors' Remuneration	Executive Directors	Non-executive Directors	Total
RM0 – RM50,000	–	4	4
RM50,000 – RM100,000	–	2	2
RM100,001 – RM150,000	–	1	1
RM1,150,001 – RM1,200,000	1	–	1
Total	1	7	8

The Chairman's, GMD's and designated senior management personnel's remuneration are based on the Remuneration Committee's (RC) review and assessment of the contribution of each member, measured against their respective Key Performance Indicators achievement. Recommendations are then made by the RC for a decision by the Board on suitable remunerations for each designated member.

Remunerations paid to other non-executive directors which include independent directors are decided by the Board. All non-executive directors receive a fixed amount, but differentiated according to each non-executive director's additional contribution and responsibilities.

Directors' fees are further presented to the shareholders for approval at the Company's Annual General Meeting.

3 BOARD CONDUCT FOR EFFECTIVENESS

The Board acts independently while retaining the ultimate responsibility for and regularly assessing the direction, performance and management effectiveness of the Company in meeting its objectives.

a Code of Conduct for Board Members

The Board is always guided by its duties and responsibilities set out under the ambit of Company law and practices. However, in addition to that it has also established and imposed on its members a Code of Conduct, which is separate from the code of ethics for the Company's employees.

b Self-Assessment and Continuous Improvement

In December 2007, the Board again conducted a self-assessment exercise to review its effectiveness; the assessment was made on the Board as a body as well as on individual Board members.

The Board has also complied with the Company's Articles of Association by making at least one third of Directors be subject to re-election by rotation at each AGM. This gives the shareholders the opportunity to assess the performance of each Director in rotation and to decide on the continuation of appointment.

During the year, members of the Board had attended various courses specially tailored for updating knowledge of the changing laws, regulations, techniques and practices in leadership and management at the Board level.

International Best Practices of Corporate Governance cont'd

c Relationship of the Board with Management

The relationship between the Board and Management remain strong and cohesive during the year under review. The Board supports the Management by providing the leadership and setting business targets through Key Performance indicators and Balanced Score Cards for Senior Management personnel. At the same time, the Board also provides the necessary check and balance function, challenging and debating decisions made by Management before they are endorsed and approved. To do this, there is an established and structured reporting system in place, where the Board is regularly briefed and updated on the performance of the Company through which the Board tracks closely the achievement of targets set. Rewards to the Management and employees, such as bonuses and ESOS allocation, are generally based on financial performance and business achievements. The Non-executive Board members do not allocate themselves any bonuses or ESOS allocations.

d Full Access to Information

In the course of discharging their duties, the Directors always have:

- i Full and unrestricted access to timely and accurate information. The agenda and a full set of Board papers are typically distributed at least seven days before the Board or its Committee meetings. This process ensures that Directors have enough time to read the matters to be discussed, and thus be properly briefed and prepared for decision-making at the meetings;
- ii Unrestricted access to the advice and services of the Company Secretary and other members of senior management; and
- iii Unrestricted advice and services of external and independent professionals, made available to Board members individually and collectively. These advice and services are made available independent of Management's intervention.

In order to enhance the accountability of the Board and Senior Management, the Company has in place a Limits of Authority approved by the Board, which sets out the limits to which each level of Management is authorized to approve and transactions that need to be approved by the EXCO or the Board.

e Check and Balance

Board members take their role seriously and professionally as a check and balance on Management. Proposals and recommendations made by Management are actively and constructively questioned, challenged and debated at Board meetings and at Board Committee meetings such as EXCO and Audit Committees to ensure that such proposals and recommendations are in the best interests of the Company. In doing so, the Board and Board Committees gather inputs from Internal Audit as well as Risk Management, both functions of which are independent of Management and report directly to the Audit Committee and the Board.

The above is truly a 'substance over form' matter, where the actual interactions between a dynamic and responsible Board and a hands-on and accountable Management go beyond what is detailed in this Statement, and has resulted in an environment where the Company is run in an ethical, transparent and professional manner in the best interests of the shareholders.

f Hands-on approach

The Board has adopted a hands-on approach in discharging its role. During the year, the Directors made visits to the Company's project sites in Dubai, United Arab Emirates and Penang. During these visits, Directors gained a better understanding of the Company's projects and the challenges faced, thus enhance the Board's effectiveness during its deliberations and decision-making.

g Accountability for Financial Information

The Board undertakes to ensure that:

- i the Company's annual financial statements, quarterly announcement of results to shareholders, reports to regulators and other price-sensitive public reports are presented with a balanced and understandable assessment of the Company's position and prospects;
- ii the Company's financial statements have been prepared based on accounting policies that have been consistently and properly applied, supported by reasonable and prudent judgments and estimates, and in adherence to all applicable accounting standards; and
- iii accounting records are accurate, within margins of reasonableness, and which discloses the financial position of the Company in a true and fair manner.

The statements by directors pursuant to Section 169(15) of the Companies Act, 1965 in relation to the preparation of the financial statements are set out on the Financial Report page 2 to 7 based on this Annual Report (Financial Section) under "Statement by Directors".

h Relationship with External Auditors

The Company maintains transparent and professional relationships with its auditors through the Audit Committee (AC). The Company engages its external auditors only for audit and tax-related matters.

The role of the AC in relation to the auditors is described on pages 134 to 138 of this Annual Report.

4 INTERNAL CONTROL

The Board has undertaken to ensure that an effective system of internal control exists, and regularly reviews the adequacy and integrity of the Company's system of internal controls.

The Board believes that a sound system of internal controls, financial or otherwise, should provide a reasonable assurance on:

- the effectiveness and efficiency of the Company's operations
- the reliability of the Company's financial information
- compliance with laws and regulations of Malaysia and of the countries the Company ventures into overseas.

The Statement on Internal Control is set out on pages 144 of this Annual Report. The Statement of Internal Control is also prepared based on the results of the Annual Assessment exercise conducted by Internal Audit.

International Best Practices of Corporate Governance cont'd

5 ANNUAL ASSESSMENT BY INTERNAL AUDIT

To support the Directors' declaration in the Statement of Internal Control, Internal Audit has conducted an Annual Assessment exercise of the general performance and state of internal controls of the Company's operating business units and selected support services departments like Group Finance and Group Human Resource. In the Annual Assessment, a framework of ratings and analysis approved by the AC was used. The Annual Assessment provides a general 'health check' and rates the business units and support services' performance, level of quality, delivery and customer satisfaction of the Company's products and services.

The 2007 Annual Assessment was reviewed and recommended by the AC to the Board for approval. From the Annual Assessment it was concluded that sound control environment and structure are adequately in place in the Company, thus enabling the Board to make such a declaration in the Statement of Internal Control contained on pages 144.

6 RISK MANAGEMENT

The Board, being cognisant of the need for risks to be properly identified and managed in order to continue protecting the Company's assets and investments, had established a Risk Management Framework (RMF), on 17 February 2003. The RMF was further reviewed and revised on 24 February 2005. The Risk Management process has been implemented since 2003 throughout the Company, and integrated into the Company's operations as part of its policy & procedures.

The Risk Management policy and implementation is further detailed in this Annual Report on pages 146 to 147.

7 CODE ON WHISTLE-BLOWING: ENHANCING PROTECTION OF SHAREHOLDERS' VALUE

To further enhance the protection of shareholders' value by eradicating fraud and corruption, the Board has also put in place the Prevention of Fraud Manual. This serves to guide Management and employees on maintaining the highest standards of conduct and integrity in all dealings, and details Management's responsibility to set up the proper control process to prevent and detect fraud. It defines what constitutes fraud and fraudulent activities, and puts together a framework for eradicating fraud.

The Prevention of Fraud Manual also has a specific section on Code on Whistle-blowing, which outlines the avenues and procedures for whistle-blowers to communicate their concerns to the Board (either through the Audit Committee Chairman or the Chief Internal Auditor) without Management's intervention and interference. The Whistle-blowing Code also describes the subsequent procedures to be taken for investigating and dealing with fraud cases.

8 QUALITY ASSURANCE

A Process Improvement unit under Corporate Governance continuously conducts independent reviews on the quality of the Company's products and services as well as of the Company's standard operating procedures, and provides feedback and recommendations to assist Management on improvement opportunities that arise from the reviews. This process helps ensure that delivery of products and services to the Company's customers are of high quality standards. It also helps to ensure that the Company's operating procedures are updated and take into account changes in the Company's structure as well as industry changes and developments.

9 ASSURANCE ON ASSOCIATED COMPANIES' PERFORMANCE

Representatives from the Company are appointed to the board of directors of associated companies and attend board meetings to oversee the performance of associated companies. For active associated companies, key financial information and significant issues pertaining to these companies are sought and reviewed by the MRCB Board on a regular basis.

10 SHAREHOLDERS, INVESTORS AND STAKEHOLDERS

The 3 independent directors do not represent any of the substantial shareholders, and will therefore fairly represent and act in the interests of the minority shareholders, investors and stakeholders. The Board also maintains communication with Malaysia's Minority Shareholder Watchdog Group for the interests of the minority shareholders.

Maintaining Transparency

As a public-listed company responsible to its shareholders, the Company acknowledges the need for transparency and disclosure in its major business dealings.

In order to ensure that the stakeholders and investing public has up-to-date information on the Company's performance, operations and other significant developments, various corporate announcements required under the Bursa Malaysia Securities Berhad Listing Requirements (including timely release of quarterly financial results) are made during the period under review. In addition, detailed information on the Company's significant corporate events and developments were made through the media via press releases and/or press conferences.

Shareholders, investors and stakeholders can conveniently access up-to-date information on the Company's projects, quarterly financial position and general corporate information about the Company at its corporate public website at www.mrcb.com.my.

There is also a "Contact Us" icon on the Company's website, which leads to a webpage where shareholders and investors can conveniently forward their questions and comments to the Company.

Product Responsibility

Our Customer Relationship Management system ensures that appropriate product and service information is provided which complies to marketing and communications regulations, and that customer information is kept private and not distributed outside of the Company. There have been no instances of incidents of non-compliance or substantiated complaints of breaches of customer privacy as a result.

International Best Practices of Corporate Governance cont'd

Annual General Meeting (AGM)

The AGM is another forum through which the Board communicates with shareholders on the Company's progress and performance, and where the Board clarifies issues pertaining to the Company's business activities, performance and other related matters.

Where there is special business or special resolution proposed, the explanation of the effects of such special business or special resolution is provided in the notice of the AGM.

Where appropriate, the Chairman of the Board undertakes to provide the questioner with a written answer to any significant question that cannot be readily answered during the AGM.

11 ON-GOING GLC TRANSFORMATION

In line with the Government's on-going efforts to drive the transformation of Government Linked Companies (GLCs), the Company is also continuing its efforts and has implemented steps to further improve its organization and processes towards becoming a stronger, efficient, more competitive business entity and responsible corporate citizen.

One of the initiatives established towards this is the disclosure of the Company's headline Key Performance Indicators (KPIs) that act as a target that the Company sets for itself. For the year under review, the Company had exceeded its target announced in the Bursa on 28 February 2007:

Table 5: 2007 KPI Achievements

	KPI 2007 Target RM 'mil	KPI 2007 Achievement RM 'mil
Group Revenue Growth	800	904
Group Profit Before Taxation	60	70
New Property Development	700	740
Engineering, Infrastructure & Others (Order Book)	1,500	1,541

For the Financial Year 2008 KPIs announced through Bursa Malaysia on 27 February 2008, the Company had set itself to achieve a Revenue target of RM1.20 billion and Group Profit Before Tax target of RM90 million. These KPIs also incorporate targets for improvement in the Company's key business drivers, Property Development (RM1.3 billion) and Engineering, Infrastructure & Others (RM2.25 billion).

In addition, the Company has established a Dividend Policy, whereby a Dividend Payout (amounting to 20% of Consolidated Profit after Taxation and Minority Interest) is expected to be made for the financial year 2008.

12 CORPORATE SOCIAL RESPONSIBILITY (CSR)

Whilst the Company pursues its business objectives of growth in enhancing shareholder's value and value to stakeholders, it is always cognizant of the fact that it is but an integral part of the society in which it does business.

Throughout 2007, the Company had initiated several CSR projects. A total of 24 Community Service programmes were carried out, of which six were specifically focused on youth development and five on environmental improvement. The Company is also a participant of the Graduate Employment Enhancement (GREEN) programme, a programme initiated by Khazanah Holdings Berhad. Under this programme, graduates are provided on-the-job training in a live business environment in the Company to help prepare them for their future career.

Details of the Company's CSR programmes are available on page 10 to 15 of this Annual Report.

The Board believes that the Company has made great strides in its performance, and is on a steady path towards sustainable business growth. With this in mind, the Board together with the Management have taken a conscious effort to strengthen the Company's governance process to not only comply with the Code and the Listing Requirements, but to also adopt many of the international best practices of corporate governance. The Board believes this to be an ongoing process, and strives for the Company to become a leader in this area, as the above Statement reflects.

This Statement on Corporate Governance is approved by the Board of Directors via its resolution on 26 February 2008.

Board of Directors

Malaysian Resources Corporation Berhad

Amalan Terbaik Antarabangsa Bagi Tadbir Urus Korporat

Lembaga Pengarah percaya dengan sesungguhnya bahawa rangka kerja Tadbir Urus Korporat yang baik adalah penting untuk memastikan supaya risiko pemegang saham dikekalkan di tahap minima serta nilai pemegang saham dipelihara dan dipertingkatkan. Dalam melaksanakan rangka Kerja Tadbir Urus Korporat Syarikat, Lembaga Pengarah dan Pengurusan mengamalkan secara konsisten Prinsip-prinsip Kod Tadbir Urus Korporat Malaysia (Kod), selain daripada pematuhan terhadap keperluan Penyenaraian Bursa Malaysia Securities Berhad. Sejak tahun 2006, Lembaga telah menerima pakai secara berperingkat komponen amalan-amalan terbaik antarabangsa bagi tadbir urus korporat, walaupun ia masih belum digabungkan ke dalam Kod.

PENYATA TADBIR URUS KORPORAT MRCB

1 LEMBAGA PENGARAH MRCB

a Komposisi Ahli

Lembaga Pengarah MRCB terdiri daripada lapan orang ahli yang merupakan saiz optima setanding dengan profil perniagaan semasa Syarikat dan memadai untuk menerajui Syarikat dalam menerokai teras pertumbuhan perniagaan semasanya. Lembaga Pengarah mempunyai gabungan kemahiran dan pengalaman secukupnya dalam bidang pengurusan korporat, kewangan korporat, pengurusan hartanah dan juga mempunyai hubungan berangkaian yang kukuh dalam sektor awam mahupun swasta. Maklumat setiap ahli, termasuk kelayakan dan pengalaman, dibentangkan di muka surat 26 hingga 33.

Senarai dan kehadiran ahli Lembaga Pengarah di lapan mesyuarat Lembaga Pengarah yang diadakan pada tahun ini adalah seperti yang ditunjukkan dalam Jadual 1 di bawah:

Jadual 1: Ahli-ahli Lembaga Pengarah MRCB 2007

Pengarah	Datuk Azlan Zainol (Pengerusi)	Shahril Ridza Ridzuan	Abdul Rahman Ahmad	Dato' Ahmad Ibnihajar	Dato' Dr. Mohd Shahari Ahmad Jabar	Dr Roslan A. Ghaffar	Datuk Ahmad Zaki Zahid	Mohamad Lotfy Mohamad Noh
Jawatan	Bukan eksekutif, bukan bebas	Pengarah Urusan Kumpulan	Pengarah bukan eksekutif, bukan bebas	Pengarah bebas	Pengarah bebas	Pengarah bukan eksekutif, bukan bebas	Pengarah bebas	Pengarah bukan eksekutif, bukan bebas
Dilantik sejak	12 Januari 2005	9 Ogos 2001	9 Ogos 2001	27 September 2000	22 Julai 2002	3 November 2003	12 Januari 2005	20 Julai 2005
Tarikh Mesyuarat								
09/01/2007	✓	✓	✓	✓	✓	✓	✓	✓
27/02/2007	✓	✓	✓	–	✓	✓	✓	✓
27/03/2007	✓	✓	✓	✓	✓	✓	–	✓
22/05/2007	✓	✓	–	✓	✓	✓	✓	✓
29/05/2007	✓	✓	✓	✓	✓	✓	✓	✓
07/07/2007	✓	✓	✓	✓	✓	✓	✓	✓
20/08/2007	✓	✓	✓	✓	✓	✓	✓	✓
27/11/2007	✓	✓	✓	✓	✓	✓	✓	✓
Jumlah (%)	8/8 (100%)	8/8 (100%)	7/8 (86%)	7/8 (86%)	8/8 (100%)	8/8 (100%)	7/8 (86%)	8/8 (100%)

b Struktur untuk Mencapai Kebebasan dan Keberkesanan

- i Melainkan Pengarah Urusan Kumpulan (PUK), semua ahli merupakan pengarah bukan eksekutif dan merangkumi 88% daripada keahlian Lembaga Pengarah.
- ii Keahlian tiga orang pengarah bebas, yang tidak mewakili mana-mana pemegang saham utama, membantu memastikan supaya wujudimbangan yang mencukupi di dalam Lembaga Pengarah masa melaksanakan tugas-tugasnya.
- iii Peranan Pengerusi (seorang pengarah bukan eksekutif) diasingkan daripada PUK, di mana PUK bertanggungjawab terutamanya mengeluarkan dan melaksanakan keputusan operasi. Justeru, wujud pengasingan dan keseimbangan kuasa dan autoriti yang jelas di dalam Syarikat.
- iv Jika Pengerusi tidak hadir, pengarah bebas paling kanan, Dato' Ahmad Ibnihihajar, akan mempengerusikan mesyuarat Lembaga Pengarah.
- v Untuk mempertingkatkan lagi keberkesanan Lembaga Pengarah dan memanfaatkan kemahiran dan kepakaran individu setiap ahli, lima Jawatankuasa Lembaga Pengarah telah ditubuhkan (sila rujuk Jadual 2 di bawah). Jawatankuasa-jawatankuasa ini melengkapi dan membantu proses membuat keputusan Lembaga Pengarah melalui kajian dan penyelidikan yang lebih terperinci bagi isu-isu strategik berkaitan dengan bidang-bidang tanggungjawab masing-masing. Walau bagaimanapun, Lembaga Pengarah tetap menggalas tanggungjawab muktamad dalam membuat keputusan.

Jadual 2: Jawatankuasa Lembaga Pengarah

Nama	EXCO		Jawatankuasa Pencalonan		Jawatankuasa Imbuhan		Jawatankuasa ESOS		Jawatankuasa Audit	
	Pengerusi/ Ahli	Kehadiran	Pengerusi/ Ahli	Kehadiran	Pengerusi/ Ahli	Kehadiran	Pengerusi/ Ahli	Kehadiran	Pengerusi/ Ahli	Kehadiran
Datuk Azlan Zainol **	–	–	–	–	–	–	–	–	–	–
Shahril Ridza Ridzuan **	Ahli	4/4	–	–	–	–	Ahli @	1/1	–	–
Abdul Rahman Ahmad #	–	–	–	–	–	–	–	–	Ahli	5/5
Dato' Ahmad Ibnihihajar ##	–	–	Ahli	1/1	Pengerusi	2/2	Pengerusi	2/2	Ahli	5/5
Dato' Dr. Mohd Shahari Ahmad Jabar ##	–	–	Pengerusi	1/1	Ahli	2/2	Ahli	2/2	Pengerusi	5/5
Dr Roslan A Ghafar #	Pengerusi	4/4	Ahli	1/1	Ahli	2/2	Ahli	2/2	–	–
Datuk Ahmad Zaki Zahid ##	Ahli	3/4	–	–	–	–	–	–	–	–
Mohd Lofty Mohamad Noh #	Ahli	4/4	–	–	–	–	–	–	–	–

Nota:

*# Pengerusi Lembaga Pengarah

** PUK

Pengarah bukan eksekutif bukan bebas

Pengarah bebas

@ PUK dilantik sebagai ahli Jawatankuasa ESOS bagi Skim ESOS 2007-2012

Amalan Terbaik Antarabangsa Bagi Tadbir Urus Korporat sambungan

Jawatankuasa Eksekutif Lembaga Pengarah (EXCO)

Ditubuhkan pada 17 November 2005, bidang kuasa EXCO adalah:

- i Memberi panduan kepada pihak Pengurusan dalam pelaksanaan Inisiatif Transformasi Syarikat Berkaitan Kerajaan;
- ii Mengkaji usul perniagaan dan mengesyorkan rancangan serta belanjawan tahunan Syarikat kepada Lembaga Pengarah untuk diluluskan;
- iii Menimbang dan mengkaji semula isu-isu penting dan/atau utama berkaitan hala tuju perniagaan Syarikat; dan
- iv Membincangkan semua urusan dan isu-isu utama berkaitan Syarikat yang memerlukan kelulusan EXCO atau Lembaga Pengarah, sejajar dengan Had Autoriti yang diluluskan.

Jawatankuasa Pencalonan (JP)

Ditubuhkan pada 31 Oktober 2001, bidang kuasa JP adalah:

- i Mengenalpasti dan mengesyorkan calon-calon baru kepada Lembaga Pengarah Syarikat dan Jawatankuasanya, dan juga calon-calon baru kepada Lembaga Pengarah syarikat-syarikat subsidiarinya. Semua keputusan dan pelantikan dibuat oleh Lembaga Pengarah masing-masing setelah mempertimbangkan syor JP;
- ii Membantu Lembaga Pengarah dan Jawatankuasanya serta para Pengarah menilai keberkesanan keseluruhannya secara berterusan; dan
- iii Membantu Lembaga Pengarah mengkaji secara berkala, gabungan kemahiran dan pengalaman serta kualiti-kualiti lain yang perlu dibawa oleh Pengarah Bukan Eksekutif ke dalam Lembaga Pengarah.

Jawatankuasa Imbuhan (JI)

Ditubuhkan pada 31 Oktober 2001, bidang kuasa JI adalah:

- i Untuk menentu dan mengesyorkan kepada Lembaga Pengarah, rangka kerja atau dasar umum pakej-pakej imbuhan Pengerusi Lembaga Pengarah, Pengarah Urusan Kumpulan dan para pegawai pengurusan kanan lain yang ditetapkan untuk pertimbangan Jawatankuasa;
- ii Untuk menetapkan satu prosedur rasmi dan telus bagi mewujudkan dasar mengenai keseluruhan pakej imbuhan setiap individu bagi Pengarah Urusan Kumpulan dan para pegawai pengurusan kanan lain yang telah ditentukan termasuk, bonus, insentif dan opsyen saham, mengikut kesesuaian;
- iii Untuk merangka pakej imbuhan bagi Pengarah Urusan Kumpulan dan para pegawai pengurusan kanan lain yang ditentukan dengan matlamat untuk menarik dan mengekalkan pegawai pengurusan kanan berprestasi yang akan memberikan kejayaan kepada pemegang saham dan perkhidmatan bertaraf tinggi kepada pelanggan, disamping mempertimbangkan dengan sewajarnya imbuhan semasa, suasana pekerjaan dan persekitaran perniagaan di mana Syarikat beroperasi. Pakej imbuhan Pengarah Urusan Kumpulan dan pegawai pengurusan kanan lain ditentukan berdasarkan prestasi, dan dihubungkan dengan prestasi korporat dan individu. Sebaik sahaja dirumuskan, setiap pakej imbuhan dicadangkan kepada Lembaga Pengarah untuk diluluskan;
- iv Untuk mengkaji semula dan mengesyorkan kepada Lembaga Pengarah pada setiap tahun, peningkatan (jika ada) dasar dan pakej imbuhan Pengarah Urusan Kumpulan dan pegawai pengurusan kanan tertentu, dan sebarang isu lain berkaitan manfaat pegawai tersebut;

- v Untuk mengkaji semula sebarang perubahan besar dalam struktur manfaat pekerja di seluruh Syarikat, dan sekiranya perlu, mencadangkan kepada Lembaga Pengarah untuk diterimapakai; dan
- vi Untuk mengkaji dan mengesyorkan kepada Lembaga Pengarah agar menerimapakai rangka kerja bagi skim insentif tahunan Syarikat.

Rangka kerja bagi skim insentif tahunan termasuklah:

- Kenaikan gaji mengikut merit
- Bonus mengikut merit
- Insentif

Jawatankuasa ESOS (JE)

Jawatankuasa ESOS ditubuhkan bagi memastikan supaya pelaksanaan Skim Opsyen Saham Kakitangan (ESOS) ditadbir dengan saksama mengikut undang-undang kecil Skim ESOS Syarikat yang diluluskan oleh pemegang saham Syarikat.

Skim ESOS 2002-2007 diluluskan oleh Lembaga Pengarah pada 2 Ogos 2002 dan tamat tempoh pada 4 September 2007. Mesyuarat terakhir Jawatankuasa ESOS bagi Skim ESOS 2002-2007 telah diadakan pada 27 Mac 2007.

Selepas Skim ESOS 2002-2007 tamat, pemegang saham Syarikat (dalam sebuah Mesyuarat Agung Luar Biasa (EGM) pada 29 Mei 2007) telah meluluskan Skim ESOS 2007-2012 baru. Asas peruntukan saham dan peruntukan saham maxima yang benar dibahagikan kepada setiap kategori kakitangan turut dibentangkan kepada pemegang saham. Satu peruntukan khusus 2 juta saham baru kepada Pengarah Urusan Kumpulan di bawah Skim ESOS 2007-2012 juga diluluskan di mesyuarat yang sama.

Kemudiannya, pada 29 Oktober 2007, Jawatankuasa ESOS telah mempertimbangkan dan mengesyorkan kepada Lembaga Pengarah peruntukan pertama bagi Skim ESOS 2007-2012. Mengikut peruntukan pertama yang diluluskan, kakitangan syarikat yang layak dibahagikan saham ESOS, telah menerima 50% jumlah saham peruntukan masing-masing dengan harga RM3 sesaham, iaitu harga dengan premium 20% diatas harga pasaran semasa.

Tiada sebarang saham diperuntukkan kepada para pengarah bukan eksekutif di bawah Skim ESOS 2002-2007 dan juga di bawah Skim ESOS 2007-2012.

Jawatankuasa Audit (JA)

Bidang kuasa JA adalah sebagaimana dinyatakan dari muka surat 139 hingga 143 Laporan Tahunan ini.

2 IMBUHAN PENGARAH

Dalam menerimapakai amalan antarabangsa terbaik, Syarikat dengan ini mendedahkan sepenuhnya (dalam jadual 3 dan jadual 4 di bawah) jumlah tepat imbuhan yang dibayar kepada semua pengarah, secara berasingan dan individu. Pendedahan ini melebihi apa yang dikehendaki dalam Keperluan Penyenaraian, dan sejajar dengan amalan antarabangsa terbaik berhubung pendedahan imbuhan pengarah.

Lembaga Pengarah percaya bahawa pendedahan penuh ini akan:

- a mengemukakan ketelusan dan kebertanggungjawaban terhadap imbuhan Pengarah;
- b meyakinkan pemegang saham dan para pelabur bahawa imbuhan Pengarah adalah berdasarkan tanggungjawab dan sumbangan secara individu; dan
- c memudahkan pemegang saham dan para pelabur menilai rasional jumlah dan komponen-komponen imbuhan Pengarah Urusan Kumpulan, para pengarah yang menerima imbuhan tertinggi, dan pengarah eksekutif yang tunggal dalam syarikat.

Amalan Terbaik Antarabangsa Bagi Tadbir Urus Korporat sambungan

Jadual 3: Butiran Imbuhan Pengarah yang dibayar bagi tahun 2007.

Directors	Datuk Azlan Zainol	Shahril Ridza Ridzuan	Abdul Rahman Ahmad	Dato' Ahmad Ibnihajar	Dato' Dr. Mohd Shahari Ahmad Jabar	Dr Roslan A. Ghaffar	Datuk Ahmad Zaki Zahid	Mohamad Lotfy Mohamad Noh	
	Pengerusi Lembaga Pengarah			Pengerusi Jawatankuasa Imbuhan dan ESOS	Pengerusi Jawatankuasa Audit		Pengerusi EXCO		
Jawatankuasa	Bukan Eksekutif, Bukan Bebas	Pengarah Urusan Kumpulan	Pengarah Bukan Eksekutif, Bukan Bebas	Pengarah Bebas	Pengarah Bebas	Pengarah Bukan Eksekutif, Bukan Bebas	Pengarah Bebas	Pengarah Bukan Eksekutif, Bukan Bebas	
Tempoh:	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	1 Januari hingga 31 Disember 2007	Jumlah hingga 31 Disember
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Yuran	66		44	46	48	48	44	44	340
Gaji		472							472
Bonus		228							228
KWSP		164							164
Elaun	60	22							82
Perjalanan Percutian		60							60
Elaun Kereta		60							60
Pilihan Saham		141							141
Manfaat Seumpamanya		15							15
Yuarn daripada Syarikat Subsidiari					5	8			13
Jumlah	126	1,162	44	46	53	56	44	44	1,575

Jadual 4: Analisis Imbuhan Pengarah mengikut Kumpulan Tahap Imbuhan

Imbuhan Pengarah	Pengarah Eksekutif	Pengarah Bukan Eksekutif	Jumlah
RM0 – RM50,000	–	4	4
RM50,000 – RM100,000	–	2	2
RM100,001 – RM150,000	–	1	1
RM1,150,001 – RM1,200,000	1	–	1
Jumlah	1	7	8

Imbuhan Pengerusi, Pengarah Urusan Kumpulan dan kakitangan pengurusan kanan tertentu adalah berdasarkan kajian dan penilaian Jawatankuasa Imbuhan (JI) terhadap sumbangan setiap ahli yang diukur berbanding dengan pencapaian Petunjuk Prestasi Penting. Saranan kemudian akan dibuat oleh JI untuk diputuskan oleh Lembaga Pengarah berhubung imbuhan yang sesuai bagi setiap ahli tertentu.

Imbuhan para pengarah bukan eksekutif termasuk pengarah bebas ditentukan oleh Lembaga Pengarah. Semua pengarah bukan eksekutif menerima jumlah tetap, tetapi dibezakan mengikut sumbangan dan tanggungjawab tambahan setiap pengarah bukan eksekutif.

Yuran Pengarah seterusnya dibentangkan kepada para pemegang saham untuk diluluskan di Mesyuarat Agung Tahunan Syarikat (MAT).

3 TATACARA KEBERKESANAN LEMBAGA PENGARAH

Lembaga Pengarah bertindak secara bebas, sementara mengekalkan, tanggungjawab muktamad Lembaga Pengarah sentiasa menilai hala tuju, prestasi dan keberkesanan pengurusan Syarikat dalam memenuhi objektifnya.

a Tatacara Pelaksanaan Ahli Lembaga Pengarah

Semasa pelaksanaan tugas Lembaga Pengarah sentiasa mengikut panduan tugas dan bertanggungjawab pengarah yang terlingkung dalam undang-undang syarikat dan amalan-amalan pentadbiran syarikat. Selain daripada itu, Lembaga Pengarah juga turut menggariskan dan menuntut pengamalan Tatacara Pelaksanaan di kalangan ahlinya. Yang berbeza daripada tataetika yang wujudkan untuk kakitangan Syarikat.

b Penilaian Sendiri dan Peningkatan Berterusan

Pada bulan Disember 2007, Lembaga Pengarah sekali lagi telah menyempurnakan pelaksanaan penilaian sendiri untuk mengkaji keberkesananannya. Penilaian ini dibuat ke atas Lembaga Pengarah sebagai sebuah badan serta ke atas ahli-ahli Lembaga Pengarah secara individu.

Lembaga Pengarah juga telah mematuhi Tataurusian Pertubuhan Syarikat dengan mewajibkan sekurang-kurangnya satu pertiga daripada mereka perlu melalui pemilihan semula mengikut giliran pada setiap MAT. Tindakan begini memberikan para pemegang saham peluang untuk menilai prestasi setiap Pengarah secara giliran dan menentukan kesinambungan pelantikan.

Pada tahun ini, ahli Lembaga Pengarah telah menghadiri pelbagai kursus yang disesuaikan khusus untuk memaklumkan mereka berhubung perubahan undang-undang, peraturan, teknik dan amalan dalam kepimpinan serta pengurusan di peringkat Lembaga Pengarah.

Amalan Terbaik Antarabangsa Bagi Tadbir Urus Korporat Sambungan

c Hubungan Lembaga Pengarah dengan Pihak Pengurusan Syarikat

Pada tahun yang ditinjau hubungan antara Lembaga Pengarah dan pihak Pengurusan kekal kukuh dan padu. Lembaga Pengarah meyokong Pengurusan dengan menyediakan kepimpinan dan menetapkan sasaran perniagaan melalui Petunjuk Prestasi Penting dan Kad Skor Seimbang bagi pihak Pengurusan Kanan. Lembaga Pengarah juga turut menyediakan fungsi keseimbangan, membangkit dan membahaskan keputusan yang dibuat oleh Pengurusan sebelum disah dan diluluskan. Untuk kemudahan tindakan ini, satu sistem yang mantap dan tersusun telah disediakan, di mana Lembaga Pengarah akan diberi taklimat dan dikemaskini secara kerap berhubung prestasi Syarikat. Ini membolehkan Lembaga Pengarah memantau dengan dekat pencapaian sasaran yang telah ditetapkan. Ganjaran kepada pengurusan dan kakitangan, seperti bonus dan peruntukan ESOS, secara umumnya adalah berdasarkan prestasi kewangan dan pencapaian perniagaan. Ahli Lembaga Pengarah bukan eksekutif tidak memperuntukkan kepada diri mereka sendiri sebarang bonus atau peruntukan ESOS.

d Akses penuh kepada maklumat

Dalam proses melaksanakan tugas mereka, para Pengarah sentiasa mempunyai:

- i Akses penuh dan tidak terhalang kepada maklumat yang tepat dan terkini. Agenda dan satu set lengkap kertas untuk perhatian Lembaga Pengarah diedarkan sekurang-kurangnya tujuh hari sebelum mesyuarat Lembaga Pengarah atau Jawatankuasa-jawatankuasanya. Proses ini memastikan supaya para Pengarah mempunyai masa yang mencukupi untuk memahami perkara-perkara yang akan dibincangkan, justeru, menjadikan mereka termaklum dan bersedia untuk proses membuat keputusan semasa mesyuarat;
- ii Akses yang tidak terhalang kepada nasihat dan khidmat Setiausaha Syarikat serta ahli-ahli pengurusan kanan yang lain; dan
- iii Akses yang tidak terhalang kepada nasihat dan khidmat profesional luar dan bebas yang disediakan kepada ahli Lembaga Pengarah secara individu dan berkumpulan. Nasihat dan khidmat ini disediakan tanpa campurtangan Pengurusan.

Untuk mempertingkatkan kebertanggungjawaban Lembaga Pengarah dan Pengurusan Kanan, Syarikat telah menetapkan Had-had Autoriti diluluskan oleh Lembaga Pengarah, yang menggariskan had-had kuasa membuat kelulusan urusan-urusan bagi setiap peringkat Pengurusan urusan EXCO atau Lembaga Pengarah.

e Memastikan Keseimbangan

Ahli Lembaga Pengarah melaksanakan peranan mereka sebagai pihak yang mengimbangi peranan Pengurusan secara serius dan profesional. Cadangan dan syor-syor oleh Pengurusan secara serius dan profesional akan kemukakan diteliti, dibincang dan dibahaskan secara aktif dan membina di dalam mesyuarat Lembaga Pengarah dan dalam mesyuarat Jawatankuasa Lembaga Pengarah seperti EXCO dan Jawatankuasa Audit bagi memastikan supaya cadangan dan syor-syor tersebut adalah untuk kepentingan Syarikat. Lembaga Pengarah dan Jawatankuasa Lembaga Pengarah akan mengundang tinjauan Audit Dalaman serta Pengurusan Risiko. Kedua-duanya bebas daripada Pengurusan dan melapor langsung kepada Jawatankuasa Audit dan Lembaga Pengarah.

Cara perlaksanaan tersebut di atas adalah satu-satu cara yang kukuh dan berkesan, di mana langsung sebenar antara sebuah Lembaga Pengarah yang dinamik dan bertanggungjawab serta pihak Pengurusan yang bertindak secara langsung dan yang bertanggungjawab melebihi apa yang dizahirkan di dalam Penyata ini. Ini telah menghasilkan persekitaran di mana Syarikat beroperasi secara beretika, telus dan profesional untuk kepentingan pemegang saham.

f Pendekatan langsung

Lembaga Pengarah menerimapakai pendekatan secara langsung dalam melaksanakan peranannya. Pada tahun ini, Pengarah telah membuat lawatan ke tapak-tapak projek Syarikat di Dubai, Emiriah Arab Bersatu dan Pulau Pinang. Semasa lawatan tersebut, para Pengarah telah mendapat pemahaman yang lebih mendalam mengenai projek Syarikat dan cabaran yang dihadapi, justeru, mempertingkatkan lagi keberkesanan Lembaga Pengarah semasa perbincangan dan proses membuat keputusannya.

g Kebertanggungjawaban dan Maklumat Kewangan

Lembaga Pengarah berusaha memastikan supaya:

- i Penyata kewangan tahunan, pengumuman keputusan suku tahunan kepada pemegang saham, laporan kepada pengawalselia dan laporan-laporan umum sensitif harga Syarikat yang lain dibentangkan penilaian yang seimbang dan boleh difahami berkaitan kedudukan dan prospek Syarikat;
- ii Penyata kewangan Syarikat telah disediakan berasaskan dasar-dasar perakaunan yang telah digunakan secara konsisten dan betul, disokong oleh pertimbangan dan anggaran yang manusabah dan berhemat, dan mematuhi semua pawaian perakaunan yang digunapakai; dan
- iii rekod-rekod perakaunan adalah tepat dan berpatutan, serta mendedahkan kedudukan kewangan Syarikat secara benar dan saksama.

Penyata oleh para pengarah menurut Seksyen 169(15) Akta Syarikat, 1965 berkaitan penyediaan penyata kewangan dalam Laporan Kewangan di muka surat 94 hingga 99 dalam Laporan Tahunan ini di bawah tajuk "Penyata oleh Pengarah".

h Hubungan dengan Juruaudit Luaran

Syarikat menjalinkan hubungan yang telus dan profesional dengan juruaudit menerusi Jawatankuasa Audit (JA). Syarikat menggunakan perkhidmatan juruaudit luaran terutamanya untuk audit dan hal-hal berkaitan cukai.

Peranan JA berkaitan juruaudit dibentangkan di muka surat 139 hingga 143 dalam Laporan Tahunan ini.

4 KAWALAN DALAMAN

Lembaga Pengarah telah menjalankan langkah-langkah bagi memastikan kewujudan sistem kawalan dalaman yang berkesan, dan mengkaji kecukupan dan kewibawaan sistem kawalan dalaman Syarikat dari semasa ke semasa.

Lembaga Pengarah yakin bahawa sistem kawalan dalaman dan kewangan yang mantap akan memberi jaminan yang munasabah kepada:

- keberkesanan dan kecekapan operasi Syarikat
- kebolehpercayaan maklumat kewangan Syarikat
- pematuhan kepada undang-undang dan peraturan Malaysia serta negara-negara lain di mana Syarikat mempunyai penerokaan perniagaan di luar negara.

Penyata Kawalan Dalaman dibentangkan di muka surat 145 dalam Laporan Tahunan ini. Penyata Kawalan Dalaman juga disediakan berdasarkan keputusan pelaksanaan Penilaian Tahunan yang dijalankan oleh Audit Dalaman.

Amalan Terbaik Antarabangsa Bagi Tadbir Urus Korporat Sambungan

5 PENILAIAN TAHUNAN OLEH AUDIT DALAMAN

Untuk menyokong perisytiharan Pengarah dalam Penyata Kawalan Dalaman, Audit Dalaman telah menjalankan pelaksanaan Penilaian Tahunan terhadap prestasi umum dan keadaan kawalan dalaman unit perniagaan Syarikat yang beroperasi dan jabatan-jabatan perkhidmatan sokongan tertentu seperti Kewangan Kumpulan dan Sumber Manusia Kumpulan. Dalam Penilaian Tahunan tersebut, satu rangka kerja penarafan dan analisis yang diluluskan oleh JA telah digunakan. Penilaian Tahunan ini menyediakan pemeriksaan prestasi umum dan memberi penarafan kepada prestasi unit-unit perniagaan dan perkhidmatan sokongan, tahap kualiti, penyediaan perkhidmatan dan kepuasan pelanggan terhadap produk dan perkhidmatan Syarikat.

Penilaian Tahunan 2007 telah dikaji dan disyorkan oleh JA kepada Lembaga Pengarah untuk diluluskan. Merujuk kepada Penilaian Tahunan tersebut, dapat disimpulkan bahawa persekitaran kawalan dan struktur yang mantap telah tersedia dengan secukupnya dalam Syarikat, justeru membolehkan Lembaga Pengarah membuat perisytiharan yang sewajarnya dalam Penyata Kawalan Dalaman yang terkandung di muka surat 145.

6 PENGURUSAN RISIKO

Menyedari keperluan untuk mengenalpasti dan menguruskan risiko dengan sewajarnya, dan untuk terus melindungi aset dan pelaburan Syarikat, Lembaga Pengarah telah mewujudkan Rangka Kerja Pengurusan Risiko (RMF) pada 17 Februari 2003. RMF telah dikaji dan disemak semula pada 24 Februari 2005. Proses Pengurusan Risiko telah dilaksanakan sejak tahun 2003 di seluruh Syarikat dan telah disebatkan di dalam operasi Syarikat sebagai sebahagian daripada dasar dan prosedurnya.

Dasar dan pelaksanaan Pengurusan Risiko diterangkan dengan lebih lanjut di muka surat 148 hingga 149 dalam Laporan Tahunan ini.

7 TATACARA PEMBERITAHUAN MAKLUMAT: MEMPERTINGKATKAN NILAI PEMEGANG SAHAM

Untuk mempertingkatkan lagi perlindungan nilai pemegang saham dengan cara membasmi penipuan dan rasuah, Lembaga Pengarah telah menyediakan Manual Pencegahan Penipuan. Manual adalah panduan kepada Pengurusan dan kakitangan dalam mengekalkan piawaian tatacara dan kewibawaan tertinggi dalam semua urusan, dan memperincikan tanggungjawab Pengurusan untuk membentuk satu proses kawalan yang sesuai bagi mencegah dan mengesan penipuan. Ia juga mentakrif apa yang dimaksudkan dengan penipuan dan aktiviti berkaitan penipuan, dan mewujudkan satu rangka kerja untuk membasmi penipuan.

Manual Pencegahan Penipuan tersebut juga mengandungi seksyen berhubung dengan Tatacara Pemberitahuan Maklumat yang menggariskan saluran dan prosedur untuk membolehkan pemberitahu maklumat menyampaikan kemusykilan mereka kepada Lembaga Pengarah (sama ada melalui Pengerusi Jawatankuasa Audit atau Ketua Juruaudit Dalaman) tanpa penglibatan dan campur tangan pihak Pengurusan. Tatacara Pemberitahuan Maklumat turut menggariskan prosedur seterusnya yang perlu dijalankan untuk menyiasat dan menangani kes-kes penipuan.

8 JAMINAN KUALITI

Sebuah unit Peningkatan Proses di bawah Tadbir Urus Korporat telah menjalankan kajian bebas secara berterusan terhadap kualiti produk dan perkhidmatan Syarikat serta piawaian prosedur operasi Syarikat dan memberi maklum balas dan saranan untuk membantu Pengurusan mempertingkatkan peluang-peluang yang timbul daripada kajian tersebut. Proses ini membantu memastikan supaya penyediaan produk dan perkhidmatan kepada pelanggan Syarikat dilakukan dengan piawaian kualiti tertinggi. Ia turut membantu memastikan supaya prosedur operasi Syarikat dikemaskini dan mengambil kira perubahan dalam struktur Syarikat serta perubahan dan perkembangan industri.

9 JAMINAN KE ATAS PRESTASI SYARIKAT BERSEKUTU

Bagi mengawasi prestasi syarikat bersekutu, wakil-wakil daripada Syarikat dilantik ke dalam Lembaga Pengarah syarikat-syarikat bersekutu dan menghadiri mesyuarat Lembaga Pengarah berkenaan. Bagi syarikat-syarikat bersekutu yang aktif, maklumat kewangan utama dan isu-isu penting berkaitan syarikat-syarikat tersebut dikumpulkan dan dikaji oleh Lembaga Pengarah MRCB dari semasa ke semasa.

10 PEMEGANG SAHAM, PELABUR DAN PEMEGANG KEPENTINGAN

3 orang pengarah bebas yang menganggotai Lembaga Pengarah tidak mewakili mana-mana pemegang saham utama, justeru, mereka akan mewakili dan bertindak secara saksama untuk kepentingan pemegang saham, pelabur dan pemegang kepentingan minoriti. Lembaga Pengarah turut mengekalkan komunikasi dengan Kumpulan Pemerhati Pemegang Saham Minoriti Malaysia untuk kepentingan para pemegang saham minoriti.

Mengekalkan Ketelusan

Sebagai sebuah syarikat tersenarai awam yang bertanggungjawab terhadap pemegang sahamnya, Syarikat mengakui perlunya ketelusan dan pendedahan maklumat dalam urusan perniagaan utamanya.

Bagi memastikan supaya pemegang kepentingan dan masyarakat pelabur mendapat maklumat terkini mengenai prestasi, operasi dan perkembangan penting Syarikat, pelbagai pengumuman korporat yang diperlukan di bawah Keperluan Penyenaraian Bursa Malaysia Securities Berhad (termasuk siaran keputusan kewangan suku tahunan yang menepati masa) telah dilakukan sepanjang tempoh yang ditinjau. Disamping itu, maklumat terperinci mengenai acara dan perkembangan korporat Syarikat yang penting diumumkan menerusi media melalui siaran akhbar dan/atau sidang akhbar.

Pemegang saham, pelabur dan pemegang kepentingan boleh mengakses maklumat terkini berhubung projek-projek Syarikat, kedudukan kewangan suku tahunan dan maklumat korporat mengenai Syarikat di laman web awam korporatnya di www.mrcb.com.my.

Terdapat juga ikon “Hubungi Kami” di laman web Syarikat tersebut yang memberi capaian ke laman web di mana para pemegang saham dan pelabur boleh mengemukakan soalan dan ulasan mereka kepada Syarikat.

Tanggungjawab Produk

Sistem Pengurusan Perhubungan Pelanggan kami memastikan supaya maklumat produk dan perkhidmatan yang sewajarnya disediakan supaya mematuhi peraturan pemasaran dan komunikasi, dan bahawa maklumat pelanggan dirahsiakan dan tidak disebarkan ke luar syarikat. Tidak berlaku sebarang kejadian tidak mematuhi atau pelanggaran aduan terbukti tentang kerahsiaan pelanggan.

Amalan Terbaik Antarabangsa Bagi Tadbir Urus Korporat Sambungan

Mesyuarat Agung Tahunan (MAT)

MAT adalah satu lagi forum di mana Lembaga Pengarah berkomunikasi dengan para pemegang saham berkaitan kemajuan dan prestasi Syarikat, dan di mana Lembaga Pengarah menjelaskan isu-isu berkaitan aktiviti perniagaan, prestasi dan perkara-perkara lain yang berkaitan dengan Syarikat.

Sekiranya terdapat urusan khas atau resolusi khas yang dicadangkan, penjelasan mengenai kesan urusan khas dan resolusi khas tersebut akan diberikan di dalam notis MAT.

Sekiranya perlu, Pengerusi Lembaga Pengarah akan memberi jawapan bertulis kepada mereka yang mengemukakan pertanyaan bagi soalan-soalan yang tidak dapat dijawab secara spontan semasa MAT.

11 TRANSFORMASI SYARIKAT BERKAITAN KERAJAAN

Sejajar dengan usaha berterusan Kerajaan untuk merancang transformasi Syarikat Berkaitan Kerajaan (GLC), Syarikat juga meneruskan usahanya dan telah melaksanakan langkah-langkah untuk mempertingkatkan lagi organisasi dan prosesnya ke arah menjadi sebuah entiti perniagaan yang lebih kukuh, cekap dan sebuah warga korporat yang bertanggungjawab.

Salah satu inisiatif yang dijalankan untuk mencapai hasrat ini adalah pendedahan Petunjuk Prestasi Penting (KPI) Syarikat yang berperanan sebagai sasaran yang ditetapkan sendiri oleh Syarikat. Bagi tahun yang ditinjau, Syarikat telah melebihi sasaran yang diumumkannya di Bursa pada 28 Februari 2007:

Jadual 5: Pencapaian KPI 2007

	Sasaran KPI 2007 RM 'juta	Pencapaian KPI 2007 RM 'juta
Pertumbuhan Hasil Kumpulan	800	904
Keuntungan Kumpulan Sebelum Cukai	60	70
Pembangunan Hartanah Baru	700	740
Kejuruteraan, Infrastruktur & Lain-lain (Buku Pesanan)	1,500	1,541

Bagi KPI Tahun Kewangan 2008 yang diumumkan melalui Bursa Malaysia pada 27 Februari 2008, Syarikat telah menetapkan sendiri pencapaian sasaran Hasil sebanyak RM1.20 bilion dan sasaran Keuntungan Kumpulan Sebelum Cukai sebanyak RM90 juta. KPI ini turut menyertakan sasaran untuk mempertingkatkan asas perniagaan penting Syarikat iaitu Pembangunan Hartanah (RM1.3 bilion) dan Kejuruteraan, Infrastruktur & lain-lain (RM2.25 bilion).

Selain daripada itu, Syarikat juga telah mewujudkan Dasar Dividen, di mana Pembayaran Dividen (berjumlah 20% daripada Keuntungan Kumpulan selepas Cukai dan Kepentingan Minoriti) dijangka akan dibuat bagi tahun kewangan 2008.

12 TANGGUNGJAWAB SOSIAL KORPORAT (CSR)

Dalam usaha Syarikat mencapai objektif perniagaannya untuk mencatat pertumbuhan dalam mempertingkatkan nilai kepada pemegang saham dan nilai kepada pemegang kepentingan, ia sentiasa menyedari hakikatnya sebagai satu bahagian penting dalam masyarakat di mana ia beroperasi.

Sepanjang tahun 2007, Syarikat telah memulakan beberapa projek CSR. Sebanyak 25 program Khidmat Masyarakat telah dijalankan di mana enam daripadanya memfokus secara khusus terhadap pembangunan remaja dan lima terhadap peningkatan alam sekitar. Syarikat juga menyertai program Peningkatan Peluang Pekerjaan Lulusan Ijazah (GREEN) iaitu sebuah program yang dimulakan oleh Khazanah Holdings Berhad. Di bawah program ini, lulusan ijazah diberi latihan semasa kerja dalam persekitaran perniagaan Syarikat untuk membantu mereka bersedia menghadapi kerjaya masa depan mereka.

Butiran program CSR Syarikat disediakan di muka surat 16 hingga 21 dalam Laporan Tahunan ini.

Lembaga Pengarah percaya bahawa Syarikat telah mencatat kemajuan besar dalam prestasinya dan kini sedang terus berusaha untuk memperoleh pertumbuhan perniagaan yang kekal. Untuk mencapai tujuan tersebut, Lembaga Pengarah serta pihak Pengurusan telah bersama-sama berusaha untuk mengukuhkan proses tadbir urus Syarikat, bukan hanya dengan mematuhi Kod dan Keperluan Penyenaraian, malah menerima pakai pelbagai amalan antarabangsa terbaik berhubung tadbir urus korporat. Lembaga Pengarah percaya usaha ini adalah satu proses berterusan dan berusaha untuk melonjakkan Syarikat menjadi peneraju dalam bidang ini, sebagaimana yang digambarkan oleh Penyata di atas.

Penyata berhubung Tadbir Urus Korporat ini diluluskan oleh Lembaga Pengarah menerusi resolusinya pada 26 Februari 2008.

Lembaga Pengarah

Malaysian Resources Corporation Berhad

The Board's Report On The Audit Committee

1 PRINCIPLES OF THE CODE

The Board has ensured that the best practices principles prescribed in the Code in relation to the Audit Committee (AC) have been applied. The Code prescribes that:

- a The AC members shall be appointed by the Board of Directors amongst the Directors, and shall consist of not less than 3 members. All AC members must be non-executive directors. The majority of AC members, including the Chairman, must be independent Directors. The Chairman must also be an independent director. An alternate director cannot be appointed as an AC member.
- b At least one AC member must be a member of the Malaysian Institute of Accountants (MIA), or a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967, and have at least 3 years' relevant working experience.
- c In the event of any vacancy in the AC resulting in the non-compliance of the above requirements, the Company must fill the vacancy within 3 months.
- d The AC shall meet at least 4 times in a year to discuss any matters raised by the auditors in discharging their functions. The quorum for a meeting of the AC shall be 3, of which the majority must be independent directors.

2 AC'S FUNCTIONS

a Terms of Reference

The Board has approved an updated Terms of Reference for the AC on 24 February 2005, as outlined below:

- i The AC shall be granted the authority to investigate any activity of the Company, its subsidiaries and employees. All employees shall be directed to cooperate as requested by AC members.
- ii The AC shall be empowered to retain persons having special competence as necessary to assist the AC in fulfilling its responsibilities.
- iii The AC shall provide assistance to the Board in fulfilling its fiduciary responsibilities, particularly relating to business ethics, policies, financial management & control.
- iv The AC, through regularly scheduled meetings, shall maintain a direct line of communication between the Board, External Auditor, Internal Auditor and Management.
- v The AC shall provide greater emphasis on the Audit function by increasing the objectivity and independence of the External and Internal Auditors, and providing a forum for discussion that is independent of the Management.
- vi The AC shall verify all ESOS allocations to ensure that they are done in compliance with the criteria disclosed by the Company to its employees.

b Authority

The AC shall have the following authority as empowered by the Board of Directors:

- i Has authority to investigate any matter within its terms of reference;
- ii Has the resources which are required to perform its duties;
- iii Has full, free and unrestricted access to any information, records, properties and personnel of the Company;
- iv Has direct communication channels with the external auditors and internal auditors;
- v Be able to obtain independent professional or other advice; and
- vi Be able to convene meetings with the external auditors and internal auditors together with other independent members of the Board (i.e. excluding the non-independent and executive members) at least twice a year, or whenever deemed necessary. The AC should also be able to meet exclusively among itself whenever deemed necessary.

c Duties and Responsibilities

The duties and responsibilities of the AC are as follows:

- i To consider the appointment of the external auditor, the audit fee and any issue of resignation or dismissal;
- ii To discuss with the external auditor before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- iii To review the assistance given by the employees of the Company to the external auditor;
- iv To discuss with the external auditor, his audit report and his evaluation of the system of internal controls;
- v To review the quarterly and year-end financial statements of the Company, prior to the approval by the board of directors, focusing particularly on:
 - Any changes in accounting policies and practices;
 - Significant adjustments arising from the audit;
 - The going concern assumption;
 - Compliance with accounting standards and other legal requirements;
- vi To discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of Management where necessary);
- vii To review the external auditor's management letter and Management's response;

The Board's Report On The Audit Committee cont'd

viii To do the following in relation to the Internal Audit function:

- Review, on an ongoing basis, the adequacy of the scope and resources of the Internal Audit function, and that it has the necessary authority to carry out its work;
- Review the Internal Audit programme, processes, the results of the internal audit programme and investigations undertaken. Where necessary, the AC will ensure that appropriate action is taken on the reports and recommendations of the Internal Audit function, and that all the above are not subject to Management's approval or clearance;
- Review any appraisal or assessment of the performance of members of the Internal Audit function;
- Determine and recommend to the Board the remit of the Internal Audit function, including the remuneration of the Chief Internal Auditor;
- Monitor closely significant disagreement(s) between Internal Audit and Management, whether resolved or not.

ix To ensure that all serious allegations involving issues such as fraud, misconduct and criminal breach of trust are brought to the AC's attention. An investigation must obtain the clearance of the AC Chairman before it can proceed, and the AC is empowered to review the major findings of such internal investigations as well as Management's response;

x To consider any related party transactions and conflict of interest situation that may arise within the Company including any transaction, procedure or conduct that raises questions on Management's integrity;

xi To obtain satisfactory response from the Management on the Internal Audit reports and reports issued by external auditors;

xii To submit a summary report to the Board after each AC meeting to advise on issues discussed, as well as an annual report to the Board highlighting material concerns discovered by Internal Audit during the year;

xiii To oversee the Risk Management function of the Company, and report to the Board significant changes in the business and the external environment which affect key risks;

xiv Where review of audit reports of subsidiaries and any related corporation also falls under the jurisdiction of the AC, all the abovementioned functions shall also be performed by the AC in co-ordination with the Board of Directors of the subsidiaries and related corporation;

xv To review arrangements established by the Management for compliance with any regulatory or other external reporting requirements, by-laws and regulation related to the Company's operations;

xvi To verify all ESOS allocations to ensure that they are done in compliance with the criteria disclosed by the Company to its employees.

xvii To consider other topics as defined by the Board.

3 INTERNAL AUDIT

The Company supports Internal Audit as an independent assurance and consulting function to examine and evaluate its activities, as well as provide advice and value-added service to the Management.

The objectives, mission, scope, organisation, authority and responsibilities of Internal Audit (which is part of MRCB's Corporate Governance function) is clearly spelt out in the Internal Audit Charter established on 17 January 2005 for MRCB Group. The Internal Audit function had operated and performed in accordance with the principles of the Charter.

4 ACTIVITIES

a AC Meetings

5 AC meetings were held for the year on 16 February 2007, 11 May 2007, 19 June 2007, 15 August 2007 and 19 November 2007.

A whole range of issues affecting the operations of the Company and its subsidiaries were thoroughly reviewed and deliberated at these meetings. AC members take their role seriously and professionally to assist the Board in providing a check and balance on Management. Audit reports and other matters brought to the AC are constructively and impartially questioned, challenged and debated to ensure that such proposals and recommendations are in the best interests of the Company. In doing so, the AC gathers inputs from Internal Audit and Risk Management, functions that are independent of Management and report directly to the Audit Committee and the Board. Inputs are also gathered from the External Auditor as necessary.

Major issues and concerns were further elevated to the Board's attention for its review, deliberation and decision.

The above is truly a 'substance over form' matter, where actual interaction between a professional and impartial AC and a hands-on and accountable Management go beyond what is detailed in this Statement, and has resulted in an environment where the Company is run in an ethical, transparent and professional manner in the best interests of the shareholders.

b Composition of AC Members and Attendance at AC Meetings

The composition of AC members and attendance at AC meetings are set out as per table 2 on page 111 of this Annual Report. The AC currently has 3 members, of which 2 members, Dato' Dr. Mohd Shahari Ahmad Jabar (Chairman), and Dato' Ahmad Ibnihiyar are independent directors. En Abdul Rahman Ahmad, a non-independent non-executive director, is also a member of the Malaysian Institute of Accountants (MIA).

The Chief Internal Auditor (Head of Corporate Governance) reports functionally directly to the AC, and attends all AC meetings.

The GMD and Chief Financial Officer only attend AC meetings by invitation, to clarify and respond to queries related to the issues discussed. Similarly, the relevant Heads of companies/departments and their Management team are also invited to attend when audit reports on their companies/departments are tabled for discussion.

The AC also met with the External Auditor twice during the year independent of Management, wherein the AC members can obtain further information and discuss issues that AC members or the External Auditor believe should be brought to the attention of the Directors or shareholders.

The External Auditor was given the right to appear and be heard at any AC meeting that they deem necessary.

The Board's Report On The Audit Committee cont'd

c Reviews

During the year, the AC conducted the following reviews:

i Financial statements

- The Company's quarterly financial result announcements;
- The Company's year-end financial statements;
- Related party transactions that arose within the Company.

ii Internal Audit

- Annual audit plan proposed by the Chief Internal Auditor;
- Audit reports presented by the Chief Internal Auditor on the Company and its subsidiaries, and findings and recommendations with respect to system and control weaknesses arising from the audits;
- Follow-up audits to determine the status of implementation of the recommendations made by Internal Audit.

iii External Audit

- The External Auditor's reports in relation to audit and accounting issues arising from its audit, and updates of new developments on accounting standards issued by the Malaysian Accounting Standards Board;
- Annual audit strategy and plan of the External Auditor.

iv Risk Management

- Quarterly Business Risk Management Reports of the Risk Management Working Committee.
- Internal Audit's review of the effectiveness of the Company's risk management process.

(Please refer to page 146 to 147 for disclosure on the Company's Risk Management)

v Statement of Compliance of Employee's Share Option Scheme (ESOS) Allocation

The AC confirms that the criteria for allocation of options under the 2002-2007 ESOS Scheme and 2007-2012 ESOS Scheme have been verified, and hereby confirms that the allocation of the options were in compliance with the criteria disclosed by the Company to its employees.

This Report of the Audit Committee is approved by the Board of Directors via its resolution on 26 February 2008.

Board of Directors
Malaysian Resources Corporation Berhad

Laporan Lembaga Pengarah Berkenaan Jawatankuasa Audit

1 PRINSIP-PRINSIP KOD

Lembaga Pengarah telah memastikan supaya prinsip-prinsip amalan terbaik yang terkandung dalam Kod berkaitan Jawatankuasa Audit (JA) telah digunakan. Kod menggariskan bahawa:

- a Ahli-ahli JA hendaklah dilantik oleh Lembaga Pengarah dari kalangan Pengarah, dan hendaklah terdiri tidak kurang daripada 3 orang ahli. Semua ahli JA mestilah merupakan pengarah bukan eksekutif. Majoriti ahli JA termasuk Pengerusi mestilah Pengarah Bebas. Pengarah gantian tidak boleh dilantik sebagai ahli JA.
- b Sekurang-kurangnya seorang ahli JA mestilah merupakan ahli Institut Akauntan Malaysia (MIA), atau ahli salah satu pertubuhan akauntan yang dinyatakan di dalam Bahagian II Jadual Pertama Akta Akauntan 1967, dan mempunyai sekurang-kurangnya 3 tahun pengalaman bekerja dalam bidang berkaitan.
- c Jika berlaku sebarang kekosongan dalam JA sehingga menyebabkan ketidakpatuhan terhadap keperluan di atas, Syarikat hendaklah mengisi kekosongan itu dalam tempoh 3 bulan.
- d JA hendaklah bermesyuarat sekurang-kurangnya 4 kali setahun bagi membincangkan sebarang perkara yang dibangkitkan oleh juruaudit dalam melaksanakan fungsi mereka. Kuorum bagi sesebuah mesyuarat JA hendaklah terdiri daripada 3 orang, yang mana majoriti daripada mereka mestilah Pengarah Bebas.

2 FUNGSI JA

a Terma Rujukan

Lembaga Pengarah telah meluluskan Bidang Kuasa JA yang dikemaskini pada 24 Februari 2005 sebagaimana digariskan di bawah:

- i JA diberikan autoriti untuk menyiasat sebarang aktiviti Syarikat, syarikat-syarikat subsidiari dan kakitangannya. Semua kakitangan diarahkan untuk bekerjasama seperti yang diminta oleh ahli-ahli JA.
- ii JA diberikan kuasa untuk mengekalkan individu yang mempunyai daya saing khusus bagi membantu JA dalam melaksanakan tanggungjawabnya.
- iii JA akan membantu Lembaga Pengarah dalam memenuhi tanggungjawab fidusiarinya, khususnya berkaitan etika perniagaan, dasar, pengurusan & kawalan kewangan.
- iv Melalui mesyuarat yang diadakan secara berkala, JA mengekalkan suatu saluran langsung bagi komunikasi di antara Lembaga Pengarah, Juruaudit Luar, Juruaudit Dalaman dan Pengurusan.
- v JA akan memberikan lebih penekanan terhadap fungsi audit dengan meningkatkan objektiviti dan kebebasan Juruaudit Dalaman dan Juruaudit Luar dan dengan menyediakan forum untuk perbincangan yang bebas daripada Pengurusan.
- vi JA hendaklah mengesahkan semua peruntukan ESOS untuk memastikan supaya ia dijalankan sejajar dengan kriteria yang didedahkan oleh Syarikat kepada kakitangannya.

Laporan Lembaga Pengarah Berkenaan Jawatankuasa Audit sambungan

b Authoriti

JA hendaklah mempunyai autoriti berikut seperti yang diberikan oleh Lembaga Pengarah:

- i Mempunyai kuasa untuk menyiasat sebarang perkara dalam terma rujukannya;
- ii Mempunyai sumber-sumber yang diperlukan bagi melaksanakan tugas-tugasnya;
- iii Mempunyai akses sepenuhnya, bebas dan tanpa halangan kepada sebarang maklumat, rekod, aset dan kakitangan Syarikat;
- iv Mempunyai saluran komunikasi langsung dengan juruaudit luar dan juruaudit dalaman;
- v Boleh mendapatkan nasihat profesional bebas atau nasihat lain; dan
- vi Boleh mengadakan mesyuarat dengan Juruaudit Luar dan Juruaudit Dalaman bersama ahli bebas Lembaga Pengarah yang lain (iaitu tanpa kehadiran ahli-ahli bukan bebas dan eksekutif) sekurang-kurangnya dua kali setahun atau apabila dianggap perlu. JA juga hendaklah bermesyuarat secara eksklusif di kalangan ahlinya apabila perlu.

c Tugas dan Tanggungjawab

Tugas dan tanggungjawab JA adalah seperti berikut:

- i Untuk mempertimbangkan pelantikan Juruaudit Luar, yuran audit dan sebarang isu mengenai perletakan jawatan atau pemecatan;
- ii Untuk berbincang dengan Juruaudit Luar, sebelum audit dimulakan, bentuk dan skop audit yang akan dijalankan dan memastikan wujudnya penyelarasan apabila lebih daripada satu firma audit terlibat;
- iii Untuk mengkaji kerjasama yang diberikan oleh kakitangan Syarikat kepada Juruaudit Luar;
- iv Untuk berbincang dengan Juruaudit Luar berkenaan laporan audit dan penilaiannya mengenai sistem kawalan dalaman;
- v Untuk mengkaji penyata kewangan suku tahunan dan akhir tahun Syarikat sebelum diluluskan oleh Lembaga Pengarah, dengan memberikan perhatian khususnya kepada:
 - Sebarang perubahan dasar dan amalan perakaunan;
 - Pelarasan penting yang timbul daripada audit tersebut;
 - Andaian perniagaan berterusan; dan
 - Pematuhan kepada piawaian perakaunan dan keperluan perundangan yang lain;

- vi Untuk membincangkan masalah dan persoalan yang timbul daripada audit interim dan audit akhir, dan sebarang perkara yang mungkin ingin dibincangkan oleh juruaudit Luar ingin bincangkan (tanpa kehadiran Pengurusan, jika perlu);
- vii Untuk mengkaji semula surat pengurusan Juruaudit Luar dan tindak balas pengurusan;
- viii Untuk melaksanakan perkara-perkara berikut berhubung fungsi Audit Dalaman:
 - Mengkaji, dari semasa ke semasa, skop dan sumber fungsi Audit Dalaman, dan bahawa ia mempunyai autoriti yang diperlukan untuk menjalankan tugasnya;
 - Mengkaji semula program, proses, keputusan program Audit Dalaman dan penyiasatan yang dijalankan. Apabila perlu, JA akan memastikan supaya tindakan sewajarnya diambil atas laporan dan cadangan fungsi Audit Dalaman, dan bahawa semua perkara di atas tidak tertakluk kepada kelulusan atau kebenaran Pengurusan;
 - Mengkaji sebarang penaksiran atau penilaian prestasi kakitangan fungsi Audit Dalaman;
 - Menentukan dan mengesyorkan kepada Lembaga Pengarah, bidang kuasa fungsi Audit Dalaman, termasuk imbuhan Ketua Juruaudit Dalaman; dan
 - Memantau secara dekat, percanggahan pendapat yang ketara antara Audit Dalaman dan Pengurusan, sama ada telah diselesaikan atau tidak.
- ix Untuk memastikan yang semua tuduhan serius yang melibatkan isu-isu seperti penipuan, salah laku dan pecah amanah dibawa ke perhatian JA. Penyiasatan mestilah mendapat kelulusan Pengerusi JA sebelum ia dijalankan, dan JA diberi kuasa untuk mengkaji penemuan utama dalam penyiasatan dalaman sedemikian serta tindak balas Pengurusan mengenainya;
- x Untuk mempertimbangkan sebarang urusniaga pihak berkaitan dan situasi konflik kepentingan yang mungkin timbul di dalam Syarikat termasuk sebarang urusniaga, prosedur atau tatacara yang mempersoalkan integriti Pengurusan;
- xi Untuk mendapatkan tindak balas yang memuaskan daripada Pengurusan mengenai laporan Audit Dalaman dan laporan yang dikeluarkan oleh Juruaudit Luar;
- xii Untuk menghantar ringkasan laporan kepada Lembaga Pengarah selepas setiap mesyuarat JA, untuk memaklumkan tentang isu-isu yang telah dibincangkan, serta satu laporan tahunan kepada Lembaga Pengarah yang mengetengahkan kemusykilan penting yang ditemui oleh Audit Dalaman pada tahun ini;
- xiii Untuk mengawasi fungsi Pengurusan Risiko Syarikat, dan melapor kepada Lembaga Pengarah berhubung perubahan penting dalam perniagaan dan persekitaran luaran yang mempengaruhi kepada risiko-risiko utama;
- xiv Apabila kajian laporan audit syarikat-syarikat subsidiari dan mana-mana syarikat berkaitan juga terkandung di bawah bidang kuasa JA, semua fungsi tersebut akan dilaksanakan oleh JA dengan kerjasama Lembaga Pengarah syarikat-syarikat subsidiari dan syarikat-syarikat berkaitan;
- xv Untuk mengkaji aturan yang diwujudkan oleh Pengurusan bagi pematuhan dengan mana-mana peraturan atau keperluan laporan luaran lain, undang-undang kecil dan peraturan berkaitan operasi Syarikat; dan
- xvi Untuk mengesahkan peruntukan ESOS bagi memastikan supaya ia dilakukan dengan mematuhi kriteria yang didedahkan oleh Syarikat kepada kakitangannya.
- xvii Untuk mempertimbangkan topik-topik lain sebagaimana ditakrif oleh Lembaga Pengarah.

Laporan Lembaga Pengarah Berkenaan Jawatankuasa Audit sambungan

3 AUDIT DALAMAN

Syarikat menyokong Audit Dalaman sebagai sebuah fungsi jaminan dan perundingan bebas untuk memeriksa dan menilai aktiviti-aktiviti Syarikat serta menyediakan nasihat dan perkhidmatan tambah nilai kepada Pengurusan.

Objektif, misi, skop, organisasi, autoriti dan tanggungjawab Audit Dalaman (yang merupakan sebahagian daripada fungsi Tadbir Urus Korporat MRCB) dinyatakan dengan jelas dalam Piagam Audit Dalaman yang diwujudkan pada 17 Januari 2007 untuk Kumpulan MRCB. Fungsi Audit Dalaman telah beroperasi dan dilaksanakan selaras dengan prinsip-prinsip Piagam.

4 AKTIVITI

a Mesyuarat JA

5 mesyuarat JA telah diadakan sepanjang tahun pada 16 Februari 2007, 11 Mei 2007, 19 Jun 2007, 15 Ogos 2007 dan 19 November 2007.

Pelbagai isu yang menjejaskan operasi Syarikat dan syarikat-syarikat subsidiarinya telah dikaji dan dibincangkan dengan teliti dalam mesyuarat-mesyuarat tersebut. Ahli-ahli JA melaksanakan peranan mereka secara serius dan profesional untuk membantu Lembaga Pengarah mengimbangi kepada peranan Pengurusan. Laporan audit dan hal-hal lain yang dikemukakan kepada JA akan diteliti, dibincang dan dibahasakan dengan sikap membina dan saksama bagi memastikan supaya cadangan dan saranan tersebut adalah untuk kepentingan Syarikat. JA akan mengundang sumbangan Audit Dalaman serta Pengurusan Risiko yang mana kedua-duanya adalah fungsi yang bebas daripada Pengurusan dan melapor secara langsung kepada Jawatankuasa Audit dan Lembaga Pengarah. Pandangan daripada Juruaudit Luar juga akan diminta jika perlu.

Isu dan kemusykilan penting seterusnya akan dibawa kepada perhatian Lembaga Pengarah untuk dikaji, dibincang dan diputuskan olehnya.

Cara pelaksanaan tersebut di atas adalah satu-satu cara yang kukuh dan berkesan. Interaksi langsung antara sebuah JA yang profesional dan saksama dengan pihak Pengurusan yang bertindak secara langsung dan yang bertanggungjawab melebihi apa yang dizahirkan di dalam Penyata ini. Ini telah menghasilkan persekitaran di mana Syarikat beroperasi secara beretika, telus dan profesional untuk kepentingan pemegang saham.

b Komposisi Ahli JA dan Kehadiran Mesyuarat JA

Komposisi ahli JA dan kehadiran di mesyuarat JA adalah seperti yang dikemukakan dalam Jadual 2 di muka surat 123 dalam Laporan Tahunan ini. JA semasa terdiri daripada 3 orang ahli para pengarah. 2 daripadanya iaitu Dato' Dr. Mohd Shahari Ahmad Jabar (Pengerusi) dan Dato' Ahmad Ibnihajjar adalah pengarah bebas. Encik Abdul Rahman Ahmad, seorang pengarah bukan eksekutif bukan bebas, merupakan ahli Institut Akauntan Malaysia (MIA).

Ketua Juruaudit Dalaman (Ketua Tadbir Urus Korporat) secara fungsinya melapor langsung kepada JA, dan menghadiri semua mesyuarat JA.

Pengarah Urusan Kumpulan dan Ketua Pegawai Kewangan hanya menghadiri mesyuarat JA apabila dijemput, untuk menjelas dan memberi maklum balas terhadap pertanyaan berkaitan isu-isu yang dibincangkan. Begitu juga dengan Ketua-ketua syarikat/jabatan dan pasukan Pengurusan mereka akan turut dijemput untuk hadir apabila laporan audit berhubung syarikat/jabatan mereka dibentangkan untuk perbincangan.

JA telah turut bermesyuarat dengan Juruaudit Luar dua kali dalam pada tahun ini, tanpa kehadiran Pengurusan. Dalam mesyuarat ini ahli JA terima maklumat lanjut dan membincang isu-isu yang ahli JA atau Juruaudit Luar ingin dibawa kepada perhatian para Pengarah atau pemegang saham.

Juruaudit Luar berhak untuk menghadiri yang mana satu mesyuarat JA mengikut kehendak Juruaudit Luar.

c Kajian

Pada tahun ini, JA telah menjalankan kajian-kajian berikut:

i Penyata kewangan

- i
 - Pengumuman keputusan kewangan suku tahunan Syarikat;
 - Penyata kewangan akhir tahun Syarikat;
 - Urusniaga pihak berkaitan yang timbul di dalam Syarikat.

ii Audit Dalaman

- Rancangan audit dalaman yang dicadangkan oleh Ketua Juruaudit Dalaman;
- Laporan audit yang dibentangkan oleh Ketua Audit Dalaman berhubung Syarikat dan syarikat-syarikat subsidiarinya, serta penemuan dan saranan berhubung kelemahan sistem dan kawalan yang timbul daripada audit;
- Audit susulan untuk menentukan status pelaksanaan cadangan yang dikemukakan oleh Audit Dalaman.

iii Audit Luar

- Laporan Juruaudit Luar berkaitan isu-isu audit dan perakaunan yang timbul daripada auditnya dan kemaskini perkembangan baru mengenai piawaian perakaunan yang dikeluarkan oleh Lembaga Piawaian Perakaunan Malaysia;
- Strategi dan rancangan audit tahunan Juruaudit Luar.

iv Pengurusan Risiko

- Laporan Pengurusan Risiko Perniagaan Suku Tahunan oleh Jawatankuasa Kerja Pengurusan Risiko.
- Penilaian tahunan Audit Dalaman mengenai keberkesanan proses pengurusan risiko Syarikat.

(Sila rujuk muka surat 148 hingga 149 untuk pendedahan Pengurusan Risiko Syarikat)

v Penyata Pematuhan Pembahagian Skim Opsyen Saham Kakitangan (ESOS)

JA mengesahkan bahawa kriteria pembahagian opsyen di bawah Skim ESOS 2002-2007 dan Skim ESOS 2007-2012 telah disemak, dan dengan itu mengesahkan bahawa peruntukan opsyen tersebut mematuhi kriteria yang didedahkan oleh Syarikat kepada kakitangannya.

Laporan Jawatankuasa Audit ini diluluskan oleh Lembaga Pengarah melalui resolusinya pada 26 Februari 2008.

Lembaga Pengarah
Malaysian Resources Corporation Berhad

Statement on Internal Control

The Code requires listed companies to maintain a sound system of internal control to safeguard shareholders' investments and the Company's assets. The Bursa Malaysia Securities Berhad Listing Requirements require Directors of listed companies to include a statement in the Annual Report on the Company's state of internal controls.

Set out below is the Board's Statement on Internal Control.

Key elements of the Company's internal control system are described below:

- i Clearly defined lines of authority and a divisionalised organisation structure for monitoring the conduct and operations of individual business units and support services departments;
- ii Clear division and delegation of responsibilities from the Board to Board Committees and to operating units, including authorisation levels for aspects of the business set out in the Company's Limits of Authority;
- iii Establishment of a Tender Committee to ensure transparency and integrity of the award process;
- iv A detailed budgeting process, where operating units prepare budgets for the coming year that are approved both at operating unit level and by the Board;
- v Monthly reporting of actual results and review against the budget, with major variances being followed up and management action taken where necessary;
- vi Monthly status report on division and department activities submitted to Performance Monitoring & Risk Management unit to be reviewed and discussed;
- vii Monitoring of performance, including discussion of any significant issues, at monthly divisional meetings as well as at senior management meetings chaired by the GMD;
- viii Regular and comprehensive information provided by Management to the Board and its committees, covering financial performance and key performance indicators including staff utilisation and cashflow performance;
- ix Regular Internal Audit visits and reviews, which provide independent assurance on the effectiveness of the Company's system of internal controls as well as advising Management on areas for further improvements.
- x Clearly documented internal policies and procedures set out in a series of standard operating procedures manuals, which is periodically reviewed for improvements and to reflect changes in business structures and processes as well as changes in external environments.

The Board believes that the development of the system of internal controls is an on-going process and has taken steps throughout the year under review to improve its internal control system, and will continue to do so on a regular basis.

To support the Directors' declaration in the Statement of Internal Control, Internal Audit has conducted an Annual Assessment exercise of the general performance and state of internal controls of the Company's operating business units and selected support services departments like Group Finance and Group Human Resource. In the Annual Assessment, a framework of ratings and analysis approved by the AC was used. The Annual Assessment provides a general 'health check' and rates the business units and support services' performance, level of quality, delivery and customer satisfaction of the Company's products and services.

The 2007 Annual Assessment was reviewed and recommended by the AC to the Board. From the results of the Annual Assessment, the Board is satisfied and hereforth declares that sound control environment and structure are adequately in place in the Company.

This Statement on Internal Control is approved by the Board of Directors via its resolution on 26 February 2008.

Board of Directors
Malaysian Resources Corporation Berhad

Penyata Kawalan Dalam

Kod memerlukan syarikat tersenarai mengekalkan sistem kawalan dalaman yang berwibawa untuk melindungi pelaburan pemegang saham dan aset Syarikat. Keperluan Penyenaraian Bursa Malaysia Securities Berhad menghendaki para Pengarah syarikat tersenarai untuk menyertakan satu penyata di dalam Laporan Tahunan berhubung keadaan kawalan dalaman Syarikat.

Berikut adalah Penyata Kawalan Dalam Lembaga Pengarah MRCB:

Elemen utama sistem kawalan dalaman Syarikat adalah seperti dinyatakan di bawah:

- i Garis autoriti dan sktruktur organisasi yang dibahagikan ditakrifkan dengan jelas untuk memantau tatacara dan operasi unit-unit perniagaan secara individu serta menyokong jabatan-jabatan perkhidmatan.
- ii Pembahagian dan delegasi tanggungjawab yang jelas daripada Jawatankuasa Lembaga Pengarah kepada unit operasi, termasuk peringkat kelulusan bagi semua aspek perniagaan yang dibentangkan di dalam Had Autoriti Syarikat.
- iii Pembentukan Jawatankuasa Tender bagi memastikan ketelusan dan kewibawaan proses pemberian tender.
- iv Proses belanjawan terperinci, di mana unit operasi menyediakan belanjawan bagi tahun akan datang yang diluluskan di peringkat unit operasi dan oleh Lembaga Pengarah penuh.
- v Laporan bulanan keputusan sebenar dan kajian berbanding belanjawan, dengan perbezaan utama akan diambil tindakan susulan dan tindakan pengurusan dibuat sekiranya perlu.
- vi Laporan status bulanan mengenai aktiviti-aktiviti bahagian dan jabatan diserahkan kepada Unit Pemantauan Prestasi & Pengurusan Risiko untuk dikaji dan dibincangkan.
- vii Pemantauan prestasi, termasuk perbincangan tentang isu-isu penting pada mesyuarat bulanan bahagian serta mesyuarat pengurusan kanan yang dipengerusikan oleh Pengarah Urusan Kumpulan.
- viii Penyediaan maklumat secara kerap dan komprehensif oleh Pengurusan kepada Lembaga Pengarah dan jawatankuasa-jawatankuasanya yang meliputi prestasi kewangan dan petunjuk prestasi utama termasuk penggunaan sumber manusia dan prestasi aliran tunai.
- ix Lawatan dan kajian secara kerap oleh Audit Dalam menyediakan jaminan bebas berhubung keberkesanan sistem kawalan dalaman Syarikat serta menasihati pihak Pengurusan berkenaan perkara-perkara yang harus dipertingkatkan lagi.
- x Dokumentasi dasar dan prosedur dalaman yang jelas dibentangkan dalam manual prosedur piawaian operasi. Ia dikaji secara berkala untuk dipertingkatkan dan disesuaikan dengan perubahan-perubahan dalam struktur dan proses perniagaan serta perubahan persekitaran luar.

Lembaga Pengarah percaya bahawa pembangunan sistem kawalan dalaman adalah proses berterusan dan telah mengambil langkah untuk meningkatkan sistem kawalan dalaman sepanjang tahun yang ditinjau, dan akan terus melakukannya dari semasa ke semasa.

Untuk menyokong pengisytiharan Pengarah dalam Penyata Kawalan Dalam, Audit Dalam telah menjalankan pelaksanaan Penilaian Tahunan terhadap prestasi umum dan keadaan kawalan dalaman unit-unit perniagaan Syarikat yang beroperasi dan jabatan perkhidmatan sokongan tertentu seperti Kewangan Korporat dan Sumber Manusia Kumpulan. Dalam Penilaian Tahunan tersebut, satu rangka kerja penarafan dan analisis yang diluluskan oleh JA telah digunakan. Penilaian Tahunan ini menyediakan pemeriksaan prestasi umum dan memberi penarafan kepada prestasi unit-unit perniagaan dan perkhidmatan sokongan, tahap kualiti, penyediaan perkhidmatan dan kepuasan pelanggan terhadap produk dan perkhidmatan Syarikat.

Penilaian Tahunan 2007 telah dikaji dan disyorkan oleh JA kepada Lembaga Pengarah. Daripada keputusan Penilaian Tahunan tersebut, Lembaga Pengarah berpuas hati dan dengan itu, mengisytiharkan bahawa persekitaran dan struktur kawalan yang berwibawa telah tersedia secukupnya di dalam Syarikat.

Penyata Kawalan Dalam ini telah diluluskan oleh Lembaga Pengarah melalui resolusinya pada 26 Februari 2008.

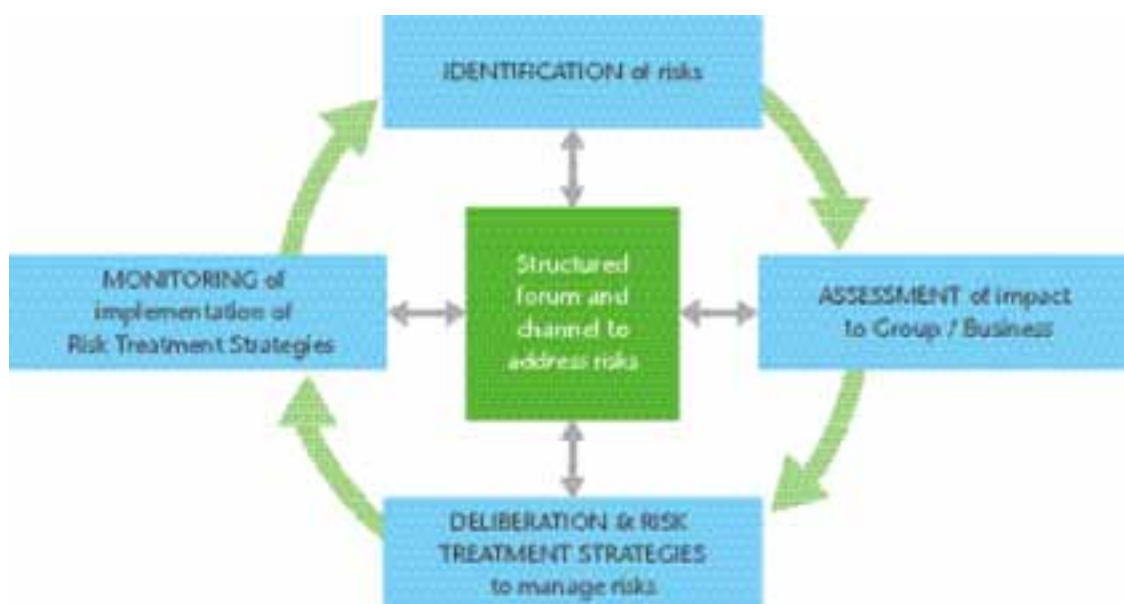
Risk Management Policy

Risk Management Policy

The Board recognizes that the Company operates in an ever-changing business environment, and that risks are inherent in the course of doing business. To ensure that the Company capitalises on all opportunities and has strategies in place to manage adverse effects resulting from its business operations, the Board has established a comprehensive Risk Management Policy and processes to continuously manage risks throughout the Company.

An outline of the Risk Management Cycle is illustrated in Chart 1 below.

Chart 1: Risk Management Cycle



Risk Management Framework and Process

To have a structured Company-wide process to handle risks, the Board had established a Risk Management Framework on 17 February 2003. The Framework and processes were further revised and streamlined on 24 February 2005.

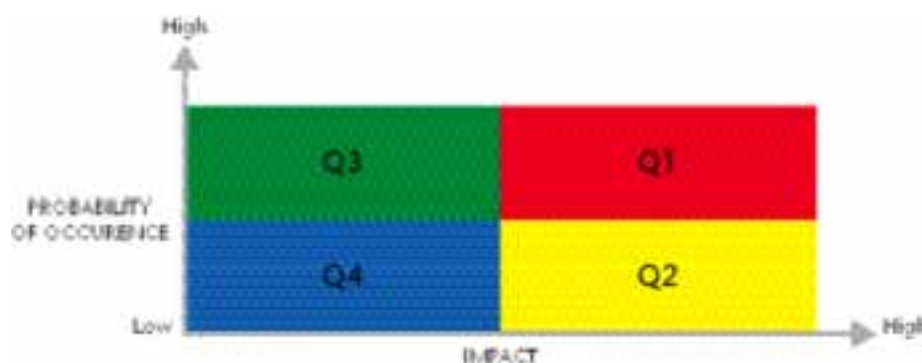
In the Risk Management process, potential risks are identified and managed at all levels of Management as an integral part of the Company's day-to-day operations. On a quarterly basis, risk profiles at each operating unit as well as the Company's strategic risks are identified and reviewed by the Risk Management Working Committee (RMWC), which is a senior management-level committee chaired by the GMD. Risk treatment and mitigation strategies are then decided and put in place to address those risks. The RMWC presents its report and recommendations to the Audit Committee (which oversees the Company's Risk Management function on behalf of the Board) for deliberation and consideration. The Audit Committee will in turn bring any strategic risk issues to the Board's attention.

In addition to the above, all new investments and divestments proposals also go through a comprehensive and independent risk evaluation process. An independent Risk Management unit within the Corporate Governance function facilitates this process, and is responsible for developing, coordinating and facilitating all risk management processes within the Company.

Risk Quadrant Methodology

In establishing risk profiles for the Company and its operating units, a Risk Quadrant methodology is used as the basis for systematically assessing and rating the risks. The identified risks are assessed and rated as Q1, Q2, Q3 or Q4, depending on the risk's impact and probability of occurrence. A diagram of the Risk Quadrant methodology and its brief explanation is illustrated in Chart 2 below:

Chart 2: Risk Quadrant



Q1: High Impact, High Probability of Occurrence

Q2: High Impact, Low Probability of Occurrence

Q3: Low Impact, High Probability of Occurrence

Q4: Low Impact, Low Probability of Occurrence

Risk Management Working Committee

The Risk Management Working Committee (RMWC), comprising the Company's senior management personnel, was established to centralise the Company's risk review, monitoring and management process.

In order to ensure effectiveness of the RMWC, its members comprise of the Company's senior management personnel. RMWC is chaired by the GMD, and its members comprise the Chief Financial Officer, Head of Human Resource as well as 2 other senior management representatives from the Company's core business areas. The Head of Corporate Governance is a permanent invitee to the RMWC. The Senior Manager, Risk Management acts as the Secretariat to the RMWC. This structure ensures representation from all core business and business support areas, thus enabling Company-wide Risk Management to be effectively implemented in the Company.

The RMWC meets at least once every quarter to review all major risks of the Company, to consider risk-mitigating strategies proposed by Management and to monitor the progress of implementation of such strategies.

During the year under review, 4 RMWC meetings were convened.

This Risk Management Report is approved by the Board of Directors via its resolution on 26 February 2008.

Board of Directors

Malaysian Resources Corporation Berhad

Laporan Pengurusan Risiko

Dasar Pengurusan Risiko

Lembaga Pengarah mengakui bahawa Syarikat beroperasi dalam persekitaran perniagaan yang sentiasa berubah, dan bahawa risiko telah sedia wujud di dalam proses menjalankan perniagaan. Bagi memastikan supaya Syarikat memanfaatkan semua peluang dan mempunyai strategi yang tersedia untuk menguruskan kesan-kesan buruk akibat operasi perniagaan, Lembaga Pengarah telah mewujudkan satu Dasar Pengurusan Risiko dan proses-proses yang menyeluruh supaya risiko di seluruh Syarikat akan sentiasa dapat diuruskan.

Satu rangka Kitaran Pengurusan Risiko digambarkan dalam Carta 1 di bawah

Carta 1: Kitaran Pengurusan Risiko



Rangka Kerja dan Proses Pengurusan Risiko

Untuk mendapatkan satu proses seluruh Syarikat untuk menangani risiko, Lembaga Pengarah telah mewujudkan satu Rangka Kerja Pengurusan Risiko pada 17 Februari 2003. Rangka kerja dan proses tersebut telah disemak dan diperkemas lagi pada 24 Februari 2005.

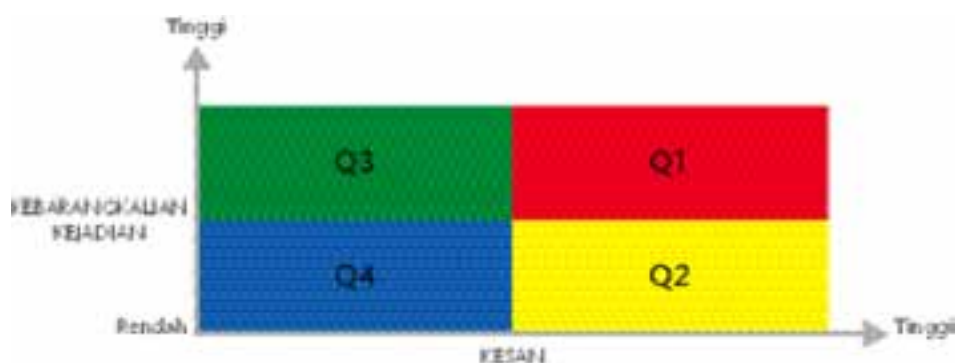
Dalam proses Pengurusan Risiko, risiko potensi dikenalpasti dan diuruskan di semua peringkat Pengurusan sebagai satu bahagian penting dalam operasi harian Syarikat. Setiap suku tahun, profil risiko di setiap unit operasi serta risiko strategik Syarikat dikenalpasti dan dikaji oleh Jawatankuasa Kerja Pengurusan Risiko (JKPR) yang merupakan sebuah jawatankuasa peringkat pengurusan kanan yang dipengerusikan oleh Pengarah Urusan Kumpulan. Strategi pengendalian dan pengurusan risiko kemudian diputuskan dan dilaksanakan untuk menangani risiko tersebut. JKPR membentangkan laporan dan syor-syornya kepada Jawatankuasa Audit (yang mengawasi fungsi Pengurusan Risiko Syarikat bagi pihak Lembaga Pengarah) untuk dibincang dan dipertimbangkan. Jawatankuasa Audit kemudian akan membawa sebarang isu risiko strategik kepada perhatian Lembaga Pengarah.

Selain daripada perkara di atas, semua cadangan pelaburan baru dan penarikan pelaburan turut melalui proses penilaian risiko menyeluruh dan bebas. Sebuah unit Pengurusan Risiko bebas di dalam fungsi Tadbir Urus Korporat membantu memudahkan proses ini, dan bertanggungjawab untuk membangun, menyelaraskan dan memudahkan semua proses pengurusan risiko di dalam Syarikat.

Kaedah Kuadran Risiko

Dalam mewujudkan profil risiko bagi Syarikat dan unit-unit operasinya, kaedah Kuadran Risiko digunakan sebagai asa untuk menilai dan memberi penarafan asas terhadap risiko. Risiko yang dikenalpasti dinilai dan diberi penarafan sebagai Q1, Q2, Q3 atau Q4, bergantung kepada kesan risiko dan kebarangkalian ia berlaku. Satu gambarajah kaedah Kuadran Risiko dan penerangan ringkasnya dipaparkan dalam Carta 2 di bawah:

Carta 2: Kuadran Risiko



Q1: Kesan Tinggi, Kebarangkalian Kejadian yang Tinggi

Q2: Kesan Tinggi, Kebarangkalian Kejadian yang Rendah

Q3: Kesan Rendah, Kebarangkalian Kejadian yang Tinggi

Q4: Kesan Rendah, Kebarangkalian Kejadian yang Rendah

Jawatankuasa Kerja Pengurusan Risiko

Jawatankuasa Kerja Pengurusan Risiko (JKPR) yang terdiri daripada kakitangan pengurusan kanan Syarikat, dibentuk untuk memusatkan kajian, pemantauan dan proses pengurusan risiko Syarikat.

Bagi memastikan keberkesanan JKPR ini, ahli-ahlinya terdiri daripada kakitangan pengurusan kanan Syarikat. JKPR dipengerusikan oleh Pengarah Urusan Kumpulan dan ahli-ahlinya terdiri daripada Ketua Pegawai Kewangan, Ketua Sumber Manusia serta dua orang wakil pengurusan kanan lain daripada bidang-bidang perniagaan teras Syarikat. Ketua Tadbir Urus Korprat adalah jempukan tetap ke JKPR. Pengurus Kanan, Pengurusan Risiko bertindak sebagai Sekretariat JKPR. Struktur ini memastikan perwakilan daripada semua perniagaan teras dan bidang-bidang sokongan perniagaan, justeru, membolehkan Pengurusan Risiko segenap Syarikat dilaksanakan dengan berkesan di dalam Syarikat.

JKPR bermesyuarat sekurang-kurangnya sekali setiap suku tahun untuk mengkaji semua risiko utama Syarikat, untuk mempertimbangkan strategi pengurangan risiko yang dicadangkan oleh Pengurusan dan untuk memantau perkembangan pelaksanaan strategi tersebut.

Pada tahun yang ditinjau, empat mesyuarat JKPR telah diadakan.

Laporan Pengurusan Risiko ini telah diluluskan oleh Lembaga Pengarah melalui resolusinya pada 26 Februari 2008.

Lembaga Pengarah

Malaysian Resources Corporation Berhad

Disclosure on Additional Compliance

i Utilisation of Proceeds Raised from Corporate Proposals

During the financial year 2007, the proceeds from private placement and the exercise of the Employees' Share Option Scheme (ESOS) were utilised to finance the Company's working capital and capital expenditure.

ii Share Buy-Backs

The Company has not sought the approval from the shareholders to purchase its own shares and therefore, has not purchased any of its own shares during the financial year. As such, there are no shares being retained as treasury shares by the Company.

iii Options, Warrants or Convertible Securities

The Company has not issued any options, warrants or convertible securities during the financial year ended 31 December 2007 other than the granting of options under the ESOS as disclosed in note 31 to the financial statements.

iv American Depositary Receipt (ADR) or Global Depositary Receipt (GDR)

The Company did not sponsor any ADR or GDR programme.

v Sanctions and/or Penalties Imposed

There were no material sanctions and/or penalties imposed by the relevant regulatory bodies on MRCB or its subsidiary, directors or management during the financial year ended 31 December 2007.

vi Non-audit Fees

The amount of non-audit fees paid to the external auditors for the financial year ended 31 December 2007 were RM413,000 and RM157,000 for the Group and Company respectively.

vii Variation in Results

There were no variations in results (differ by 10% or more) from any profit estimate/ forecast/ projection/ unaudited results announced.

viii Profit Guarantee

There were no profit guarantees given by the Company during the financial year ended 31 December 2007.

ix Material Contracts

There were no material contracts involving directors and major shareholders' interest entered into since the end of the previous financial year.

x List of Properties and Revaluation Policy

The list of properties is set out on page 162 to 164 of this Annual Report. There were no revaluation of properties of the Company during the financial year ended 31 December 2007.

xi Recurrent Related Party Transaction of a Revenue or Trading Nature

There were no recurrent related party transactions during the financial year ended 31 December 2007.

Maklumat Pematuhan Tambahan

i Penggunaan Kutipan yang Dikumpul daripada Cadangan Korporat

Pada tahun kewangan 2007, kutipan daripada penempatan swasta dan pelaksanaan Skim Opsyen Saham Pekerja (ESOS) telah digunakan untuk membiayai modal kerja dan perbelanjaan Syarikat.

ii Pembelian Balik Saham

Syarikat tidak mendapatkan kelulusan daripada para pemegang saham untuk membeli sahamnya sendiri dan oleh itu, tidak membeli mana-mana sahamnya sendiri pada tahun kewangan ini. Dengan itu, tiada sebarang saham telah disimpan sebagai saham perbendaharaan oleh Syarikat.

iii Opsyen, Waran atau Sekuriti Boleh Ditukar

Syarikat tidak menerbitkan sebarang opsyen, waran atau sekuriti boleh ditukar pada tahun kewangan berakhir 31 Disember 2007 selain daripada pemberian opsyen di bawah ESOS seperti yang tertera di dalam nota 31 penyata kewangan.

iv American Depository Receipt (ADR) atau Global Depository Receipt (GDR)

Syarikat tidak menaja sebarang program ADR atau GDR.

v Sekatan dan/atau Penalti yang Dikenakan

Tiada sekatan dan/atau penalti penting yang dikenakan oleh badan-badan penguatkuasaan peraturan berkaitan ke atas MRCB atau syarikat subsidiari, pengarah atau pengurusannya pada tahun kewangan 2007.

vi Yuran Bukan Audit

Jumlah yuran bukan audit yang dibayar kepada juruaudit luar bagi tahun kewangan berakhir 31 Disember 2007 adalah sebanyak RM413,000 di peringkat Kumpulan dan RM157,000 di peringkat Syarikat.

vii Variasi Keputusan

Tiada variasi dalam keputusan (perbezaan sebanyak 10% atau lebih) daripada sebarang anggaran keuntungan/ ramalan/ unjuran/ keputusan belum diaudit yang telah diumumkan.

viii Jaminan Keuntungan

Tiada jaminan keuntungan diberi oleh Syarikat pada tahun kewangan berakhir 31 Disember 2007.

ix Kontrak Penting

Tiada kontrak penting melibatkan kepentingan pengarah atau pemegang saham utama yang telah dimeterai sejak akhir tahun kewangan yang lepas.

x Senarai Hartanah dan Dasar Penilaian Semula

Senarai hartanah adalah seperti yang terkandung di mukasurat 165 hingga mukasurat 167 Laporan Tahunan ini. Sepanjang tahun kewangan berakhir 31 Disember 2007, Syarikat tidak membuat penilaian semula hartanahnya.

xi Urusniaga Pihak Berkaitan yang Berulangan Berbentuk Hasil atau Perdagangan

Tiada urusniaga pihak berkaitan yang berulangan pada tahun kewangan berakhir 31 Disember 2007.

Material Contracts

MRCB (January 2007 – December 2007)

- 1 MRCB received a letter of Award dated 9th February 2007 [Contract No: TNB 121/2007] from Tenaga Nasional Berhad (TNB) for the supply, erection and commissioning of a 275kV double circuit transmission line/cable (hybrid) from Pantai to Salak South substation and the erection/commissioning of 275kV Salak South substation in Kuala Lumpur (Project) worth RM282 million.

MRCB will lead a consortium of three other companies comprising HG Corporation Sdn. Bhd, Isoplas Resources Sdn. Bhd and KOP Construction Services Sdn. Bhd in the Project.

The Project commenced immediately after the Letter of Award and is pending completion.

- 2 Joint Venture and Shareholders Agreement dated 30th May 2007 (The JVSA) between MRCB and CMY Capital Sdn. Bhd. to set up a joint venture company, known as One IFC Sdn Bhd (One IFC) to acquire a piece of land measuring approximately 8,804 square metres held under Geran 46181, Lot 71, Seksyen 70, Bandar Kuala Lumpur, District of Wilayah Persekutuan (Lot C) from Kuala Lumpur Sentral Sdn Bhd (KLSSB) .

On the same date, One IFC has entered into a Sale and Purchase Agreement (SPA) with KLSSB to acquire Lot C for a cash consideration of RM 121 million and will subsequently develop it into a mixed development with total gross floor area of 1,400,000 square feet. The FIC approval has been obtained on 1st July 2007.

- 3 Turnkey Development Contract dated 25th June 2007 between MRCB and Pelaburan Hartanah Bumiputera Berhad (PHBB) to develop residential units ranging from high end apartments and landed units to affordable housing in Penang Island.

The residential developments will take place on three sites, spanning more than 118 acres of prime development land on Penang Island. The three residential developments are planned in Pengkalan Weld, Gelugor and Teluk Kumbar with the estimated Gross Development Value of the whole development is RM 500 million.

The development would take between five to seven years and works are expected to commence by end of 2007.

- 4 Concession Agreement dated 26th June 2007 between MRCB's wholly-owned subsidiary , MRCB Lingkaran Selatan Sdn. Bhd. (MRCB Lingkaran) and the Government of Malaysia for the purpose of undertaking the design, construction, maintenance, operation and management of the proposed Eastern Dispersal Link Highway (EDL) Project.

The concession is for 34 years with an estimated total development cost of RM 977 million.

- 5 Sale and Purchase Agreement (SPA) dated 27 July 2007 between MRCB and Lot A Sentral Sdn. Bhd (LAS), a wholly owned subsidiary of CIMB-Mapletree Real Estate Fund 1 (CMREF1) for the sale of land, known as Lot A, measuring approximately 81,787 square feet held under Geran 46046, Lot 69, Seksyen 70, Bandar Kuala Lumpur, District of Wilayah Persekutuan. FIC approval has been obtained on 26th September 2007 and is now pending completion of the SPA.

On the same date, MRCB entered into a Turnkey Contract with LAS for the construction of an office tower with net floor area of 608,974 square feet.

Both SPA and the Turnkey Contract are for a total cash consideration of RM 404 million.

- 6 Joint Venture and Shareholders' Agreement (the JVSA) between MRCB and ASPL M3A Limited (Aseana) dated 16th August 2007 to set up a joint venture company, known as Excellent Bonanza Sdn. Bhd (Excellent Bonanza) to acquire a piece of land measuring approximately 95,131 square feet held under Geran 46230, Lot 364, Seksyen 72, Bandar Kuala Lumpur, District of Wilayah Persekutuan (Parcels C and D of Lot G) from Kuala Lumpur Sentral Sdn Bhd (KLSSB).

Excellent Bonanza has on the same day entered into a Sale and Purchase Agreement (SPA) with KLSSB to acquire Parcels C and D of Lot G for a cash consideration of RM 99.0 million and will subsequently develop it into office towers and a boutique business hotel with total gross floor area of 1, 146,000 square feet and the FIC approval has been obtained on 9 November 2007 and is now pending completion of the SPA.

- 7 Sarawak Hidro Sdn. Bhd (SHSB) accepted the proposal from MTS Consortium for the construction of Bakun 275kV Switchyard and Control Building for RM 108 million (the Project).

MTS Consortium is an unincorporated joint venture comprising MRCB Engineering Sdn. Bhd and Transmission Technology Sdn. Bhd (both subsidiaries of MRCB) and Siemens Malaysia Sdn. Bhd on 55:45 basis.

The contract sum for the Project is RM 108 Million. The Project is to be completed within 23.5 months commencing 14 days from the date of the Letter of Acceptance, ie: 19th October 2007.

- 8 Joint Venture and Shareholders Agreement dated 14th November 2007 (the JVSA) between MRCB and Pelaburan Hartanah Bumiputera Berhad (PHBB) to set up a joint venture company , known as Penang Sentral Sdn Bhd (PSSB) for the purpose of carrying out the development of an Integrated Transportation Hub comprising of an integrated bus, taxi and railway terminal, provision for monorail services system, retail, residential and commercial components and service facilities and its related works.

On the same date, PSSB has entered into a Turnkey Development Contract with MRCB Selborn Corporation Sdn. Bhd., a 60% subsidiary of MRCB for the development management service, design, construction, completion and maintenance of the Penang Sentral Project with KLSSB to acquire Lot C for a cash consideration of RM 121 million and will subsequently develop it into a mixed development with total gross floor area of 1,400,000 square feet.

- 9 Share Sale and Joint Venture Agreement (the SSJVA) between MRCB with Gapurna Sdn. Bhd (Gapurna) and GSB Sentral Sdn. Bhd (GSBS), dated 19th December 2007, a wholly owned subsidiary of Gapurna, for the acquisition of 40% equity interest in GSBS from Gapurna for a purchase consideration of RM 43,787,640.00.

GSBS is the beneficial owner of the land known as Lot 348 held under Geran No. Hakmilik 40094, Bandar Kuala Lumpur, District of Wilayah Persekutuan Kuala Lumpur.

FIC approval has been obtained on 22nd January 2008 and is now pending completion of the SSJVA.

Kontrak-Kontrak Penting

MRCB (Januari 2007 – Disember 2007)

- 1 MRCB telah menerima satu Surat Award bertarikh 9 Februari 2007 [No. Kontrak: TNB 121/2007] daripada Tenaga Nasional Berhad (TNB) bagi membekal, membangun dan mentauliah talian/kabel transmisi litar berkembar 275kV (hibrid) dari stesen pencawang Pantai ke Salak Selatan dan pembinaan/pentauliah stesen pencawang Salak Selatan 275kV di Kuala Lumpur (Projek) bernilai RM282 juta.

MRCB akan menerajui consortium tiga syarikat yang terdiri daripada HG Corporation Sdn. Bhd, Isoplas Resources Sdn. Bhd dan KOP Construction Services Sdn. Bhd. dalam Projek tersebut.

Projek berkenaan akan bermula sebaik Surat Award diterima dan sedang didalam proses penyelesaian.

- 2 Usahasama dan Perjanjian Pemegang Saham (JVSA) Bertarikh 30 Mei 2007 antara MRCB dan CMY Capital Sdn. Bhd. untuk menubuhkan sebuah syarikat usahasama yang dikenali sebagai One IFC Sdn Bhd (One IFC) bagi membeli sebidang tanah seluas 8,804 meter persegi yang dipegang di bawah Geran 46181, Lot 71, Seksyen 70, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan (Lot C) daripada Kuala Lumpur Sentral Sdn Bhd (KLSSB).

Pada tarikh yang sama, One IFC telah memeterai satu Perjanjian Jual Beli (SPA) dengan KLSSB untuk membeli Lot C dengan pembayaran tunai sebanyak RM121 juta dan kemudiannya akan dimajukan menjadi pembangunan campuran dengan jumlah keluasan lantai kasar 1,400,000 kaki persegi. Kelulusan FIC telah diperolehi pada 1 Julai 2007.

- 3 Kontrak Pembangunan Turnkey bertarikh 25 Jun 2007 antara MRCB dan Pelaburan Hartanah Bumiputera Berhad (PHBB) untuk membangunkan rangkaian unit kediaman daripada pangsapuri mewah dan unit kediaman di atas tanah, hinggalah kepada perumahan mampu milik di Pulau Pinang.

Pembangunan kediaman ini akan dilaksanakan di atas tiga tapak tanah pembangunan bertaraf perdana seluas lebih 118 ekar di Pulau Pinang. Tiga pembangunan kediaman tersebut dirancang di Pengkalan Weld, Gelugor dan Teluk Kumbar dengan anggaran Nilai Pembangunan Kasar sebanyak RM500 juta.

Proses pembangunan tersebut akan mengambil masa antara lima hingga tujuh tahun dan kerja-kerja dijangka akan bermula menjelang akhir tahun 2007.

- 4 Perjanjian Konsesi bertarikh 26 Jun 2007 antara syarikat subsidiari milik penuh MRCB, MRCB Lingkaran Selatan Sdn. Bhd. (MRCB Lingkaran) dan Kerajaan Malaysia bagi tujuan melaksanakan rekabentuk, pembinaan, penyelenggaraan dan pengurusan cadangan Projek Lebuhraya Hubungan Penyuraian Timur.

Konsesi untuk jangka masa 34 tahun itu dianggar akan menelan kos pembangunan sebanyak RM977 juta.

- 5 Perjanjian Jual Beli (SPA) bertarikh 27 Julai 2007 antara MRCB dan Lot A Sentral Sdn. Bhd. (LAS), sebuah syarikat subsidiari milik penuh CIMB-Mapletree Real Estate Fund 1 (CMREF1) bagi penjualan tanah yang dikenali sebagai Lot A seluas kira-kira 81,787 kaki persegi, dipegang di bawah Geran 46046, Lot 69, Seksyen 70, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan. Kelulusan FIC telah pun diperoleh pada 26 September 2007 dan kini menunggu penyelesaian SPA berkenaan.

Pada tarikh yang sama, MRCB telah menandatangani satu kontrak Turnkey dengan LAS bagi pembinaan sebuah menara pejabat dengan keluasan lantai bersih 608,974 kaki persegi.

Kedua-dua perjanjian di atas adalah untuk satu pembayaran tunai berjumlah RM404 juta.

- 6 Usahasama dan Perjanjian Pemegang Saham (JVSA) antara MRCB dan ASPL M3A Limited (Aseana) bertarikh 16 Ogos 2007 untuk menubuhkan sebuah syarikat usahasama, dikenali sebagai Excellent Bonanza Sdn. Bhd. (Excellent Bonanza) bagi membeli tanah seluas kira-kira 95,131 kaki persegi yang dipegang di bawah Geran 46230, Lot 364, Seksyen 72, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan (Parsel C dan D dalam Lot G) daripada Kuala Lumpur Sentral Sdn Bhd (KLSSB).

Pada hari yang sama, Excellent Bonanza telah memeterai Perjanjian Jual Beli (SPA) dengan KLSSB untuk membeli Parsel C dan D dalam Lot G untuk satu pembayaran tunai sebanyak RM99.0 juta dan kemudian akan membina di atasnya sebuah menara pejabat dan hotel perniagaan butik dengan jumlah keluasan lantai 1,146,000 kaki persegi dan kelulusan FIC telah diperoleh pada 9 November 2007 dan kini menunggu penyelesaian SPA tersebut.

- 7 Sarawak Hidro Sdn. Bhd. (SHSB) telah menerima cadangan daripada MTS Consortium untuk pembinaan Lapangan Pensuisan 275kV dan Bangunan Kawalan Bakun untuk projek bernilai RM 108 (Projek).

MTS Consortium adalah sebuah usahasama tidak diperbadankan yang terdiri daripada MRCB Engineering Sdn. Bhd dan Transmission Technology Sdn. Bhd (kedua-duanya merupakan syarikat subsidiari MRCB) dan Siemens Malaysia Sdn. Bhd. pada asas 55:45.

Nilai kontrak bagi Projek tersebut adalah sebanyak RM108 juta. Projek itu dijangka akan disiapkan dalam tempoh 23.5 bulan mulai 14 hari dari tarikh Surat Penerimaan, iaitu pada 19 Oktober 2007.

- 8 Perjanjian Usahasama dan Pemegang Saham (JVSA) bertarikh 14 November 2007 antara MRCB dan Pelaburan Hartanah Bumiputera Berhad (PHBB) untuk menubuhkan sebuah syarikat usahasama dikenali sebagai Penang Sentral Sdn Bhd (PSSB) bagi tujuan menjalankan pembangunan sebuah Hab Pengangkutan Bersepadu yang meliputi bas, teksi dan terminal keretapi bersepadu, peruntukan bagi komponen sistem perkhidmatan monorail, peruncitan, kediaman dan komersial serta kemudahan perkhidmatan dan kerja-kerja berkaitannya.

Pada tarikh yang sama, PSSB telah memeterai Kontrak Pembangunan Turnkey dengan MRCB Selborn Corporation Sdn. Bhd., sebuah syarikat subsidiari 60% milik MRCB untuk perkhidmatan pengurusan, rekabentuk, pembinaan, penyiapan dan penyelenggaraan pembangunan bagi Projek Sentral Pulau Pinang dengan KLSSB untuk membeli Lot C untuk satu pembayaran tunai berjumlah RM121 juta dan kemudian akan membangunkannya menjadi sebuah pembangunan campuran dengan jumlah keluasan lantai kasar 1,400,000 kaki persegi.

- 9 Perjanjian Penjualan Saham (SSJVA) antara MRCB bersama dan Usahasama dengan Gapurna Sdn. Bhd. (Gapurna) dan GSB Sentral Sdn. Bhd. (GSBS), bertarikh 19 Disember 2007, sebuah syarikat subsidiari milik penuh Gapurna, untuk pengambilalihan kepentingan ekuiti sebanyak 40% di dalam GSBS daripada Gapurna bagi satu pembayaran tunai sebanyak RM43,787,640.00.

GSBS adalah pemilik benefisial kepada hartanah Lot 348 dibawah Geran No. Hakmilik 40094, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan Kuala Lumpur.

Kelulusan FIC telah diperoleh pada 22 Januari 2008 dan SSJVA tersebut kini di dalam proses penyelesaian.

Analysis Of Shareholdings

As At 31 March 2008

Authorised Share Capital : 2,000,000,000
 Paid-up Share Capital : 907,537,068
 Class of Shares : Ordinary Share of RM1.00 each
 Voting Rights : One vote per ordinary share

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Share Capital
Less than 100	4,344	8.95	187,006	0.02
100 to 1,000	13,910	28.65	8,999,063	0.99
1,001 to 10,000	24,788	51.06	97,921,921	10.79
10,001 to 100,000	5,004	10.31	142,966,705	15.75
100,001 to less than 5% of issued shares	494	1.02	382,673,374	42.17
5% and above of issued shares	4	0.01	274,788,999	30.28
Total	48,544	100.00	907,537,068	100.00

SUBSTANTIAL SHAREHOLDERS (5% and above)

AS AT 31 MARCH 2008

(as per Register of Substantial Shareholders)

Name	Shareholdings	(%)
1 Employees Provident Fund Board	274,712,199	30.27

DIRECTORS' SHAREHOLDING

AS AT 31 MARCH 2008

(as per Register of Director's Shareholdings)

Name	Direct Interest		Deemed Interest	
	No. of Shares Held	Percentage	No. of Shares Held	Percentage
DATUK AZLAN ZAINOL	—	—	—	—
SHAHRIK RIDZA RIDZUAN	800,000	0.09	—	—
ABDUL RAHMAN AHMAD	—	—	—	—
DATO' AHMAD IBNIHAJAR	—	—	—	—
DATO' DR. MOHD SHAHARI AHMAD JABAR	—	—	—	—
DR. ROSLAN A. GHAFAR	—	—	—	—
DATUK AHMAD ZAKI ZAHID	—	—	—	—
MOHAMAD LOTFY MOHAMAD NOH	—	—	—	—

Top 30 Largest Shareholders

As At 31 March 2008

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

AS AT 31 MARCH 2008

(without aggregating the securities from different securities account belonging to the same Depositor)

Name	Shareholdings	%
1 EMPLOYEES PROVIDENT FUND BOARD	274,712,199	30.27
2 HSBC NOMINEES (ASING) SDN. BHD. < BNY BRUSSELS FOR MERRILL LYNCH INTERNATIONAL INVESTMENT FUNDS EMERGING MARKETS FUND >	22,096,200	2.43
3 HSBC NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR MORGAN STANLEY & CO INTERNATIONAL PLC (IPB CLIENT ACCT) >	21,057,000	2.32
4 CARTABAN NOMINEES (ASING) SDN. BHD. < STATE STREET LUXEMBOURG FUND AA22 FOR ALLIANZ GLOBAL INVESTORS SELECTIONS RCM LITTLE DRAGONS FUND >	14,800,000	1.63
5 RHB NOMINEES (TEMPATAN) SDN. BHD. < RHB INVESTMENT MANAGEMENT SDN. BHD. FOR TELEKOM MALAYSIA BERHAD (C) >	8,957,252	0.99
6 HSBC NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HBFS-I CLT ACCT) >	8,644,200	0.95
7 CITIGROUP NOMINEES (ASING) SDN. BHD. < CBNY FOR UBS TAMARACK INTERNATIONAL FUND, L.L.C. >	7,031,091	0.77
8 HSBC NOMINEES (ASING) SDN. BHD. < BNY BRUSSELS FOR MERRILL LYNCH EMERGING MARKETS FUND (RBS AS TRUSTEES) >	7,004,600	0.77
9 MINISTER OF FINANCE	6,369,273	0.70
10 MALAYSIA NOMINEES (ASING) SDN. BHD. < BRITISH AND MALAYAN TRUSTEES LIMITED FOR LION CAPITAL SINGAPORE/MALAYSIA FUND (BMT A/C 9001 Z) >	6,060,000	0.67
11 CITIGROUP NOMINEES (ASING) SDN. BHD. < GSI FOR ACM ASIA REAL ESTATE SECURITIES OPPORTUNITY MASTER FUND, LTD >	6,050,000	0.67
12 CITIGROUP NOMINESS (ASING) SDN. BHD. < GSCO FOR GEOSPHERE MASTER FUND, LTD >	6,018,300	0.66
13 CARTABAN NOMINEES (ASING) SDN. BHD. < SSBT FUND 75B2 FOR METROPOLITAN LIFE INSURANCE COMPANY >	6,009,700	0.66
14 HSBC NOMINEES (ASING) SDN. BHD. < BBH AND CO BOSTON FOR MERRILL LYNCH DEVELOPING CAPITAL MARKETS FUND INC. >	5,954,800	0.66

Top 30 Largest Shareholders cont'd

As At 31 March 2008

Name	Shareholdings	%
15 CITIGROUP NOMINEES (ASING) SDN. BHD. < CBNY FOR DFA EMERGING MARKETS SMALL CAP SERIES >	5,864,867	0.65
16 CARTABAN NOMINEES (ASING) SDN. BHD. < INVESTORS BANK AND TRUST COMPANY FOR ISHARES, INC >	5,796,000	0.64
17 HSBC NOMINEES (ASING) SDN. BHD. < BBH (LUX) SCA FOR FIDELITY FUNDS ASEAN >	5,290,100	0.58
18 CITIGROUP NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR MELLON BANK (MELLON) >	4,893,700	0.54
19 CITIGROUP NOMINEES (TEMPATAN) SDN. BHD. < ING INSURANCE BERHAD (INV-IL PAR) >	4,740,000	0.52
20 VALUECAP SDN. BHD.	4,738,800	0.52
21 CIMSEC NOMINEES (ASING) SDN. BHD. < ING ASIA PRIVATE BANK LIMITED FOR ING PRIVATE BANK DISCRETIONARY >	4,597, 500	0.51
22 CITIGROUP NOMINEES (ASING) SDN. BHD. < CBNY FOR DFA EMERGING MARKETS FUND >	4,575,700	0.50
23 CITIGROUP NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR MERRILL LYNCH INTERNATIONAL (PRIME BROKER) >	4,453,000	0.49
24 CITIGROUP NOMINEES (ASING) SDN. BHD. < UBS AG FOR NPJ GLOBAL OPPORTUNITIES MASTER FUND (PLEGDED) >	4,130,000	0.46
25 HSBC NOMINEES (ASING) SDN. BHD. < TNTC FOR ASIA INVESTMENT CORPORATION (B. V. I.) >	3,900,300	0.43
26 HSBC NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (U.S.A.) >	3,698,300	0.41
27 HSBC NOMINEES (ASING) SDN. BHD. < BNY BRUSSELS FOR BNY TRUST COMPANY LTD >	3,544,800	0.39
28 HSBC NOMINEES (ASING) SDN. BHD. < BBH AND CO BOSTON FOR VANGUARD EMERGING MARKETS STOCK INDEX FUND >	3,399,694	0.37
29 KHAZANAH NASIONAL BERHAD	3,239,333	0.36
30 CITIGROUP NOMINEES (ASING) SDN. BHD. < GOLDMAN SACHS INTERNATIONAL >	2,834,000	0.31

Analisa Pegangan Saham

Pada 31 Mac 2008

Modal Saham Dibenarkan	:	2,000,000,000
Modal Saham Berbayar	:	907,537,068
Jenis Saham	:	Saham Biasa bernilai RM1.00 setiap satu
Hak mengundi	:	Satu undi setiap saham biasa

Saiz Pegangan Saham	Bilangan Pemegang Saham	Peratusan Pemegang Saham(%)	Bilangan Saham Dipegang	Peratusan Pemegangan Saham (%)
Kurang dari 100	4,344	8.95	187,006	0.02
100 hingga 1,000	13,910	28.65	8,999,063	0.99
1,001 hingga 10,000	24,788	51.06	97,921,921	10.79
10,001 hingga 100,000	5,004	10.31	142,966,705	15.75
100,001 hingga kurang daripada 5% saham diterbitkan	494	1.02	382,673,374	42.17
5% dan lebih saham diterbitkan	4	0.01	274,788,999	30.28
Jumlah	48,544	100.00	907,537,068	100.00

PEMEGANG SAHAM UTAMA (5% dan lebih)

Pada 31 MAC 2008

(seperti Buku Daftar Pemegang Saham Utama)

Nama	Bilangan Saham Dipegang	(%)
1 Employees Provident Fund Board	274,712,199	30.27

SAHAM YANG DIPEGANG OLEH PENGARAH

Pada 31 MAC 2008

(seperti Buku Daftar Pegangan Saham Pengarah)

Nama	Kepentingan Langsung		Kepentingan Disifatkan	
	Bilangan Saham Dipegang	Peratus	Bilangan Saham Dipegang	Peratus
DATUK AZLAN ZAINOL	—	—	—	—
SHAHRIK RIDZA RIDZUAN	800,000	0.09	—	—
ABDUL RAHMAN AHMAD	—	—	—	—
DATO' AHMAD IBNIHAJAR	—	—	—	—
DATO' DR. MOHD SHAHARI AHMAD JABAR	—	—	—	—
DR. ROSLAN A. GHAFAR	—	—	—	—
DATUK AHMAD ZAKI ZAHID	—	—	—	—
MOHAMAD LOTFY MOHAMAD NOH	—	—	—	—

30 Pemegang Saham Terbesar

Pada 31 Mac 2008

SENARAI TIGA PULUH (30) PEMEGANG SAHAM TERBESAR PADA 31 MAC 2008

(tanpa menggabungkan semua sekuriti di dalam akaun sekuriti yang berlainan yang dimiliki oleh Pendeposit yang sama)

Nama	Pemegangan Saham	%
1 EMPLOYEES PROVIDENT FUND BOARD	274,712,199	30.27
2 HSBC NOMINEES (ASING) SDN. BHD. < BNY BRUSSELS FOR MERRILL LYNCH INTERNATIONAL INVESTMENT FUNDS EMERGING MARKETS FUND >	22,096,200	2.43
3 HSBC NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR MORGAN STANLEY & CO INTERNATIONAL PLC (IPB CLIENT ACCT) >	21,057,000	2.32
4 CARTABAN NOMINEES (ASING) SDN. BHD. < STATE STREET LUXEMBOURG FUND AA22 FOR ALLIANZ GLOBAL INVESTORS SELECTIONS RCM LITTLE DRAGONS FUND >	14,800,000	1.63
5 RHB NOMINEES (TEMPATAN) SDN. BHD. < RHB INVESTMENT MANAGEMENT SDN. BHD. FOR TELEKOM MALAYSIA BERHAD (C) >	8,957,252	0.99
6 HSBC NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HBFS-I CLT ACCT) >	8,644,200	0.95
7 CITIGROUP NOMINEES (ASING) SDN. BHD. < CBNY FOR UBS TAMARACK INTERNATIONAL FUND, L.L.C. >	7,031,091	0.77
8 HSBC NOMINEES (ASING) SDN. BHD. < BNY BRUSSELS FOR MERRILL LYNCH EMERGING MARKETS FUND (RBS AS TRUSTEES) >	7,004,600	0.77
9 MINISTER OF FINANCE	6,369,273	0.70
10 MALAYSIA NOMINEES (ASING) SDN. BHD. < BRITISH AND MALAYAN TRUSTEES LIMITED FOR LION CAPITAL SINGAPORE/MALAYSIA FUND (BMT A/C 9001 Z) >	6,060,000	0.67
11 CITIGROUP NOMINEES (ASING) SDN. BHD. < GSI FOR ACM ASIA REAL ESTATE SECURITIES OPPORTUNITY MASTER FUND, LTD >	6,050,000	0.67
12 CITIGROUP NOMINESS (ASING) SDN. BHD. < GSCO FOR GEOSPHERE MASTER FUND, LTD >	6,018,300	0.66
13 CARTABAN NOMINEES (ASING) SDN. BHD. < SSBT FUND 75B2 FOR METROPOLITAN LIFE INSURANCE COMPANY >	6,009,700	0.66

Nama	Pemegangan Saham	%
14 HSBC NOMINEES (ASING) SDN. BHD. < BBH AND CO BOSTON FOR MERRILL LYNCH DEVELOPING CAPITAL MARKETS FUND INC. >	5,954,800	0.66
15 CITIGROUP NOMINEES (ASING) SDN. BHD. < CBNY FOR DFA EMERGING MARKETS SMALL CAP SERIES >	5,864,867	0.65
16 CARTABAN NOMINEES (ASING) SDN. BHD. < INVESTORS BANK AND TRUST COMPANY FOR ISHARES, INC >	5,796,000	0.64
17 HSBC NOMINEES (ASING) SDN. BHD. < BBH (LUX) SCA FOR FIDELITY FUNDS ASEAN >	5,290,100	0.58
18 CITIGROUP NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR MELLON BANK (MELLON) >	4,893,700	0.54
19 CITIGROUP NOMINEES (TEMPATAN) SDN. BHD. < ING INSURANCE BERHAD (INV-IL PAR) >	4,740,000	0.52
20 VALUECAP SDN. BHD.	4,738,800	0.52
21 CIMSEC NOMINEES (ASING) SDN. BHD. < ING ASIA PRIVATE BANK LIMITED FOR ING PRIVATE BANK DISCRETIONARY >	4,597, 500	0.51
22 CITIGROUP NOMINEES (ASING) SDN. BHD. < CBNY FOR DFA EMERGING MARKETS FUND >	4,575,700	0.50
23 CITIGROUP NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR MERRILL LYNCH INTERNATIONAL (PRIME BROKER) >	4,453,000	0.49
24 CITIGROUP NOMINEES (ASING) SDN. BHD. < UBS AG FOR NPJ GLOBAL OPPORTUNITIES MASTER FUND (PLEDGED) >	4,130,000	0.46
25 HSBC NOMINEES (ASING) SDN. BHD. < TNTC FOR ASIA INVESTMENT CORPORATION (B. V. I.) >	3,900,300	0.43
26 HSBC NOMINEES (ASING) SDN. BHD. < EXEMPT AN FOR JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (U.S.A.) >	3,698,300	0.41
27 HSBC NOMINEES (ASING) SDN. BHD. < BNY BRUSSELS FOR BNY TRUST COMPANY LTD >	3,544,800	0.39
28 HSBC NOMINEES (ASING) SDN. BHD. < BBH AND CO BOSTON FOR VANGUARD EMERGING MARKETS STOCK INDEX FUND >	3,399,694	0.37
29 KHAZANAH NASIONAL BERHAD	3,239,333	0.36
30 CITIGROUP NOMINEES (ASING) SDN. BHD. < GOLDMAN SACHS INTERNATIONAL >	2,834,000	0.31

Properties Of The Group

31 December 2007

Description/ Existing Use	Location	Area	Net Book Value As At 31/12/2007 (RM'000)	Date/Year Of Last Revaluation/ Acquisition	Tenure	Approximate Age Of Building	Encumbrance
Kompleks Sentral - 6 storey industrial buildings/flatted factories and warehouse	33, Jalan Segambut Atas, Segambut, 51200 Kuala Lumpur, Wilayah Persekutuan.	72,098 sq. metres	37,198	1982	Leasehold 66 years expiring on 2.2.2044	22 years	Nil
Land for proposed mixed housing development	P.T. No. 35730, 33745, 33746, 33747, 35759, 33632, 33653, 33654, 33468 and 6748 (part), Mukim Kajang, District of Hulu Langat, Selangor Darul Ehsan.	3.364 hectares	7,206	1987	Freehold	—	Nil
Land for proposed mixed housing development	Lot 6061 (part) and 69 (part), Mukim Ulu Kelang, District of Gombak, Selangor Darul Ehsan.	7.06 hectares	11,760	1989	Freehold	—	Nil
Land for proposed condominium development	Country lease No. 015146120, Minicipality and District of Kota Kinabalu, Sabah.	1.10 hectares	1	1989	Leasehold 999 years expiring on 4.7.2918	—	Nil
Land for proposed industrial development	Lot 10836 to 10868, 10870 to 10981, 10984 to 11015, Mukim Rantau, District of Seremban, Negeri Sembilan Darul Khusus.	5.20 hectares	3,800	1.4.1984	Freehold	—	Nil
Land for proposed mixed commercial development	H.S. (D) 79956 P.T. No. 12, Seksyen 14, Bandar Shah Alam, Selangor Darul Ehsan.	1.21 hectares	11,230	1992	Leasehold 99 years expiring on 15.9.2092	—	Nil

Description/ Existing Use	Location	Area	Net Book Value As At 31/12/2007 (RM'000)	Date/Year Of Last Revaluation/ Acquisition	Tenure	Approximate Age Of Building	Encumbrance
Plaza Alam Sentral - 7 level shopping complex	H.S. (D) 79956 P.T. No. 12, Seksyen 14, Bandar Shah Alam, Selangor Darul Ehsan.	68,233 sq. metres	87,818	1992	Leasehold 99 years expiring on 15.9.2092	8 years	Nil
Plaza Sentral Corporate Office Suite	CS/3A/11, Block C, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur, Wilayah Persekutuan.	727 sq. metres	3,600	27.6.1997	Freehold	7 years	Nil
Business Office	Level 22, No 1, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Kuala Lumpur, Wilayah Persekutuan.	1,812 sq. metres	2,598	21.8.1995	Leasehold 99 years expiring on 23.7.2090	10 years	Nil
Development land and infrastructure surrounding Kuala Lumpur central station	Lot 74 Sek. 70 Mukim Bandar Kuala Lumpur, District of Kuala Lumpur, Jalan Damansara, Kuala Lumpur, Wilayah Persekutuan.	2.31 hectares	438,149	10.3.1999	Freehold	—	Yes
Industrial land	Plot No. 143 & 145, Rawang Industrial Park, 48000 Rawang, Selangor Darul Ehsan.	1,692 sq. metres	6,269	2.12.1997	Freehold	—	Yes
Vacant industrial land	Lot no. IL-1946, Bukit Beruntung, Mukim Serendah, District of Hulu Selangor, P.T. No. 1939, H.S.D. No. 8651, Selangor Darul Ehsan.	5,913 sq. metres	498	22.6.1999	Freehold	—	Nil
4 storey shop office	Sub Lot No. 4, 5 & 6 H.S. (D) 49729, Lot PT 33487, Taman Kajang Utama Mukim Kajang, District of Ulu Langat, Selangor Darul Ehsan.	1,485 sq. metres	1,221	28.12.1999	Freehold	8 years	Nil

Properties Of The Group cont'd

31 December 2007

Description/ Existing Use	Location	Area	Net Book Value As At 31/12/2007 (RM'000)	Date/Year Of Last Revaluation/ Acquisition	Tenure	Approximate Age Of Building	Encumbrance
Several parcels of land for proposed mixed development	PT 2967-2971, PT 2974-2977, PT 2980-2997, PT 2999-3001, PT 3003-3005, PT 3030-3066, 3077 & 3080, PT 7432-7552, PT 7556-7653, KM 36, Jalan Ipoh Lumut, Bandar Seri Iskandar, Bota, District of Perak Tengah, Perak Darul Ridzwan.	57.36 hectares	33,657	2001/2002	Leasehold 99 years expiring between 13.3.2100 to 18.3.2102	–	Nil
Bungalow lots	Lot 147, 148, 149 and 150, Phase 1B, Sek. 32, Bukit Rimau, 40460 Shah Alam, Selangor Darul Ehsan.	3,047 sq. metres	1,509	31.12.2003	Freehold	–	Nil
4 storey shop offices	Lot No. 60107-2B, Lot No. 60107-1B, Lot No. 60106-3B, Lot No. 60106-3A, Lot No. 60106-2A, Lot No. 60106-2B, Lot No. 60106-1B, Jalan Trompet 14, Bandar Bukit Beruntung, Selangor Darul Ehsan.	532 sq. metres	269	21.12.1999	Freehold	9 years	Nil
2 storey shop office	Lot 55, HS (D) No. 6101, PT No. 7709 within Phase 1A of Dataran Iskandar, Bandar Seri Iskandar, Bota, District of Perak Tengah, Perak Darul Ridzwan.	156 sq. metres	210	27.5.2005	Leasehold 99 years expiring on 18.3.2102	5 years	Nil

Hartanah Kumpulan

31 Disember 2007

Jenis/ Kegunaan kini	Lokasi	Luas Kawasan	Nilai Buku Bersih pada 31/12/2007 (RM'000)	Tarikh/Tahun Penilaian Semula/ Pengambilalihan Terakhir	Hak Milik	Anggaran Usia Bangunan	Gadaian
Kompleks Sentral - Bangunan perindustrian 6 tingkat/kilang berpangsa dan gudang	33, Jalan Segambut Atas, Segambut, 51200 Kuala Lumpur, Wilayah Persekutuan.	72,098 meter persegi	37,198	1982	Pegangan pajakan 66 tahun luput pada 2.2.2044	22 tahun	Tiada
Tanah bagi cadangan pembangunan perumahan campuran	P.T. No. 35730, 33745, 33746, 33747, 35759, 33632, 33653, 33654, 33468 dan 6748 (sebahagian), Mukim Kajang, Daerah Hulu Langat, Selangor Darul Ehsan.	3.364 hektar	7,206	1987	Pegangan bebas	–	Tiada
Tanah bagi cadangan pembangunan perumahan campuran	Lot 6061 (sebahagian) dan 69 (sebahagian), Mukim Ulu Kelang, Daerah Gombak, Selangor Darul Ehsan.	7.06 hektar	11,760	1989	Pegangan bebas	–	Tiada
Tanah bagi cadangan pembangunan kondominium	Pajakan Negeri No. 015146120, Perbandaran Daerah Kota Kinabalu, Sabah.	1.10 hektar	1	1989	Pegangan pajakan 999 tahun luput pada 4.7.2918	–	Tiada
Tanah bagi cadangan pembangunan perindustrian	Lot 10836 hingga 10868, 10870 hingga 10981, 10984 hingga 11015, Mukim Rantau, Daerah Seremban, Negeri Sembilan Darul Khusus.	5.20 hektar	3,800	1.4.1984	Pegangan bebas	–	Tiada
Tanah bagi cadangan pembangunan komersial campuran	H.S. (D) 79956 P.T. No. 12, Seksyen 14, Bandar Shah Alam, Selangor Darul Ehsan.	1.21 hektar	11,230	1992	Pegangan pajakan 99 tahun luput pada 15.9.2092	–	Tiada

Hartanah Kumpulan sambungan

31 Disember 2007

Jenis/ Kegunaan kini	Lokasi	Luas Kawasan	Nilai Buku Bersih pada 31/12/2007 (RM'000)	Tarikh/Tahun Penilaian Semula/ Pengambilalihan Terakhir	Hak Milik	Anggaran Usia Bangunan	Gadaian
Plaza Alam Sentral - kompleks membeli- belah 7 tingkat	H.S. (D) 79956 P.T. No. 12, Seksyen 14, Bandar Shah Alam, Selangor Darul Ehsan.	68,233 meter persegi	87,818	1992	Pegangan pajakan 99 tahun luput pada 15.9.2092	8 tahun	Tiada
Plaza Sentral Suite Pejabat Korporat	CS/3A/11, Block C, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur, Wilayah Persekutuan.	727 meter persegi	3,600	27.6.1997	Pegangan bebas	7 tahun	Tiada
Pejabat Perniagaan	Level 22, No 1, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Kuala Lumpur, Wilayah Persekutuan.	1,812 meter persegi	2,598	21.8.1995	Pegangan pajakan 99 tahun luput pada 23.7.2090	10 tahun	Tiada
Tanah pembangunan dan infrastruktur di sekitar stesen pusat Kuala Lumpur	Lot 74 Sek. 70 Mukim Bandar Kuala Lumpur, Daerah Kuala Lumpur, Jalan Damansara, Kuala Lumpur, Wilayah Persekutuan.	2.31 hektar	438,149	10.3.1999	Pegangan bebas	—	Ya
Tanah perindustrian	Plot No. 143 & 145, Rawang Industrial Park, 48000 Rawang, Selangor Darul Ehsan.	1,692 meter persegi	6,269	2.12.1997	Pegangan bebas	—	Ya
Tanah perindustrian kosong	Lot no. IL-1946, Bukit Beruntung, Mukim Serendah, Daerah Hulu Selangor, P.T. No. 1939, H.S.D. No. 8651, Selangor Darul Ehsan.	5,913 meter persegi	498	22.6.1999	Pegangan bebas	—	Tiada

Jenis/ Kegunaan kini	Lokasi	Luas Kawasan	Nilai Buku Bersih pada 31/12/2007 (RM'000)	Tarikh/Tahun Penilaian Semula/ Pengambilalihan Terakhir	Hak Milik	Anggaran Usia Bangunan	Gadaian
Kedai pejabat 4 tingkat	Lot Kecil No. 4, 5 & 6 H.S. (D) 49729, Lot PT 33487, Taman Kajang Utama Mukim Kajang, Daerah Ulu Langat, Selangor Darul Ehsan.	1,485 meter persegi	1,221	28.12.1999	Pegangan bebas	8 tahun	Tiada
Beberapa bidang tanah untuk cadangan pembangunan campuran	PT 2967-2971, PT 2974-2977, PT 2980-2997, PT 2999-3001, PT 3003-3005, PT 3030-3066, 3077 & 3080, PT 7432-7552, PT 7556-7653, KM 36, Jalan Ipoh Lumut, Bandar Seri Iskandar, Bota, Daerah Perak Tengah, Perak Darul Ridzwan.	57.36 hektar	33,657	2001/2002	Pegangan pajakan 99 tahun luput di antara 13.3.2100 hingga 18.3.2102	–	Tiada
Lot-lot banglo	Lot 147, 148, 149 and 150, Fasa1B, Sek. 32, Bukit Rimau, 40460 Shah Alam, Selangor Darul Ehsan.	3,047 meter persegi	1,509	31.12.2003	Pegangan bebas	–	Tiada
Kedai pejabat 4 tingkat	Lot No. 60107-2B, Lot No. 60107-1B, Lot No. 60106-3B, Lot No. 60106-3A, Lot No. 60106-2A, Lot No. 60106-2B, Lot No. 60106-1B, Jalan Trompet 14, Bandar Bukit Beruntung, Selangor Darul Ehsan.	532 meter persegi	269	21.12.1999	Pegangan bebas	9 tahun	Tiada
Kedai pejabat 2 tingkat	Lot 55, HS (D) No. 6101, PT No. 7709 di dalam Fasa 1A Dataran Iskandar, Bandar Seri Iskandar, Bota, Daerah Perak Tengah, Perak Darul Ridzwan.	156 meter persegi	210	27.5.2005	Pegangan pajakan 99 tahun luput pada 18.3.2102	5 tahun	Tiada



CSR Assurance Statement

Independent Assurance Statement

Objectives:

OWW Consulting Sdn Bhd (OWW) is a specialist in Corporate Social Responsibility (CSR) and Socially Responsible Investment (SRI). We were commissioned by MRCB to verify the Corporate Social Responsibility (CSR) components of their Annual Report 2007. The objective of our work was to assess whether the content of the report:

1. Provides coverage of CSR issues relevant to the construction industry
2. Provides coverage of RWB's CSR programme in the Marketplace, Workplace, Environment and Community
3. Provides accurate and reliable information and data on these CSR dimensions
4. Is supported by evidence and documents to verify its claims
5. Is supported by ongoing systems to respond to a clearly defined set of CSR issues

We were also asked to provide recommendations for future reports on CSR programmes at MRCB.

Process:

OWW's independent verification process uses a review of the 2007 report and a detailed examination of selected statements. Information, documents and data supporting key statements were examined and verified through inquiry and evaluation. In our investigation, we paid particular attention to the presence or absence of ongoing efforts and systems which would have a bearing on credible efforts to meet the company's stated goals and stakeholder expectations. In some instances, this resulted in further interaction with management to clarify the nature of the supporting information provided.

Results:

Through our assessment process OWW has concluded that:

1. The CSR components of this report cover issues relevant to the purpose of a CSR Report in the construction industry
2. MRCB has reported on each of the areas of Marketplace, Workplace, Environment and Community
3. Statements made by MRCB in each of these areas accurately reflect the CSR efforts implemented by the company during the reporting period
4. Statements and data selected for verification were adequately supported and documented by MRCB
5. Information and documents provided confirm the existence of systems and ongoing corporate initiatives intended to respond to a clearly defined set of CSR issues

Recommendations:

In the context of future CSR Reporting at MRCB, we recommend that the company:

1. Provides a larger section on CSR activities and improves disclosure on management approach and specific performance indicators using the Global Reporting Initiative (GRI) guidelines
2. Provides a clear statement of priorities which assesses the management's view on the strategic significance of CSR issues
3. Introduces clearer links between CSR issues and financial performance; and
4. Includes more contributions from stakeholders to improve credibility and transparency to the stakeholder engagement process.

A handwritten signature in dark ink, appearing to read 'Geoffrey Williams', written in a cursive style.

Dr Geoffrey Williams
Managing Director and CEO
OWW Consulting Sdn Bhd (Co. No. 739490-K)
Kuala Lumpur

Global Reporting Content Index

Covers all Profile Disclosures and Performance Indicators and pagination confirmed.

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Profile Disclosures	
1. Strategy and Analysis	46-47
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EC4 Significant financial assistance from government (Financial Report Section)	C 43
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GRI APPLICATION LEVEL TABLE

Mandatory	Self Declared	Application Level
		
Optional	Third Party Checked	

	Page
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HR5 Risks to freedom of association and collective bargaining	C 15
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HR6 Risk of incidents of child labour	C 15
Forced and Compulsory Labour	
HR7 Risk of incidents of forced or compulsory labour	C 15
Security Practices	
HR8 Security personnel trained human rights issues	A 15
Indigenous Rights	
HR9 Violations involving rights of indigenous people	A 15
SOCIAL PERFORMANCE: SOCIETY	
Community	
SO1 Impacts of operations on communities	C 8-15

Global Reporting Content Index cont'd

		Page	NOTES TO THE CSR REPORT SECTIONS
	Corruption		
SO2	Risks related to corruption	C 49	In the GRI Content table we show the location of the main disclosures. We have provided information on all of Profile Disclosures (PD), a Disclosure on Management Approach (DMA) is provided on all six reporting areas and we have included Performance Indicators (PI) on 20 Core Indicators (C) and 12 Additional Indicators (A). The information provided has been checked by OWW Consulting Sdn Bhd, which provided a Third Party Checked B+ Application Level under the GRI-G3 Guidelines.
SO3	Training in anti-corruption policies and procedures	C 49	
SO4	Actions taken in response to incidents of corruption	C 49	
	Public Policy		
SO5	Public policy development and lobbying	C 10	
	Compliance		
SO8	Penalties for non-compliance with laws and regulations	A 49	
	SOCIAL PERFORMANCE: PRODUCT SAFETY		
	Customer Health and Safety		
PR2	Incidents of non-compliance	A 119	(PD3.5) The process for defining report content has been guided by the Global Reporting Initiative G3 guidelines (GRI-G3) and by the reporting requirements for listed companies in Malaysia. We have attempted to include data that is material and we consider that any omissions would not influence the overall CSR assessment of the company. We have reported on the CSR priorities set by our management which have been guided by our major stakeholders, those who affect and are affected by our business. These include our shareholders, our employees, our clients, members of the general public who use our facilities and the Putrajaya Committee on GLC Transformation, which provides guidelines for our work and management (PD3.6 & PD3.7). Our engagement with these stakeholders is described briefly in the report and more fully in our regular press releases available on our website (PD4.15-4.17). Apart from these stakeholders the group has no further external memberships, guidelines or protocols for the moment (PD4.12-4.13). The boundary of the report matches that of the financial report and CSR information is for the most part presented at Group level rather than at individual Division level. This places some limitations on the scope and boundary of the report. (PD3.8) CSR reporting for joint ventures, subsidiaries, leased facilities, outsourced operations, and other entities is also incorporated into Group data. (PD3.9) For our first GRI-format report we have relied on internal data and measurement techniques which mostly comply with GRI protocols. (PD3.10 & PD3.11) There are no restatements of information for the current report and no significant changes from previous periods in the scope, boundary, or measurement methods applied.
	Products and Service Labelling		
PR3	Type of product and service information	C 119	
PR4	Incidents of non-compliance	A 119	
	Marketing Communications		
PR6	Compliance in marketing, communications etc	C 119	
PR7	Incidents of non-compliance	A 119	
	Customer Privacy		
PR8	Substantiated complaints breaches of customer privacy	A 119	
	Compliance		
PR9	Penalties for non-compliance of products and services	C 119	
	ENVIRONMENTAL		
	Biodiversity		
EN11	Protected areas and areas of high biodiversity value	C 11	
EN13	Habitats protected or restored	A 11	
EN14	Managing impacts on biodiversity	A 11	
	Compliance		
EN28	Penalties for environmental non-compliance	C 49	

Proxy Form

(Before completing this form, please refer to the notes below)

I/We _____ (Full name in capital letters)

of _____ (Address)

being a member/members of Malaysian Resources Corporation Berhad, hereby appoint* the Chairman of the meeting

or _____ (Full Name) _____ (No. of Shares/Percentage)

of _____ (Address)

and/or failing whom _____ (Full Name) _____ (No. of Shares/Percentage)

of _____ (Address)

as my/our proxy to attend and vote for me/us and on my/our behalf at the Thirty-Seventh Annual General Meeting of the Company to be held on Tuesday, 27 May 2008 at 3.00 p.m. and at any adjournment thereof.

My/our proxy is to vote on the Resolutions as indicated by an "X" in the appropriate spaces below. If this form is returned without any indication as to how the proxy shall vote, the proxy shall vote or abstain as he/she thinks fit.

No.	Resolution	For	Against
1	To receive and adopt the Statutory Financial Statements and Reports		
2	To approve a final dividend of 1.2% or 1.2 sen per ordinary shares less income tax of 26% for the financial year ended 31 December 2007		
3	To re-elect Datuk Azlan Zainol pursuant to Article 101		
4	To re-elect Abdul Rahman Ahmad pursuant to Article 101		
5	To approve the Directors' Fees of RM340,000 for the financial year ended 31 December 2007		
6	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration		
7	To pass the ordinary resolution pursuant to Section 132D of the Companies Act, 1965		

Dated this _____ day of _____, 2008

Number of Shares Held _____

(Signature of Shareholder)

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 appointor 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 with the Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

* Delete if not applicable

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Stamp

SYMPHONY SHARE REGISTRARS SDN. BHD.

Level 26, Menara Multi-Purpose, Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur

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Borang Proksi

(Sila lihat nota-nota di bawah sebelum mengisi borang ini)

Saya/Kami _____ (nama penuh dengan huruf besar)
yang beralamat di _____ (alamat)
sebagai ahli/ahli-ahli Malaysian Resources Corporation Berhad, dengan ini melantik *Pengerusi Mesyuarat
atau _____ (nama penuh) _____ (bilangan saham/peratusan)
yang beralamat di _____ (alamat)
dan/atau sebagai penggantinya _____ (nama penuh) _____ (bilangan saham/peratusan)
yang beralamat di _____ (alamat)

sebagai proksi saya/kami untuk menghadiri dan mengundi bagi pihak saya/kami di Mesyuarat Agung Tahunan Syarikat Ke Tiga Puluh Tujuh yang akan diadakan pada hari Selasa, 27 Mei 2008, pukul 3.00 petang dan pada sebarang penangguhannya.

Proksi saya/kami hendaklah mengundi untuk resolusi-resolusi yang telah ditentukan dengan tanda "X" di ruang yang berkenaan di bawah ini. Sekiranya borang ini dikembalikan tanpa apa-apa penentuan mengenai cara pengundian, proksi akan mengambil tindakan yang sewajarnya untuk mengundi ataupun tidak.

No.	Resolusi	Menyokong	Menentang
1	Untuk menerima dan meluluskan Penyata Kewangan Syarikat dan Laporan-Laporan Berkanun		
2	Untuk meluluskan bayaran dividen akhir sebanyak 1.2% atau 1.2 sen sesaham ditolak cukai pendapatan sebanyak 26% bagi tahun kewangan berakhir 31 Disember 2007		
3	Untuk melantik semula Datuk Azlan Zainol menurut Artikel 101		
4	Untuk melantik semula Abdul Rahman Ahmad menurut Artikel 101		
5	Untuk meluluskan yuran Pengarah-Pengarah sebanyak RM340,000 bagi tahun kewangan berakhir 31 Disember 2007		
6	Untuk melantik semula Tetuan PricewaterhouseCoopers sebagai Juruaudit Syarikat dan memberi kuasa kepada Pengarah-Pengarah untuk menetapkan bayaran mereka		
7	Untuk meluluskan resolusi biasa menurut Seksyen 132D Akta Syarikat, 1965		

Bertarikh _____ hb. _____, 2008

Bilangan Saham Dipegang _____

(Tandatangan Pemegang Saham)

NOTA-NOTA:

- 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.
- 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.
- Alat perantikan seorang proksi hendaklah dihantar ke Pendaftar, Symphony Share Registrars Sdn. Bhd., Aras 26, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia, tidak kurang dari 48 jam sebelum waktu yang ditetapkan bagi mesyuarat tersebut atau sebarang penangguhannya.

* Potong yang mana tidak perlu

lipat sini



Setem

SYMPHONY SHARE REGISTRARS SDN. BHD.

Level 26, Menara Multi-Purpose, Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur

lipat sini