



Fast and Progressive

Cepat dan
Progresif

Engineering & Construction

Kejuruteraan & Pembinaan

“Today is Thursday, mum and dad took me out for a drive along the new DUKE Highway. I was getting hungry and to avoid the traffic congestion in Kuala Lumpur city, the DUKE highway led us quickly to Mont' Kiara. There are nice people, shops, restaurants, bookshops and lots of things to see and buy there.”

“Hari ini hari Khamis, ibu dan ayah membawa saya menaiki kereta melalui Lebuhraya DUKE yang baru siap untuk mengelakkan kesesakan Lalulintas di Kuala Lumpur. Saya berasa sungguh lapar. Nasib baik Lebuhraya DUKE yang kami lalui membawa kami dengan cepat ke Mont' Kiara. Di sana ada ramai orang, kedai, restoran, kedai buku dan macam-macam lagi untuk dilihat dan dibeli.”

Lim Xian
8 years old
8 tahun



Engineering & Construction

Kejuruteraan & Pembinaan



DUKE

COMMERCIAL & INFRASTRUCTURE

In 2008, MRCB Engineering Sdn. Bhd. continued to be heavily engaged in work at Kuala Lumpur Sentral. Construction of the Block B and C towers on Lot J is on schedule for completion by July 2009.

Construction of Lot A, a 40-storey commercial tower, with a net floor area of over 600,000 square feet has begun foundation work in March 2008. At Kuala Lumpur Sentral alone, our engineering team is expected to be involved in the development of more than three million square feet of space, representing a tripling of current building activity. Foundation work for retail complex (Lot G) has commenced in March 2009. Lot 348, another commercial building, foundation work will start in mid 2009.

Following the completion of the temporary bus terminal in January 2008, other mixed residential developments also kicked off in Penang Island during the year. Earthworks at the first phase of a development in Teluk Kumbar are already 100% completed and building works will commence upon approval of the building plans by the local authority.

We also commenced construction work on the RM574 million, Psychiatric Hospital in Tampoi, Johor Bahru. Work is moving speedily to ensure completion by end of 2010.

Under the Road Division, the Upgrading of Federal Route 5 (FR5) from Ipoh – Lumut and the Upgrading of the Sabak Bernam – Changkat Jering (Package A – Sg. Bernam and Jalan Tuju) were completed in February 2008 and December 2008 respectively. Currently, section 1 of the Duta – Ulu Kelang Expressway (DUKE) project has been completed in March 2009.

The construction of Eastern Dispersal Link (EDL) in Johor Bahru has commenced in July, 2008. This 8.1km in length project will provide a direct linkage between the new

Substation at Kolopis,
Kota Kinabalu, Sabah



Customs, Immigration and Quarantine (CIQ) complexes at Bukit Cagar, Johore and the North-South Expressway (NSE) via the new Pandan Interchange. The EDL project is expected to be completed by year 2011.

The construction of the Traffic Dispersal linkage at Jalan Tun Sambanthan for the development of Kuala Lumpur Sentral has commenced in July 2008 and is expected to be completed by July 2010. This project comprises 4 bridges crossing Klang River, providing link roads to Jalan Syed Putra and slip road to Brickfields.

Most of the projects undertaken by Transmission Technology Sdn. Bhd. have been completed. Nuni – Lenggeng project has been completed in March 2009. Gelang Patah – Bukit Batu project is scheduled to be completed in August, 2009.

Renggit/Parit Raja/Kluang Substation are nearly completed. Salak South and Bakun are expected to be completed by end 2009 and early 2010 respectively.

ENERGY

During the year 2008, MRCB's subsidiary, Transmission Technology Sdn. Bhd. (TTSB) continues to undertake Overhead Transmission Line contracts worth RM183 million encompassing the followings:

- 275kV Kelemak to Melaka
- 275kV Central Area Reinforcement A
- 275kV Central Area Reinforcement B
- 275kV Nuni to Lenggeng
- 275kV Gelang Patah to Bukit Batu



KOMERSIL & INFRASTRUKTUR

MRCB Engineering Sdn Bhd terus terlibat dalam aktiviti pembangunan di Kuala Lumpur Sentral pada tahun 2008. Pembinaan menara-menara pejabat SSM dan MIDA berjalan mengikut jadual untuk disiapkan menjelang tahun 2009.

Pembinaan Ibu pejabat CIMB yang merupakan menara komersil 40 tingkat dengan keluasan lantai bersih melebihi 600,000 kaki persegi telah memulakan kerja-kerja asas pada bulan Mac 2008. Di Kuala Lumpur sahaja, pasukan jurutera kami dijangka akan terlibat dalam pembinaan meliputi ruang lantai lebih tiga juta kaki persegi, tiga kali ganda melebihi aktiviti pembangunan pada masa ini. Ini termasuk pejabat-hotel-pusat membeli-belah baru di Lot G dan menara pejabat baru di Lot 348.

Dengan siapnya terminal bas sementara di Pulau Pinang pada bulan Januari 2008, pembangunan kediaman campuran yang lain juga telah dimulakan pada tahun ini. Kerja tanah di fasa pertama bagi pembangunan di Teluk Kumbang telah pun 100% siap, dan kerja-kerja pembinaan bangunan akan dimulakan sebaik sahaja pihak berkuasa tempatan meluluskan pelan bangunan.

Kami juga sudah memulakan kerja pembinaan Hospital Psikiatrik dengan kos sebanyak RM250 juta di Tampoi, Johor Bharu. Kerja-kerja pembinaan sedang dijalankan dengan pantas bagi memastikan projek tersebut siap menjelang Mac 2009. Hospital ini melambangkan kemudahan psikiatri yang moden di negara ini.

Manakala di Bahagian Jalanraya, kerja Menaik Taraf Laluan Persekutuan 5 (FR5) dari Ipoh-Lumut telah siap sepenuhnya pada Februari 2009, dan kerja Menaik Taraf Jalanraya Sabak Bernam-Changkat Jering (Pakej A – Sg. Bernam dan Jalan Tuju) pula telah siap pada Disember 2008. Kerja-kerja bagi projek Lebuhraya Duta-Ulu Klang (DUKE) dijangka akan siap mengikut jadual dengan pembukaan sepenuhnya pada bulan Mei 2009.

Pembinaan Lebuhraya Penyuraian Timur di Johor Bahru telah pun dimulakan pada bulan Julai 2008. Projek lebuhraya sejauh 8.1 km ini dijangka akan siap pada 2011; yang mana bakal menyediakan hubungan langsung antara kompleks Kastam, Imigresen dan Kuarantin (CIQ) baru di Bukit Cagar, Johor dan Lebuhraya Utara-Selatan (NSE) melalui Persimpangan Bertingkat Pandan.

Pembinaan Penyuraian Lalulintas di Jalan Tun Sambanthan untuk Pembangunan Kuala Lumpur Sentral telah dimulakan pada bulan Julai 2008 dan dijangka akan siap menjelang Julai 2010. Projek ini melibatkan pembinaan 4 jejambatan merentasi Sungai Klang yang menyediakan jalanraya penghubung ke Jalan Syed Putra dan susur keluar ke Brickfields.

TENAGA

Pada tahun 2008, syarikat subsidiari MRCB, Transmission Technology Sdn Bhd (TTSB) meneruskan kontrak Talian Penghantaran bernilai RM183 juta yang meliputi:

- Kelemak ke Melaka 275kV
- Sokongan Kawasan Tengah A 275kV
- Sokongan Kawasan Tengah B 275kV
- Nuni ke Lenggeng 275kV
- Gelang Patah ke Bukit Batu 275kV

Pada masa ini, semua kontrak tersebut telah disiapkan kecuali projek Nuni-Lenggeng dan Gelang Patah-Bukit Batu yang dijangka akan disiapkan pada suku kedua 2009.

Syarikat juga berjaya mendapatkan kontrak Stesen Pencawang bernilai RM415 juta yang meliputi:

- GIS Pantai ke Salak Selatan
- Pencawang Rengit/Parit Raja/Kluang
- "Switchyard" Bakun 275kV

Pencawang Rengit/Parit Raja/Kluang kini hampir disiapkan manakala Salak Selatan dan Bakun dijangka akan siap pada akhir 2009 dan awal tahun 2010.

DUKE



Transformation and Preservation

Transformasi dan Pemuliharaan



Infrastructure & Environment

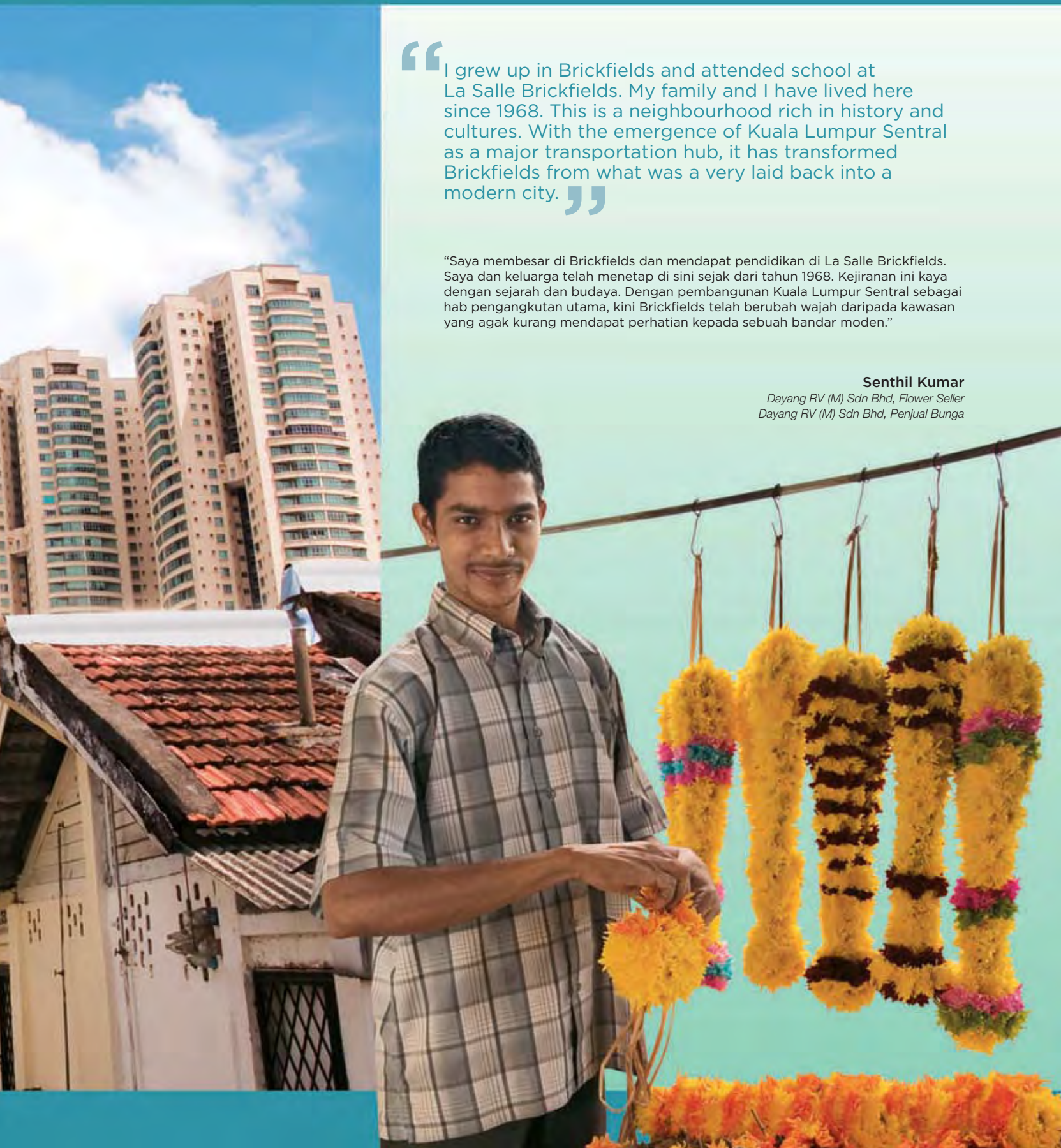
Infrastruktur & Alam Sekitar

“I grew up in Brickfields and attended school at La Salle Brickfields. My family and I have lived here since 1968. This is a neighbourhood rich in history and cultures. With the emergence of Kuala Lumpur Sentral as a major transportation hub, it has transformed Brickfields from what was a very laid back into a modern city.”

“Saya membesar di Brickfields dan mendapat pendidikan di La Salle Brickfields. Saya dan keluarga telah menetap di sini sejak dari tahun 1968. Kejiranan ini kaya dengan sejarah dan budaya. Dengan pembangunan Kuala Lumpur Sentral sebagai hab pengangkutan utama, kini Brickfields telah berubah wajah daripada kawasan yang agak kurang mendapat perhatian kepada sebuah bandar moden.”

Senthil Kumar

*Dayang RV (M) Sdn Bhd, Flower Seller
Dayang RV (M) Sdn Bhd, Penjual Bunga*



Infrastructure & Environment

Infrastruktur & Alam Sekitar

Pahang Rivermouth



This division focuses its energies on two core areas: infrastructure development and environmental rehabilitation.

The main project currently being undertaken by the infrastructure section is the development of the Duta-Ulu Kelang Expressway (DUKE), an 18 km highway in Kuala Lumpur linking Jalan Duta, Hill View, Ulu Klang and Sentul Pasar to the Karak Highway. Work began in October 2005 following the conclusion of a Concession Agreement in August between the Government of Malaysia and Konsortium Lebuhraya Utara Timur (KL) Sdn Bhd. In line with our equity stake in the concession company, MRCB is carrying out 30% of the construction works. The highway will be fully opened as scheduled in May 2009.

In June 2007, the infrastructure section achieved another significant milestone by signing a Concession Agreement with the Government for the Eastern Dispersal Link expressway (EDL) project which will be 100% owned by MRCB. The EDL will be an 8.1 km expressway that will disperse traffic among the main artery roads in Johor Bahru, and will include a 4.4 km elevated structure that will link the new Customs, Immigration & Quarantine (CIQ) complex at Bukit Cagar, Johore with the North-South Expressway at the Pandan Interchange. The concession period is for 34 years, inclusive of a four-year construction period which commenced in mid-2008 and expected to complete by early 2012.

The division also provides environmental conservation and restoration services, undertaking coastal and river rehabilitation and protection works via MRCB's 55%-owned subsidiary MRCB Environment Sdn Bhd. In October 2007, the company was awarded the Teluk Tekek, Pulau Tioman beach, river and infrastructure rehabilitation project worth RM132 million. Work is progressing on schedule and should be completed by mid 2009.

In October 2008, the company received a letter of award from the Government of Malaysia to design and build breakwaters for Sungai Kuantan, Pahang, (Phase 1) for an amount of RM20 million. Works envisaged for Phase 1 is to collate data and finalize the complete design for the proposed breakwater. Main construction works for the breakwater is expected to commence early 2011.

Also in October 2008, the company was awarded the Phase 1 of the Kuala Pahang river mouth improvement project of RM258 million, i.e. to design and build one of the largest river mouth breakwater in Malaysia. Land clearing has commenced and Phase 1 works is expected to be completed in 2011.

In early December 2008, the company received another award of RM18.3 million (Phase 1) to improve and rehabilitate Sungai Perai and its surrounding areas in the state of Pulau Pinang. The project is for a period of two (2) years.

To complement the above projects and assist in design work, the Company also undertakes and offers numerical modeling services on hydrography to external clients including the Government of Malaysia. This, amongst others, reduces dependency on external modelers, mostly offered by foreign consultants, and provides opportunities to home grown modelers in developing new skills and expertise.

Loosely controlled industrialization and development along rivers and coastal areas would generally cause irreversible damage to the environment. The increase in awareness by various stakeholders including the Government to preserve and restore the environment close to its natural condition would create ample opportunities for the company in the future.



Bahagian ini memberi tumpuan utama kepada dua bidang teras: pembangunan infrastruktur dan pemuliharaan alam sekitar.

Projek utama yang sedang dijalankan oleh bahagian infrastruktur pada masa ini adalah pembinaan Lebuhraya Duta-Ulu Klang (DUKE) sepanjang 18 km di Kuala Lumpur, menghubungkan Jalan Duta, Hill View, Ulu Klang dan Sentul Pasar ke Lebuhraya Karak. Kerja-kerja pembinaan bermula pada bulan Oktober 2005 berikutan termeterainya Perjanjian Konsesi antara Kerajaan Malaysia dan Konsortium Lebuhraya Utara Timur Sdn Bhd (KL) pada bulan Ogos tahun yang sama. MRCB mengendalikan 30% daripada kerja pembinaan, selaras dengan kepentingan ekuiti kami dalam syarikat konsortium tersebut. Lebuhraya ini dijangka dibuka sepenuhnya pada bulan Mei 2009.

Pada Jun 2007, satu lagi mercu tanda penting berjaya dicapai oleh bahagian infrastruktur melalui Perjanjian Konsesi yang ditandatangani dengan Kerajaan bagi projek Lebuhraya Penyuraian Timur (EDL) dengan pegangan 100% oleh MRCB. EDL adalah sebuah lebuhraya sejauh 8.1 km yang bakal menyuraikan lalulintas daripada arteri utama di Johor Bahru, di mana 4.4 km daripada binaan merupakan struktur bertingkat yang menghubungkan kompleks Kastam, Imigresen & Kuarantin (CIQ) baru di Bukit Cagar, Johor dengan Lebuhraya Utara-Selatan di Persimpangan Bertingkat Pandan. Tempoh konsesi projek tersebut adalah selama 34 tahun, termasuk tempoh pembinaan selama 4 tahun yang telah bermula pada pertengahan tahun 2008 dan dijangka siap pada awal 2012.



Kuala Sungai Pahang



Pantai Teluk Cempedak,
Kuantan, Pahang

Bahagian tersebut turut menyediakan perkhidmatan pemuliharaan dan membaik pulih alam sekitar melalui syarikat subsidiari 55% milik MRCB iaitu MRCB Environment Sdn Bhd yang menjalankan kerja-kerja pemuliharaan dan perlindungan pantai dan sungai. Pada bulan Oktober 2007, syarikat telah ditawarkan projek pemuliharaan pantai, sungai dan infrastruktur di Teluk Tekek, Pulau Tioman bernilai RM132 juta. Kerja-kerja projek kini sedang dilaksanakan mengikut jadual dan dijangka akan siap menjelang pertengahan tahun 2009.

Pada Oktober 2008, Syarikat telah menerima surat tawaran kontrak daripada Kerajaan Malaysia untuk mereka bentuk and membina pemecah ombak untuk Sungai Kuantan, Pahang, Fasa 1 untuk jumlah sebanyak RM20 juta. Kerja-kerja Fasa 1 dijangka merangkumi pengumpulan data dan reka bentuk pemecah ombak yang dipersetujui. Kerja-kerja pembinaan utama pemecah ombak ini dijangka akan dilaksanakan pada awal tahun 2011.

Juga pada bulan Oktober 2008, Syarikat telah diberi kontrak Fasa 1 untuk Projek Kuala Sungai Pahang yang bernilai RM258 juta untuk mereka bentuk dan membina salah sebuah pemecah ombak yang terbesar di Malaysia. Kerja-kerja pembersihan kawasan akan dijalankan dan Fasa 1 ini dijangka siap pada tahun 2011.

Selain itu, pada awal bulan Disember 2008, Syarikat juga telah menerima kontrak Fasa 1 bagi kerja membaik pulih Sungai Perai yang bernilai RM18.3 juta dan kawasan disekitarnya di Pulau Pinang. Projek ini mengambil masa 2 tahun untuk disiapkan.

Untuk melengkapkan projek-projek tersebut diatas dan juga kerja mereka bentuk, Syarikat juga menawarkan khidmat untuk reka bentuk permodelan berangka dan hidiografi kepada pelanggan dan juga Kerajaan Malaysia. Ini dapat mengurangkan pergantungan kepada model yang dihasilkan oleh konsultan luar dan juga memberi peluang kepada pereka model tempatan mengenengahkan kemahiran dan kepakaran mereka.

Aktiviti Perindustrian dan Pembangunan yang tidak terkawal di sepanjang sungai dan kawasan pantai akan membawa kepada permusnahan alam sekitar. Dengan adanya keperihatinan daripada ramai pemegang kepentingan termasuk Kerajaan Malaysia untuk memulihara dan menjaga alam sekitar kepada asal semulajadinya banyak memberi peluang pendapatan kepada Syarikat dimana akan datang.



Teluk Tekek,
Pulau Tioman,
Pahang

Awards & Recognition

Anugerah & Pengiktirafan



As one of the leading property and engineering & construction players in the country, MRCB advocates the highest level of excellence in developing all of its projects, which in turn will benefit its clients, purchasers and business partners.

MRCB's depth of technical and technological expertise, which underpins the Group's array of credentials is further strengthened by the attainment of quality certifications; recognised by highly renowned local and international quality certification authorities.

Sebagai salah satu daripada peneraju hartanah dan kejuruteraan & pembinaan utama negara, MRCB menekankan kepentingan piawaian tertinggi untuk semua projek yang dilaksanakannya, yang mana akan memanfaatkan para pelanggan, para pembeli dan rakan-rakan niaganya.

Kepakaran MRCB dalam bidang teknikal dan teknologi jelas menunjukkan keupayaan Kumpulan; diperteguhkan lagi dengan pencapaian sijil pengiktirafan piawaian kualiti yang diiktiraf oleh badan-badan piawaian kualiti negara dan juga di peringkat antarabangsa.

MRCB Group

Kumpulan MRCB

Nacra Award

Best Corporate Social Responsibility Award, Platinum Award

StarBiz – ICR Malaysia Corporate Responsibility Awards

Finalist, Community Category

Anugerah Nacra

Laporan Tanggungjawab Sosial Korporat Terbaik, Anugerah Platinum

Anugerah StarBiz – ICR Malaysia Tanggungjawab Korporat

Finalis, Kategori Komuniti



Property Development

Pembangunan Hartanah

Kuala Lumpur Sentral Sdn Bhd

- Runner up in the FIABCI-World Award 2008 for Best Office Development Property
- FIABCI-Malaysia's Property Award 2008 for Best Office Development
- Malaysia's First MSC Cybercentre (2006)
- Finalist for FIABCI-International Prix D'Excellence 2003
- FIABCI-Malaysia Award of Distinction 2002 for Specialised and Public Sector Category
- PAM Excellence Winner
- Honorary Mention for Excellence in Architecture (PAM)
- Islamic Finance News Award - Musyarakah Deal of the Year 2007

MRCB Sentral Properties Sdn Bhd (formerly known as MRCB Selborn Corporation Sdn Bhd)

- MS ISO 9001:2000

Kuala Lumpur Sentral Sdn Bhd

- Tempat kedua Anugerah FIABCI-Peringkat Dunia 2008 bagi kategori Pembangunan Pejabat Terbaik
- Anugerah Hartanah FIABCI-Malaysia 2008 bagi Pembangunan Pejabat Terbaik
- Pusat Siber MSC Pertama Malaysia (2006)
- Tersenarai di peringkat akhir bagi FIABCI-International Prix D'Excellence 2003
- Anugerah Kecemerlangan FIABCI-Malaysia 2002 bagi Kategori Khusus dan Sektor Awam
- Pemegang Anugerah Kecemerlangan PAM
- Anugerah Kehormat bagi Kecemerlangan Seni Bina (PAM)
- Anugerah Islamic Finance News - Perjanjian Musyarakah Terbaik Tahun 2007

MRCB Sentral Properties Sdn Bhd (dikenali sebagai MRCB Selborn Corporation Sdn Bhd)

- MS ISO 9001:2000



Infrastructure & Environment

Infrastruktur & Alam Sekitar

MRCB Lingkaran Selatan Sdn Bhd

- The Asset Asian Awards 2008, Triple A under the Best Project Finance for RM1.26 billion Sukuk & Syndicated loan

MRCB Prasarana Sdn Bhd

- License
- CIDB G7

MRCB Environment Sdn Bhd

- License
- CIDB G7

MRCB Lingkaran Selatan Sdn Bhd

- Anugerah Aset Asian 2008, Triple A untuk Projek Kewangan Terbaik sebanyak RM1.26 billion Sukuk & Pinjaman Bersindiket

MRCB Prasarana Sdn Bhd

- Lesen
- CIDB G7

MRCB Environment Sdn Bhd

- Lesen
- CIDB G7



Awards & Recognition

Anugerah & Pengiktirafan

Building Services

Perkhidmatan Pengurusan Bangunan

- Certification to ISO 9001:2000 under the provision of corporate service covering corporate affair and business development, finance, legal affairs and human resource, administration and quality on 16 November 2007

Semasa Sentral Sdn Bhd

- "Best Facilities Management Company in Asia Pacific": Asia Pacific Excellent Standard Award (APBEST) – organized by APBEST Academy, Hong Kong in December 2008
- "Best Operation Driver of The Year": En Roslan Dato' Shariff, COO SSSB - Asia Pacific Excellent Standard Award (APBEST) – organized by APBEST Academy, Hong Kong in December 2008
- Human Resource Development Award 2008; Medium and Small Service Industry by the Human Resource Development in October 2008.
- Re-certification to MS ISO 9001:2000 QMS in March 2006
- Transportation Project Award by Eastern Asia Society of Transportation Studies
- Public Toilet Cleanliness Competition organised by Dewan Bandaraya Kuala Lumpur (DBKL) – 1st prize for Year 2004 and 2005
- Shortlisted for QMEA 2004 Award for Category 1 (Local Company With Annual Sales Not Exceeding RM10 million) organised by Ministry of International Trade & Industry (MITI)
- Special Award for Quality Management Excellence 2005 organised by MITI

Semasa Services Sdn Bhd

- Certification to MS ISO 9001:2000 QMS in March 2006
- 1st Runner up in the ASEAN Energy Management Best Practice Competition for Building Category on 23 August 2007

- Pensijilan ISO 9001:2000 di bawah peruntukan perkhidmatan korporat yang merangkumi hal ehwal korporat dan pembangunan perniagaan, kewangan, hal ehwal undang-undang dan sumber manusia, pentadbiran serta kualiti pada 16 November 2007

Semasa Sentral Sdn Bhd

- "Syarikat Pengurusan Kemudahan Terbaik di Asia Pasifik": Anugerah Kecemerlangan Piawaian (APBEST), anjuran Akademi APBEST, Hong Kong pada Disember 2008
- "Peneraju Operasi Terbaik Tahun Ini": En Roslan Dato' Shariff, Ketua Pegawai Operasi SSSB - Syarikat Pengurusan Kemudahan Terbaik di Asia Pasifik (APBEST) – anjuran APBEST, Hong Kong pada Disember 2008
- Anugerah Pembangunan Sumber Manusia 2008; Industri Perkhidmatan Kecil dan Sederhana pada Oktober 2008.
- Pensijilan semula bagi MS ISO 9001:2000 QMS pada Mac 2006
- Anugerah Projek Pengangkutan oleh Eastern Asia Society of Transportation Studies
- Pertandingan Kebersihan Tandas Awam dianjurkan oleh Dewan Bandaraya Kuala Lumpur (DBKL) – Tempat Pertama bagi tahun 2004 dan 2005
- Disenarai pendek bagi anugerah QMEA 2004 untuk Kategori 1 (Syarikat Tempatan Yang Mencatat Jualan Tahunan Tidak Melebihi RM10 juta) dianjurkan oleh Kementerian Perdagangan & Industri (MITI)
- Anugerah Khas bagi Kecemerlangan Pengurusan Kualiti 2005 dianjurkan oleh MITI

Semasa Services Sdn Bhd

- Pensijilan bagi MS ISO 9001:2000 QMS pada Mac 2006
- Naib Juara dalam Pertandingan Amalan Terbaik Pengurusan Tenaga Peringkat ASEAN bagi Kategori Bangunan pada 23 Ogos 2007



Engineering & Construction

Kejuruteraan & Pembinaan

Transmission Technology Sdn Bhd

Accreditation

- MS ISO 9001:2000

Licenses

- PKK Class 1 - Electrical
- PKK Class1 - Bumiputera Status
- CIDB G7
- Petronas, TNB, SESB
- Ministry of Finance, Malaysia

MRCB Technologies Sdn Bhd

Accreditation

- MS ISO 9001:2000
- MSC Status Incubator

Licenses

- MOF (Bumiputera Status)
- CIDB G7
- PKK Class A
- Tabung Haji
- Telekom, Celcom, Maxis, TT dotcom
- Ministry of Defence, Malaysia
- TNB, SESB, KTMB, SPNB
- MCMC - ASP (C)
- Boustead Naval Shipyard

Milmix Sdn Bhd

Accreditation

- MS ISO 9001:2000

License

- CIDB G7

MRCB Engineering Sdn Bhd

Accreditation

- MS ISO 9001:2000

Licenses

- PKK Class A
- CIDB G7
- JPP Class D
- Bank Negara Malaysia

Transmission Technology Sdn Bhd

Akreditasi

- MS ISO 9001:2000

Lesen

- PKK Kelas 1 - Elektrik
- PKK Kelas 1 - Status Bumiputera
- CIDB G7
- Petronas, TNB, SESB
- Kementerian Kewangan, Malaysia

MRCB Technologies Sdn Bhd

Akreditasi

- MS ISO 9001:2000
- Inkubator Berstatus MSC

Lesen

- MOF (Status Bumiputera)
- CIDB G7
- PKK Kelas A
- Tabung Haji
- Telekom, Celcom, Maxis, TT dotcom
- Kementerian Pertahanan, Malaysia
- TNB, SESB, KTMB, SPNB
- MCMC - ASP (C)
- Boustead Naval Shipyard

Milmix Sdn Bhd

Akreditasi

- MS ISO 9001:2000

Lesen

- CIDB G7

MRCB Engineering Sdn Bhd

Akreditasi

- MS ISO 9001:2000

Lesen

- PKK Kelas A
- CIDB G7
- JPP Kelas D
- Bank Negara Malaysia



Calendar of Events 2008

Kalendar Peristiwa 2008



15 February 15 Februari

15 February 15 Februari

MRCB Handover Keys To Senawang Sentral Business Park Buyers

MRCB, through its subsidiary, MRCB Utama Sdn Bhd successfully handed over the keys to buyers of its Phase 1A and Phase 1B of Senawang Sentral Business Park at Senawang, Negeri Sembilan on 15 February 2008.



29 February 29 Februari

29 February 29 Februari

MRCB Announces Commencement Of The New Melaka Marina Development

Malaysian Resources Corporation Berhad (MRCB), through its subsidiary, MRCB Engineering Sdn Bhd, announced the commencement of a new Marina development for Malacca city, on 29 February 2008.



17 March 17 Mac

17 March 17 Mac

MRCB Signs MoU To Set Up First-of-its-kind Intelligent Real Estate Centres In Malaysia

Cisco® Systems (M) Sdn Bhd and MRCB signed a Memorandum of Understanding (MoU) on 17 March 2008, to jointly collaborate in establishing the first-of-its-kind intelligent real estate centres in Malaysia.

MRCB Berjaya Menyempurnakan Penyerahan Kunci Kepada Para Pembeli Senawang Sentral Business Park

MRCB, melalui syarikat subsidiarinya, MRCB Utama Sdn Bhd berjaya menyerahkan kunci kepada para pembeli Fasa 1A dan Fasa 1B Senawang Sentral Business Park di Senawang, Negeri Sembilan pada 15 Februari 2008.

MRCB Mengumumkan Pelancaran Pembangunan Baru Marina Melaka

Malaysian Resources Corporation Berhad (MRCB), menerusi subsidiarinya, MRCB Engineering Sdn Bhd, mengumumkan pelancaran pembangunan Marina baru bagi Bandaraya Melaka Bersejarah pada 29 Februari 2008.

MRCB Menandatangani MoU Untuk Membina Hartanah Pintar Yang Pertama Seumpamanya Di Malaysia

Cisco® Systems (M) Sdn Bhd dan MRCB telah menandatangani Memorandum Persefahaman (MoU) pada 17 Mac 2008, untuk bekerjasama mewujudkan hartanah pintar yang pertama seumpamanya di Malaysia.



18 April 18 April



29 April 29 April



27 May 27 Mei

18 April 18 April

Semasa Sentral Celebrates Its 7th Year in Operation

Semasa Sentral Sdn Bhd (SEMASA), a subsidiary of MRCB, celebrated its 7th year of managing Stesen Sentral Kuala Lumpur, with its annual tea reception for rail operators, retailers, business associates, clients and employees at the Concourse Area of the Stesen Sentral Kuala Lumpur.

Semasa Sentral Menyambut Ulang Tahun Ke-7 Beroperasi

Semasa Sentral Sdn Bhd (SEMASA), syarikat subsidiari MRCB, menyambut ulang tahun ke-7 menguruskan Stesen Sentral Kuala Lumpur dengan mengadakan majlis minum petang tahunannya bagi para operator, peniaga, rakan sekutu perniagaan, pelanggan dan warga kerja di Ruang Legar Stesen Sentral Kuala Lumpur.

29 April 29 April

MRCB Unveils Sooka Sentral – The New Luxury Lifestyle Centre To The Malaysian Media

MRCB unveiled Sooka Sentral, the new lifestyle centre within the Kuala Lumpur Sentral development on 29 April 2008 to the media, as its latest addition to complement the largely 'work,' 'play' and 'live' factors that are currently highly visible at the development.

MRCB Memperkenalkan Sooka Sentral – Pusat Gaya Hidup Mewah Baru kepada Media Malaysia

MRCB memperkenalkan Sooka Sentral, sebuah pusat gaya hidup baru yang terletak di pembangunan Kuala Lumpur Sentral kepada media pada 29 April 2008. Projek tersebut adalah sebagai pelengkap terkini kepada konsep bekerja, bersantai dan kediaman yang ketara di pembangunan tersebut.

27 May 27 Mei

MRCB Declares Dividend To Shareholders At 37th AGM

The 37th Annual General Meeting (AGM) was held on 27 May 2008 at the Hilton Kuala Lumpur, Kuala Lumpur Sentral with more than 1,000 shareholders attended the meeting.

En. Shahril Ridza Ridzuan, MRCB Group Managing Director shared with them how MRCB has achieved its KPIs and declared a dividend of 1.2% or 1.2 sen per ordinary share.

MRCB Mengisytiharkan Dividen Kepada Para Pemegang Sahamnya di Mesyuarat Agung Tahunan Ke-37

MRCB mengadakan Mesyuarat Agung Tahunannya ke-37 di Hilton Kuala Lumpur, Kuala Lumpur Sentral yang dihadiri oleh lebih 1,000 pemegang saham.

En. Shahril Ridza Ridzuan, Pengarah Urusan Kumpulan MRCB, berkongsi dengan para pemegang saham akan kejayaan MRCB mencapai Penunjuk Prestasi Utamanya dan mengisytiharkan dividen 1.2% atau 1.2 sen sesaham biasa.

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10 June 10 Jun

10 June 10 Jun

Semasa Sentral Conducts Charity Sales At Stesen Sentral Kuala Lumpur

Semasa Sentral Sdn Bhd, a subsidiary of MRCB, in its second year of fund-raising activity for the National Cancer Society Malaysia (NCSM) managed to raise RM4,000.00 at its charity sales held at Stesen Sentral Kuala Lumpur on 10 June 2008.



12 June 12 Jun

12 June 12 Jun

St. Regis Makes Landmark Entry Into Malaysia with Signing Of St. Regis Kuala Lumpur

One IFC Sdn Bhd, a joint-venture between CMY Capital Sdn Bhd, MRCB and Jitra Perkasa Sdn Bhd, announced on 12 June 2008 the signing of a Management Agreement of the six-star St Regis Kuala Lumpur and Residences located at Kuala Lumpur Sentral.



17 July 17 Julai

17 July 17 Julai

MRCB Launches Inaugural CSR-based Art Awards – MRCB Art Awards 2008

MRCB officially launched the MRCB Art Awards 2008 on 17 July 2008, aimed at promoting the local art industry, raise awareness on the environment and encourage participation in CSR activity amongst local artists.

Semasa Sentral Menjalankan Jualan Amal Di Stesen Sentral Kuala Lumpur

Semasa Sentral Sdn Bhd, syarikat subsidiari MRCB, menjalankan aktiviti mengumpul tabung untuk Persatuan Kanser Nasional Malaysia (NCSM) bagi tahun kedua, telah berjaya mengumpul RM4,000.00 di jualan amalnya yang diadakan di Stesen Sentral Kuala Lumpur pada 10 Jun 2008.

St. Regis Memulakan Penerokaan Sulungnya ke Malaysia dengan Menandatangani St. Regis Kuala Lumpur

One IFC Sdn Bhd, syarikat usahasama antara CMY Capital Sdn Bhd, MRCB dan Jitra Perkasa Sdn Bhd, menandatangani Perjanjian Pengurusan St Regis Kuala Lumpur dan Penginapan di St Regis Kuala Lumpur yang bertaraf enam bintang, yang terletak di Kuala Lumpur Sentral.

MRCB Melancarkan Anugerah Seni Yang Berasaskan Tanggungjawab Sosial Korporat–Anugerah Seni MRCB 2008

MRCB telah melancarkan Anugerah Seni MRCB 2008 pada 17 Julai 2008 bertujuan untuk mempromosikan industri seni lukis tanahair, meningkatkan kesedaran terhadap alam sekitar dan menggalakkan penyertaan aktiviti tanggungjawab sosial di kalangan pelukis tempatan.



19 July 19 Julai



26 July 26 Julai



27 July 27 Julai

19 July 19 Julai

Launching of The Fully Completed Penang Sentral Temporary Terminal

Penang Sentral Sdn Bhd, a consortium comprising MRCB and Pelaburan Hartanah Berhad (PHB), officially launched the fully completed Penang Sentral Temporary Terminal on 19 July 2008 by the Second Finance Minister, YB Tan Sri Nor Mohamed Yakcop.

Pelancaran Terminal Pengangkutan Sementara Penang Sentral Telah Siap Sepenuhnya

Penang Sentral Sdn Bhd, sebuah konsortium yang terdiri daripada MRCB dan Pelaburan Hartanah Berhad (PHB), telah melancarkan Terminal Pengangkutan Sementara Penang Sentral yang siap sepenuhnya pada 19 Julai 2008 secara rasminya oleh Menteri Kewangan Kedua, YB Tan Sri Nor Mohamed Yakcop.

26 July 26 Julai

156 Staff In A Race to Kuantan, Pahang For The 2008 MRCB Race

A total of 39 teams, comprising 156 MRCB staff from various levels, took part in the MRCB Race 2008, starting from Stesen Sentral Kuala Lumpur to Swiss Garden, Kuantan, Pahang Darul Makmur on 26 July 2008.

156 Warga Kerja Menyertai Perlumbaan ke Kuantan, Pahang Melalui Perlumbaan MRCB 2008

Seramai 39 pasukan yang terdiri daripada 156 orang warga kerja MRCB dari pelbagai peringkat telah mengambil bahagian dalam Perlumbaan MRCB 2008 pada 26 Julai 2008. Acara tersebut bermula di Stesen Sentral Kuala Lumpur hingga ke Swiss Garden, Kuantan, Pahang Darul Makmur.

27 July 27 Julai

MRCB Donates More Than RM10,000 To Permata Camar Orphans

MRCB donated more than RM10,000.00 and some basic necessities to Permata Camar orphanage in Kuantan, Pahang Darul Makmur, in conjunction with its 2-day programme organized by the MRCB Sport and Recreational Club (SPARC) for its members.

MRCB Menderma Lebih RM10 Ribu kepada Rumah Anak Yatim Permata Camar

MRCB telah menyumbang lebih RM10,000.00 berserta barangan keperluan asas kepada rumah anak yatim Pertama Camar di Kuantan, Pahang Darul Makmur. Sumbangan tersebut adalah sempena program 2 hari anjuran SPARC untuk ahli-ahlinya.

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9 August 9 Ogos



26 August 26 Ogos



27 August 27 Ogos

9 August 9 Ogos

MRCB's Building Services Division CSR Activity At Zoo Negara

For the first time, MRCB's Building Services Division went on an outdoor community programme under the theme "celebrating the Wonders of Nature" with a one-day trip to Zoo Negara on 9 August 2008. They helped to clean up the animal shelters.

Bahagian Perkhidmatan Pengurusan Bangunan MRCB Melakukan Kerja Tanggungjawab Sosial Korporat Di Zoo Negara

Bahagian Perkhidmatan Pengurusan Bangunan MRCB, buat julung kalinya menyertai program khidmat masyarakat bertemakan "Meraikan Keindahan Semulajadi" dengan mengadakan lawatan sehari ke Zoo Negara pada 9 Ogos 2008. Mereka telah membersihkan kandang-kandang binatang di zoo tersebut.

26 August 26 Ogos

MRCB Launches Brickfields Community Website

Under the CSR programme, MRCB launched its 1st community portal on 26 August 2008 at the YMCA. The website, www.myBrickfields.com.my, was for the benefit of the Brickfields community, including the Buddhist Maha Vihara, the Young Men's Christian Association (YMCA), the Malaysian Association of the Blind (MAB), SMK La Salle Brickfields and the Temple of Fine Arts.

MRCB Melancarkan Laman Web Komuniti Brickfields

Di bawah program Tanggungjawab Sosial Korporat, MRCB telah melancarkan portal komuniti pertamanya pada 26 Ogos 2008 di YMCA. Laman web ini dikenali sebagai www.myBrickfields.com.my, dibangunkan khas untuk masyarakat Brickfields termasuk Buddhist Maha Vihara, Young Men's Christian Association (YMCA), Persatuan Orang-Orang Buta Malaysia, SMK La Salle Brickfields dan Temple of Fine Arts.

27 August 27 Ogos

MRCB Signs Up For UN Global Compact

MRCB, together with 12 other Malaysian organisations, comprising Government-Linked Companies (GLCs), Multinationals and SME signed up en bloc with the United Nations Global Compact (UNGC) Initiatives, the world's largest voluntary global corporate responsibility initiative; on 27 August 2008 at the Kuala Lumpur Convention Centre in conjunction with the Silver Book Workshop.

MRCB Menandatangani UN Global Compact

Sempena Bengkel Buku Perak, MRCB, bersama-sama dengan 12 syarikat Malaysia lain yang terdiri daripada Syarikat-Syarikat Berkaitan Kerajaan (GLC), Multinasional dan IKS, telah menandatangani secara serentak inisiatif United Nations Global Compact (UNGC), satu inisiatif tanggungjawab korporat global sukarela terbesar di dunia pada 27 Ogos 2008 di Pusat Konvensyen Kuala Lumpur.



27 August 27 Ogos



11 September 11 September



15 September 15 September

27 August 27 Ogos

MRCB Unveils Its First GRI-Based Sustainability Report

MRCB launched its first Global Reporting Initiative (GRI)-based Sustainability Report at the Kuala Lumpur Convention Centre on 27 August 2008. It has attained an A+ Application Level, indicating that it has fulfilled all required Core Indicators under G3 and sector supplement (specific required reporting on the construction sector).

MRCB Melancarkan Laporan Mapan Berasaskan GRI Pertamanya

MRCB melancarkan Laporan Mapannya berasaskan Inisiatif Laporan Global (GRI) di Pusat Konvensyen Kuala Lumpur pada 27 Ogos 2008. Laporan tersebut mendapat Tahap Kesesuaian A+, menandakan bahawa ia telah memenuhi semua Petunjuk Teras yang diperlukan di bawah G3 dan tambahan sektor (laporan keperluan tertentu untuk sektor pembinaan).

11 September 11 September

MRCB Conducts UPSR Clinic For Its Pintar Schools

MRCB conducted a 2-day Primary School Achievement Test (UPSR) programme for all its 6 PINTAR schools while inviting a school from Kajang, Selangor Darul Ehsan to jointly participate in the programme at three separate locations, namely Bukit Merah Lake Town Resort, Perak Darul Ridzuan; UTM Skudai, Johor Bahru; and UKM, Bangi, Selangor Darul Ehsan.

MRCB Menaja Klinik UPSR Untuk Sekolah PINTAR

MRCB menaja program Klinik Ujian Pencapaian Sekolah Rendah (UPSR) selama 2 hari bagi keenam-enam sekolah angkat dibawah program PINTAR. Sebuah sekolah dari Kajang, Selangor Darul Ehsan juga turut dijemput menyertai program tersebut yang diadakan di tiga lokasi berbeza iaitu di Bukit Merah Lake Town Resort, Perak Darul Ridzuan; UTM Skudai, Johor Bahru; dan UKM, Bangi, Selangor Darul Ehsan.

15 September 15 September

MRCB Building Services Division Shares Festive Joys With 42 Orphans

MRCB Building Services Division hosted a buka puasa session for 42 orphans from Badan Amal Nur Zaharah, Bentong, Pahang Darul Makmur, on 15 September 2008; in celebration of Ramadhan, at Symphony Hall, Stesen Sentral Kuala Lumpur (SSKL). A donation of RM3,500.00 was also presented to the orphanage.

Bahagian Perkhidmatan Pengurusan Bangunan MRCB Berkongsi Keriangan Dengan 42 Orang Anak Yatim

Sempena sambutan bulan Ramadhan, Bahagian Perkhidmatan Pengurusan Bangunan MRCB menjadi tuan rumah majlis berbuka puasa bagi meraikan 42 orang anak yatim dari Badan Amal Nur Zaharah, Bentong, Pahang Darul Makmur, pada 15 September 2008; bertempat di Dewan Symphony, Stesen Sentral Kuala Lumpur (SSKL). Sumbangan berjumlah RM3,500.00 turut dihulurkan kepada rumah anak yatim tersebut.

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18 September 18 September



21 October 21 Oktober



9 November 9 November

18 September 18 September

Vietnam Delegation Visits Kuala Lumpur Sentral Development

A 15-member trade delegation from Vietnam, led by His Excellency Dr. Pham Quang Nghi, a member of the Socialist Republic of Vietnam's Political Bureau, Party Secretariat, and Vietnamese Communist Party Secretary for Hanoi, visited Kuala Lumpur Sentral development on 18 September 2008.

Delegasi Vietnam Melawat Pembangunan Kuala Lumpur Sentral

Satu delegasi dari Vietnam yang terdiri daripada 15 orang, diketuai oleh Tuan Yang Terutama Dr. Pham Quang Nghi, ahli Biro Politik Republik Sosialis Vietnam, Setiausaha Parti dan Setiausaha Parti Komunis Vietnam, Hanoi, telah melawat pembangunan Kuala Lumpur Sentral pada 18 September 2008.

21 October 21 Oktober

Semasa Sentral Wins Human Resource Awards

Semasa Sentral Sdn Bhd, a subsidiary of MRCB, has been awarded the Human Resource Development Award 2008 by the Ministry of Human Resource under the Small & Medium-Sized Employers for the Services Sector at a ceremony held at Genting Highlands, Pahang Darul Makmur on 21 October 2008.

Semasa Sentral memenangi Anugerah Sumber Manusia

Semasa Sentral Sdn Bhd, syarikat subsidiari MRCB, telah dianugerahkan dengan Anugerah Pembangunan Sumber Manusia 2008 oleh Kementerian Sumber Manusia di bawah kategori Majikan Industri Saiz Kecil & Sederhana bagi Sektor Perkhidmatan dalam satu majlis yang diadakan di Genting Highlands, Pahang Darul Makmur pada 21 Oktober 2008.

9 November 9 November

MRCB Honours Its PINTAR Top Achievers And Donates RM60,000 Worth Of School Supplies To Six Schools

MRCB honours its top Promoting Intelligence, Nurturing Talent, Advocating Responsibility (PINTAR) students under its Young Leaders Campaign while concurrently donated 600 sets of school supplies to needy students in all six of its PINTAR schools in Pulau Pinang, Johore and Kuala Lumpur.

MRCB Memberi Pengiktirafan Kepada Pelajar Cemerlang Dari Sekolah Angkat PINTARnya Dan Menyumbangkan Peralatan Sekolah Bernilai RM60,000 Kepada Enam Buah Sekolah

MRCB memberi pengiktirafan kepada para pelajar terbaik program mempromosi Kebijaksanaan, Memupuk Bakat, Menggalakkan Sikap Tanggungjawab (PINTAR) di bawah program Kempen Pemimpin Muda. Sempena program tersebut, MRCB turut menyumbang 600 set barangan keperluan sekolah kepada para pelajar kurang mampu di keenam-enam sekolah angkat PINTARnya di Pulau Pinang, Johor dan Kuala Lumpur.



12 November 12 November



19 November 19 November



20 December 20 Disember

12 November 12 November

Kuala Lumpur Sentral's 1 Sentral Building Wins FIABCI Malaysia Property Awards 2008

Kuala Lumpur Sentral Development's 1 Sentral, a purpose-built Grade A office building, has been awarded the Malaysian Chapter of the International Real Estate Federation (FIABCI) Property Award 2008 in the Office Development category, at an elaborate ceremony held at One World Hotel, Bandar Utama City Centre, on 12 November 2008.

Bangunan 1 Sentral Di Pembangunan Kuala Lumpur Sentral Memenangi Anugerah Hartanah Malaysia FIABCI 2008

1 Sentral di Pembangunan Kuala Lumpur Sentral, sebuah bangunan pejabat binaan khusus Gred A, telah memenangi anugerah terbaik daripada International Real Estate Federation (FIABCI) Chapter Malaysia 2008 bagi kategori Pembangunan Pejabat, dalam sebuah majlis gilang-gemilang di One World Hotel, Bandar Utama City Centre pada 12 November 2008.

19 November 19 November

MRCB Wins Top Honour At NACRA For CSR Reporting

MRCB won the Platinum Award, the top prize for the National Annual Corporate Report Awards (NACRA) 2008 for Best Corporate Social Responsibility (CSR) reporting, at an award ceremony held at Shangri-la Hotel, Kuala Lumpur, on 19 November 2008.

MRCB Memenangi Pengiktirafan Tertinggi Dalam NACRA bagi Laporan CSR

MRCB memenangi Anugerah Platinum, hadiah pertama dalam Anugerah Laporan Korporat Tahunan Nasional (NACRA) 2008 untuk kategori laporan Tanggungjawab Sosial Korporat Terbaik sempena majlis penyampaian anugerah yang diadakan di Shangri-la Hotel, Kuala Lumpur pada 19 November 2008.

20 December 20 Disember

Amir Azman Yusuf Takes MRCB Chairman's Cup 2008

The 2nd MRCB Chairman's Cup, a Golf tournament organised by MRCB Sports Club (SPARC) in collaboration with the Group Retail Asset Development Department, was held at the Tasik Puteri Golf & Country Club, Rawang, Selangor Darul Ehsan on 20 December 2008.

Amir Azman Yusuf Menjuarai Piala Pengerusi MRCB 2008

Pertandingan Golf Piala Pengerusi MRCB 2008, anjuran SPARC dengan kerjasama Jabatan Pembangunan Aset Peruncitan Kumpulan, telah diadakan untuk kali ke-2 di Tasik Puteri Golf & Country Club, Rawang, Selangor Darul Ehsan pada 20 Disember 2008.

Statement of Corporate Governance

INTERNATIONAL STANDARDS OF CORPORATE GOVERNANCE

The Board of Directors of MRCB and its Management remain committed to ensuring that good Corporate Governance principles continue to be developed and implemented throughout the Company in accordance with best-in-class practices, the Malaysian Code on Corporate Governance (the Code) in addition to the Listing Requirements of Bursa Malaysia Securities Berhad.

Having applied the international standards of corporate governance principles as mentioned above, the Board is pleased to provide the following disclosure statements for the year 2008:

1 MRCB'S BOARD STRUCTURE

a Composition of Members

The MRCB Board as at 31 December 2008 constitutes 7 members with the retirement of one director, Dato' Dr Mohd Shahari Ahmad Jabar. This is an optimal size for its current business profile, sufficient for effectively leading the company's activities. There is a sufficient mix of skill sets at the Board level, with a combined experience in corporate, finance and property management coupled with strong networking in the public and private sectors. The line-up of the Board for the year 2008 is as per Table 1 and Table 2 below.

Further detailed information of each member, including qualification and experience, are outlined on pages 24 to 31 in this Annual Report.

b Structure

- i With the exception of the Group Managing Director (GMD), all other Board members are Non Executive and make up 88% (up till May 2008) and 86% (from May 2008 onwards, with the retirement of Dato' Dr. Mohd Shahari Ahmad Jabar) of the Board
- ii There were 3 Independent Directors until May 2008; from May 2008 this number was reduced to 2 with the retirement of Dato' Dr. Mohd Shahari Ahmad Jabar. Notwithstanding the resignation of the 1 Independent Director, the composition of Independent Directors on the Board is still within the Listing Requirement Paragraph 15.02 of Bursa Malaysia Securities Berhad.

c Board Independence and Effectiveness

- i The Company continues to ensure that there is clear separation between Board and the Executive for balance of power and authority as prescribed by international best practices.
- ii In this aspect, the role of the Chairman (who is Non Executive) and other Board members are always kept separate from the role of GMD, who is principally responsible for making and implementing operational decisions. The current Chairman was not the previous GMD of the Company.
- iii In the absence of the Chairman, the most senior independent director, Dato' Ahmad Ibnihajar, will chair the Board meetings.
- iv The Board's effectiveness is further enhanced with 5 Committees of the Board set up as per Table 2 below. The Terms of Reference of each committee is set out in pages 107 to 108 below. In these committees, each individual director's individual skill sets and expertise are tapped. The committees were set up to support and complement the Board's decision-making process, as a more detailed review and study of strategic issues can be done at the Committee level. Nevertheless, the Board retains the ultimate responsibility for decision-making.

d Board of Directors Meetings and Board Committee Meetings

A total of Eight (8) Board of Directors' meetings have been held by MRCB between 1 January 2008 and 31 December 2008. All the directors have fulfilled the requirement to attend more than 50% of the total board of directors' meetings pursuant to Para 15.05(3)(c) of the Listing Requirement of Bursa Malaysia Securities Berhad.

Table 1: Details of attendance of MRCB directors at the Board of Directors' meetings held during the period are as follows:

Dates of Board Meeting	Name of 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 Non Independent, Non Executive	Group Managing Director	Non Independent, Non Executive	Independent Director	Independent Director	Non Independent, Non Executive	Independent Director	Non Independent, Non Executive
	Appointed since	12 January 2005	9 August 2001	9 August 2001	27 September 2000	22 July (retired: 27 May 2008)	3 November 2003	12 January 2005	20 July 2005
15/01/2008		A	A	A	A	A	A	A	A
*26/02/2008		A	A	A	A	A	A	A	A
21/03/2008		A	A	A	A	A	A	A	A
*20/05/2008		A	A	A	A	A	A	A	A
07/08/2008		A	A	A	A	Retired on 27/05/2008	A	A	A
*26/08/2008		A	A	A	X	-	A	A	A
*25/11/2008		A	A	A	X	-	A	A	A
17/12/2008		A	A	A	A	-	A	A	A
Total (%)		8/8 (100%)	8/8 (100%)	8/8 (100%)	6/8 (75%)	4/4 (100%)	8/8 (100%)	8/8 (100%)	8/8 (100%)

Statement of Corporate Governance

Table 2: The attendance of directors at the following Committee meetings held between 1 January 2008 to 31 December 2008, are as follows:

Dates and Type of Committee Meeting	Name of Directors						
	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
	Group Managing Director	Non Independent, Non Executive	Independent Director	Independent Director	Non Independent, Non Executive	Independent Director	Non Independent, Non Executive
Audit Committee	-	(Member)	(Chairman)	(Member)	-	(Member)	-
25/02/2008	-	A	A	A	-	-	-
08/05/2008	-	A	A	A	-	-	-
27/05/2008	-	A	A	A	-	-	-
26/08/2008	-	A	A	Retired on 27/05/08	-	A	-
19/11/2008	-	A	A	-	-	A	-
Total	-	5/5	5/5	3/3	-	2/2	-
EXCO	(Member)				(Chairman)	(Member)	(Member)
04/02/2008	A	-	-	-	A	A	A
12/05/2008	A	-	-	-	A	A	A
27/06/2008	A	-	-	-	A	A	A
07/07/2008	A	-	-	-	A	A	A
29/07/2008	A	-	-	-	A	A	A
26/08/2008	A	-	-	-	A	A	A
18/11/2008	A	-	-	-	A	A	A
Total	7/7	-	-	-	7/7	7/7	7/7
Remuneration Committee			(Chairman)	(Member)	(Member)		
26/02/2008	-	-	A	A	A	-	-
Total	-	-	1/1	1/1	1/1	-	-
Nomination Committee			(Member)	(Chairman)	(Member)		
20/05/2008	-	-	A	A	A	-	-
Total	-	-	1/1	1/1	1/1	-	-
ESOS Committee	(Member)		(Chairman)	(Member)	(Member)		
No ESOS Committee meetings were called during the year 2008							

2 BOARD COMMITTEES

Audit Committee ("AC")

The AC Report is set out on pages 126 to 129 of this Annual Report.

Executive Committee of the Board

In a continuous effort to improve itself for effective leadership and management of the Company, the Board had on 17 November 2005 established an Executive Committee (EXCO), which main functions are:

- i To guide the Management in the implementation of the GLC Transformation Initiatives;
- ii To review and recommend the annual business plan and budget of the Company to the Board for approval;
- iii To consider and review significant and/or major issues relating to any business direction of the Company;
- iv Deliberate on all major business transactions and issues relating to the Company that require the EXCO's or Board's approval; these are clearly specified in the Company's Limits of Authority.

The members shall comprise of at least three (3) members whom shall be appointed by the Board:

- 2 representatives of the major shareholder
- 1 Executive Director

The members nominated to the EXCO are:

Dr. Roslan A. Ghaffar* (Chairman)

Datuk Ahmad Zaki Zahid**

En Mohamad Lotfy Mohamad Noh*

En Shahril Ridza Ridzuan***

* Non Independent, Non Executive Director;

** Independent Director

*** Executive Director (Group Managing Director)

The EXCO met 7 times during the year, on 4 February 2008, 12 May 2008, 27 June 2008, 7 July 2008, 29 July 2008, 26 August 2008 and 18 November 2008.

Nomination Committee

The Code endorses, as best practice, a formal procedure for appointments to the Board, with a Nomination Committee making recommendations for such appointments to the Board. In line with this, the Nomination Committee ("NC") was established on 31 October 2001.

The NC's terms of reference include:

- i Identifying and recommending new nominees to the Board and committees of the Board of MRCB, and 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, committees of the Board and directors in assessing overall effectiveness on an on-going 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.

The NC shall meet at least once a year, and a quorum of three (3) is required to convene the meeting. The NC has met once during the review period, on 20 May 2008.

Remuneration Committee

In line with the recommendations of the Code, a Remuneration Committee ("RC") was set up 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;

Statement of Corporate Governance

- 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 GMD and other designated senior management personnel with the aim of attracting and retaining high-calibre senior management personnel who will deliver success for shareholders and high standards of service for customers, while having due regard to the business environment in which the Company operates. Once formulated, the remuneration package is recommended to the Board for approval;
- iv To review and recommend to the Board improvements (if any) on GMD and designated senior management personnel's remuneration policy and package, and any other issues relating to benefits of those designated senior management personnel on an annual basis;
- v To review any major changes in employee benefit structures throughout the Company, and where appropriate recommend 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

One meeting of the Remuneration Committee was held during the year, on 26 February 2008.

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 by-laws of the ESOS Scheme approved by Shareholders. The ESOS Committee members are:

Dato' Ahmad Ibnihajar* (Chairman)

Dato' Dr. Mohd Shahari Ahmad Jabar* - retired in May 2008

Dr. Roslan A. Ghaffar**

En Shahril Ridza Ridzuan***

* Independent Director

** Non independent, Non Executive Director

*** Executive Director (Group Managing Director)

During the year under review no ESOS Committee meeting was held, as ESOS allocations to employees of the Company was not proposed during the year.

3 BOARD REMUNERATION

a Directors' and Senior Management Personnel's Remuneration Policy

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

Remunerations paid to other Non Executive Directors are decided by the Board. All Non Executive Directors receive a fixed amount, but differentiated according to each Non Executive Director's additional contributions and responsibilities.

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

b Directors' Remuneration

Over and above the Listing Requirements of Bursa Malaysia Securities Berhad, the Board is pleased to provide a more detailed breakdown of directors' remuneration for the year 2008 in table 3 and 4 below. The Board firmly believes that this disclosure would provide greater transparency and enable shareholders and investors to gauge the reasonableness of rewards given to directors and see that they are in line with their individual contributions to the Company.

Total Directors' remuneration is RM1.518 million. The highest paid director is the Group Managing Director who is the sole executive director of the Company, and the quantum (RM1.113 million), breakdown, and form of remuneration are also disclosed for public information.

Directors' remuneration takes into account pay and employment conditions of the industries the Company operates in. The Executive Director's remuneration is linked to corporate and individual performance, while the Non Executive Directors' remuneration is linked to their individual contributions and responsibilities. Table 3 also shows the differentiation in fees paid for additional contributions performed by the Non Executive Directors, for example, board committee chairmanship(s).

Table 3: Details of Directors' Remuneration for 2008

Directors	Datuk Azlan Zainol	Shahril Ridza Ridzuan	Abdul Rahman Ahmad	Dato' Ahmad Ibhijajar	Dato' Dr. Mohd Shahari Ahmad Jabar	Dr. Roslan A. Ghaffar	Datuk Ahmad Zaki Zahid	Mohamad Lotfy Mohamad Noh	
	<i>Chairman of the Board</i>			<i>Chairman, Audit Committee (from June 2008) Remuneration Committee and ESOS Committee</i>	<i>Chairman, Audit Committee 1 January to 27 May 2008</i>	<i>Chairman EXCO</i>			
Designation	Non Independent Non Executive	Group Managing Director	Non Independent Non Executive Director	Independent, Non Executive Director	Independent, Non Executive Director	Non Independent Non Executive Director	Independent, Non Executive Director	Non Independent Non Executive Director	
Period	1 January to 31 December 2008	1 January to 31 December 2008	1 January to 31 December 2008	1 January to 31 December 2008	1 January to 27 May 2008	1 January to 31 December 2008	1 January to 31 December 2008	1 January to 31 December 2008	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Fees	66		44	48	19	48	44	44	313
Salary		540							540
Bonus		240							240
EPF		180							180
Allowance	60	60							120
Leave		18							18
Passage									
Car Allowance		60							60
Share Option									
Benefits		15							15
Kind									
Fees from Subsidiaries					9	23			32
Total (%)	126	1,113	44	48	28	71	44	44	1,518

Statement of Corporate Governance

Table 4: Analysis of Directors' Remuneration by Band

Directors' Remuneration	Executive Directors	Non Executive Directors	Total
RM0 – RM50,000		5	5
RM50,000 – RM100,000		1	1
RM100,001 – RM150,000		1	1
RM1,100,001 – RM1,150,000	1		1
Total	1	7	8

4 BOARD CONDUCT

The Board at all times acts independently while retaining the ultimate responsibility for the direction and management of the Company in meeting its objectives. It regularly assesses the direction, performance and achievement of Management.

a Code of Conduct for Board Members

In addition to duties and responsibilities set out under the ambit of Company law and practices, the Board has also imposed on its members to declare in writing that they have observed the Company's Code of Ethics in discharging their duties and responsibilities.

b Board Self-Assessment

In November 2008, the Board conducted its annual self-assessment exercise to review its effectiveness; the assessment was made on the Board as a body as well as on individual Board members. For an improved and more effective self-assessment process, an independent advisor, KPMG Advisory Services was engaged to facilitate the exercise.

c Continuous Improvement

The Board members are mindful of the need to continuously upgrade and improve themselves for the benefit of the Company. 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.

d 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 Scorecards for senior management personnel. At the same time, the Board also provides the necessary check and balance function, challenging and debating decisions made by the 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. The limits of management responsibilities have also been defined via the Company's Limits of Authority. Rewards to the Management and employees, such as bonuses and ESOS allocation, are based on financial performance and business achievements.

The Non Executive Board members do not allocate themselves any bonuses or ESOS allocations.

e 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 7 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.

f Check and Balance

Board members take their role seriously and professionally as a check and balance on the Management. Proposals and recommendations made by the Management are actively and constructively questioned, challenged and debated at Board meetings and at Board Committee meetings such as EXCO and Audit Committee 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. To ensure that these key functions are sufficiently resourced, the Board via the Audit Committee in 2008 had allocated a total of RM1.63 million in OPEX to support the operations of its Corporate Governance department's activities, which includes Internal Audit, Risk Management and Research.

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.

g Keeping Tabs with the Company's Activities on the Ground

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 Johor and Kuala Lumpur Sentral. During these visits, the Directors gained a better understanding of the Company's projects and the challenges faced, thus enhancing the Board's effectiveness during its deliberations and decision-making.

h 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 page 6 of this Financial Report, Annual Report under "Statement by Directors"

i 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 126 to 129 of this Annual Report.

Statement of Corporate Governance

j Recurrent Related Party Transactions (RRPTs)

There were no recurrent related party transactions during the financial year ended 31 December 2008 except for those disclosed in the audited financial statement, which are exempted under the Listing Requirements of Bursa Malaysia Securities Berhad.

5 PROTECTION OF SHAREHOLDERS' VALUE

a 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 134 to 135 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.

b 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 138 to 139.

c Prevention of Fraud

The Board has also put in place the Prevention of Fraud Manual which serves to guide the 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 Head of Corporate Governance) 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.

d Quality Assurance

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.

e Assurance for Performance of Associate Companies

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

6 SHAREHOLDERS, INVESTORS AND STAKEHOLDERS

a Looking After Minority Interests

The Independent, Non Executive Directors do not represent any of the substantial shareholders, and will therefore 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.

b Dividend Policy

The Company had established a Dividend Policy in 2007, whereby shareholders can expect a Dividend Payout amounting to 20% of Consolidated Profit after Taxation and Minority Interest. However as 2008 had been an extremely challenging year for the economy as a whole and the Company in particular, no dividend is expected to be paid out for the financial year ending 31 December 2008.

c Communication and Transparency

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 Listing Requirements of Bursa Malaysia Securities Berhad (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, investor relations and general corporate information at its regularly-updated corporate public website <http://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.

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. A presentation to the shareholders is made by the Group Managing Director, where the Company's financial results are reviewed, and its general strategies and prospects moving forward are also explained.

Where there is special business or special resolution proposed, the full 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.

At the AGM on 27 May 2008, the Chairman Datuk Azlan Zainol and a director En. Abdul Rahman Ahmad offered themselves for re-election and was duly re-elected. Full information was provided on this, and this is done in compliance with the Company's Articles of Association which required one third of Directors to be subject to re-election by rotation at each AGM, thus giving the shareholders the opportunity to assess the performance of each Director in rotation and to decide on the continuation of appointment.

Statement of Corporate Governance

7 ON-GOING GLC TRANSFORMATION INITIATIVES

The Company is also continuing its efforts to further improve its organization and processes towards becoming a stronger, efficient and more competitive business entity as well as a responsible corporate citizen, as guided by Khazanah Nasional Berhad's GLC Transformation Initiatives. The Company believes that this is an ongoing process, and will monitor and fine-tune the initiatives as necessary.

8 CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company deeply believes that it is an integral part of the society in which it does business.

Throughout 2008, the Company had initiated several CSR projects with a total spend of about RM3.6 million. A total of 31 Community Service programmes were carried out, of which 10 were specifically focused on youth development and 5 on environmental improvement. The Company continues to support the Graduate Employment Enhancement (GREEN) programme, a programme initiated by Khazanah Nasional Berhad, where 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 programs are available in a separate report on CSR, an integral part of this Annual Report.

9 INTERNAL AUDIT'S ANNUAL ASSESSMENT

To support the Directors' declaration in the Statement of Internal Control, Internal Audit has conducted an Annual Assessment exercise of the level of internal control and risk management practices, as well as a 'health check' of the Company's operating business units and key support services departments.

In the Annual Assessment, a framework of ratings and analysis approved by the Audit Committee (AC) was used. The Annual Assessment provides a general indication of the level of internal control and risk management practices, as well as a health check by rating the business units and support services' performance, level of quality, delivery and customer satisfaction of the Company's products and services. The 2008 Annual Assessment was reviewed and recommended by the AC to the Board for approval. From the Annual Assessment it was concluded that 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 134 to 135.

10 CONCLUDING REMARKS

The above statements are clear reflections of the conscious efforts of the MRCB Board and Management to strive to strengthen its governance process and maintain its position as one of the leaders in corporate governance. The Company has not only complied with the Code and the Listing Requirements, but have also adopted most of the international best practices of corporate governance. The Board believes this to be an ongoing process, and strives for full adoption of the international best practices of corporate governance in the near future.

This Statement on Corporate Governance is approved by the Board of Directors via its resolution on 24 February 2009.

Datuk Azlan Zainol
Chairman of the Board
Malaysian Resources Corporation Berhad

Laporan Tadbir Urus Korporat

PIAWAIAN ANTARABANGSA BAGI TADBIR URUS KORPORAT

Lembaga Pengarah dan Pengurusan MRCB sentiasa komited untuk memastikan supaya prinsip-prinsip Tadbir Urus Korporat yang baik terus dibangunkan dan dilaksanakan di seluruh Syarikat selaras dengan amalan yang terbaik dalam kelasnya, Kod Tadbir Urus Korporat Malaysia (Kod) selain daripada Keperluan Penyenaraian Bursa Malaysia Securities Berhad.

Setelah menggunakan prinsip piawaian tadbir urus korporat antarabangsa seperti dinyatakan di atas, Lembaga dengan sukacitanya membentangkan penyata pendedahan berikut bagi tahun 2008:

1 STRUKTUR LEMBAGA PENGARAH MRCB

a Komposisi Ahli

Pada 31 Disember 2008, Lembaga Pengarah MRCB terdiri daripada 7 orang ahli dengan persaraan seorang pengarah, Dato' Dr. Mohd Shahari Ahmad Jabar. Ini adalah saiz optimum Lembaga Pengarah bagi profil perniagaan semasa yang mencukupi untuk memimpin aktiviti-aktiviti syarikat dengan berkesan. Lembaga Pengarah mempunyai campuran kemahiran yang mencukupi dengan gabungan pengalaman dalam pengurusan korporat, kewangan dan pengurusan hartanah dikuatkuatkan dengan perangkaian yang kukuh dalam sektor awam dan swasta. Barisan Lembaga Pengarah bagi tahun 2008 adalah seperti yang disenaraikan dalam Jadual 1 dan Jadual 2 di bawah.

Butiran selanjutnya bagi setiap ahli, termasuk kelayakan dan pengalaman mereka, dinyatakan di muka 24 hingga 31 dalam laporan tahunan ini.

b Struktur

- i Melainkan Pengarah Urusan Kumpulan (PUK), semua ahli Lembaga Pengarah adalah Bukan Eksekutif dan merangkumi 88% (sehingga Mei 2008) dan 86% (dari Mei 2008 dan seterusnya, dengan persaraan Dato' Dr. Mohd Shahari Ahmad Jabar) daripada keahlian Lembaga Pengarah.
- ii Lembaga Pengarah dianggotai oleh 3 Pengarah Bebas sehingga Mei 2008; dari Mei 2008, bilangan tersebut berkurangan kepada 2 orang dengan persaraan Dato' Dr. Mohd Shahari Ahmad Jabar. Walaupun seorang Pengarah Bebas telah bersara, komposisi Pengarah Bebas dalam Lembaga Pengarah masih mematuhi Perenggan 15.02 Keperluan Penyenaraian Bursa Malaysia Securities Berhad.

c Kebebasan dan Keberkesanan Lembaga Pengarah

- i Syarikat terus memastikan supaya wujud pengasingan yang jelas antara Lembaga Pengarah dan Eksekutif untuk memastikan keseimbangan kuasa dan autoriti seperti yang digariskan oleh amalan terbaik antarabangsa.
- ii Dalam aspek ini, peranan Pengerusi (yang merupakan Bukan Eksekutif) dan ahli-ahli Lembaga Pengarah yang lain sentiasa diasingkan daripada peranan PUK yang bertanggungjawab terutamanya untuk membuat dan melaksanakan keputusan operasi. Pengerusi pada masa ini bukan bekas PUK Syarikat.
- iii Jika Pengerusi tidak hadir, pengarah bebas paling kanan, Dato' Ahmad Ibnihajar, akan mempengerusikan mesyuarat Lembaga Pengarah.
- iv Keberkesanan Lembaga Pengarah dipertingkatkan lagi dengan pembentukan 5 Jawatankuasa Lembaga Pengarah seperti dalam Jadual 2 di bawah. Bidang Kuasa setiap jawatankuasa dinyatakan di mukasurat 130 hingga 133. Dalam jawatankuasa-jawatankuasa tersebut, setiap kumpulan kemahiran dan kepakaran setiap pengarah dimanfaatkan. Jawatankuasa dibentuk untuk menyokong dan melengkapkan proses membuat keputusan Lembaga Pengarah kerana kajian dan penyelidikan yang lebih terperinci berhubung isu-isu strategik boleh dilakukan di peringkat Jawatankuasa. Walau bagaimanapun, Lembaga Pengarah mengekalkan tanggungjawab muktamad terhadap proses membuat keputusan.

Laporan Tadbir Urus Korporat

d Mesyuarat Lembaga Pengarah dan Jawatankuasa Lembaga Pengarah

Lapan (8) mesyuarat Lembaga Pengarah telah diadakan oleh MRCB antara 1 Januari 2008 dan 31 Disember 2008. Semua pengarah telah memenuhi keperluan menghadiri lebih 50% daripada semua jumlah mesyuarat lembaga pengarah menurut Perenggan 15.05 (3)(c) Keperluan Penyenaraian Bursa Malaysia Securities Berhad.

Jadual 1: Butiran kehadiran para pengarah MRCB di mesyuarat Lembaga Pengarah yang diadakan sepanjang tempoh ini adalah seperti berikut:

Tarikh Mesyuarat Lembaga Pengarah	Nama Pengarah								
		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
		Pengarah, Bukan Eksekutif,	Pengarah Urusan Kumpulan	Bukan Eksekutif, Bukan Bebas	Pengarah Bebas	Pengarah Bebas	Bukan Eksekutif, Bukan Bebas	Pengarah Bebas	Bukan Eksekutif, Bukan Bebas
	Dilantik sejak	12 Januari 2005	9 Ogos 2001	9 Ogos 2001	27 September 2000	22 Julai (bersara: 27 Mei 2008)	3 November 2003	12 Januari 2005	20 Julai 2005
15/01/2008		A	A	A	A	A	A	A	A
*26/02/2008		A	A	A	A	A	A	A	A
21/03/2008		A	A	A	A	A	A	A	A
*20/05/2008		A	A	A	A	A	A	A	A
07/08/2008		A	A	A	A	Bersara pada 27/05/2008	A	A	A
*26/08/2008		A	A	A	X	-	A	A	A
*25/11/2008		A	A	A	X	-	A	A	A
17/12/2008		A	A	A	A	-	A	A	A
Jumlah (%)		8/8 (100%)	8/8 (100%)	8/8 (100%)	6/8 (75%)	4/4 (100%)	8/8 (100%)	8/8 (100%)	8/8 (100%)

Jadual 2: Kehadiran para pengarah di mesyuarat Jawatankuasa berikut yang diadakan antara 1 Januari 2008 hingga 31 Disember 2008, adalah seperti di bawah:

Tarikh dan Jenis Mesyuarat Jawatankuasa	Nama Pengarah						
	Shahril Ridza Ridzuan	Abdul Rahman Ahmad	Dato' Ahmad Ibnihar	Dato' Dr. Mohd Shahari Ahmad Jabar	Dr. Roslan A. Ghaffar	Datuk Ahmad Zaki Zahid	Mohamad Lotfy Mohamad Noh
	Pengarah Urusan Kumpulan	Bukan Eksekutif, Bukan Bebas	Pengarah Bebas	Pengarah Bebas	Bukan Eksekutif, Bukan Bebas	Pengarah Bebas	Bukan Eksekutif, Bukan Bebas
Jawatankuasa Audit	-	(Ahli)	(Pengerusi)	(Ahli)	-	(Ahli)	-
25/02/2008	-	A	A	A	-	-	-
08/05/2008	-	A	A	A	-	-	-
27/05/2008	-	A	A	A	-	-	-
26/08/2008	-	A	A	Bersara pada 27/05/08	-	A	-
19/11/2008	-	A	A	-	-	A	-
Jumlah	-	5/5	5/5	3/3	-	2/2	-
EXCO	(Ahli)				(Pengerusi)	(Ahli)	(Ahli)
04/02/2008	A	-	-	-	A	A	A
12/05/2008	A	-	-	-	A	A	A
27/06/2008	A	-	-	-	A	A	A
07/07/2008	A	-	-	-	A	A	A
29/07/2008	A	-	-	-	A	A	A
26/08/2008	A	-	-	-	A	A	A
18/11/2008	A	-	-	-	A	A	A
Jumlah	7/7	-	-	-	7/7	7/7	7/7
Jawatankuasa Imbuhan			(Pengerusi)	(Ahli)	(Ahli)		
26/02/2008	-	-	A	A	A	-	-
Jumlah	-	-	1/1	1/1	1/1	-	-
Jawatankuasa Pencalonan			(Ahli)	(Pengerusi)	(Ahli)		
20/05/2008	-	-	A	A	A	-	-
Jumlah	-	-	1/1	1/1	1/1	-	-
Jawatankuasa ESOS	(Ahli)		(Pengerusi)	(Ahli)	(Ahli)		
Tiada mesyuarat Jawatankuasa ESOS diadakan pada tahun 2008							

2 JAWATANKUASA-JAWATANKUASA LEMBAGA PENGARAH

Jawatankuasa Audit ("JA")

Laporan JA dibentangkan di muka surat 130 hingga 133 dalam Laporan Tahunan ini.

Laporan Tadbir Urus Korporat

Jawatankuasa Eksekutif Lembaga Pengarah

Dalam usaha peningkatan berterusan JA untuk kepimpinan dan pengurusan berkesan Syarikat, pada 17 November 2005 Lembaga Pengarah telah mewujudkan Jawatankuasa Eksekutif (EXCO) dengan fungsi utama untuk:

- i Memberi panduan kepada Pengurusan dalam pelaksanaan Inisiatif Transformasi Syarikat Berkaitan Kerajaan;
- ii Mengkaji dan menyarankan rancangan perniagaan dan belanjawan tahunan Syarikat kepada Lembaga Pengarah untuk kelulusan;
- iii Mempertimbang dan mengkaji sebarang isu penting dan/atau utama berkaitan hala tuju perniagaan Syarikat; dan
- iv Membincangkan semua urusan perniagaan utama dan isu-isu berkaitan Syarikat yang memerlukan kelulusan EXCO dan Lembaga Pengarah; semasa ini dinyatakan dengan jelas dalam Had Autoriti Syarikat.

Ahli JA hendaklah terdiri daripada sekurang-kurangnya tiga (3) orang ahli yang dilantik oleh Lembaga Pengarah:

- 2 wakil pemegang saham utama
- 1 Pengarah Eksekutif

Ahli-ahli yang dicalonkan ke EXCO adalah:

Dr. Roslan A. Ghaffar* (Pengerusi)

Datuk Ahmad Zaki Zahid**

En Mohamad Lotfy Mohamad Noh*

En Shahril Ridza Ridzuan***

* Pengarah Bukan Eksekutif; Bukan Bebas

** Pengarah Bebas

*** Pengarah Eksekutif (Pengarah Urusan Kumpulan)

EXCO bermesyuarat 7 kali pada tahun ini iaitu pada 4 Februari 2008, 12 Mei 2008, 27 Jun 2008, 7 Julai 2008, 29 Julai 2008, 26 Ogos 2008 dan 18 November 2008.

Jawatankuasa Pencalonan

Kod menggariskan, sebagai amalan terbaik, satu prosedur formal untuk pelantikan ke Lembaga Pengarah, dengan Jawatankuasa Pencalonan mengemukakan cadangan pencalonan kepada Lembaga Pengarah. Selaras dengan ini, Jawatankuasa Pencalonan ("JP") telah dibentuk pada 31 Oktober 2001.

Bidang kuasa JP meliputi:

- i Mengenalpasti dan mengesyorkan calon-calon baru untuk menganggotai Lembaga Pengarah dan jawatankuasa-jawatankuasa Lembaga Pengarah MRCB, dan calon-calon ke Lembaga Pengarah syarikat subsidiari. Semua keputusan dan pelantikan dibuat oleh Lembaga Pengarah masing-masing selepas mempertimbangkan syor JP.
- ii Membantu Lembaga Pengarah, jawatankuasa Lembaga dan para pengarah menilai keberkesanan keseluruhan secara berterusan; dan
- iii Membantu Lembaga Pengarah dalam kajian berkala terhadap keperluan campuran kemahiran dan pengalaman serta ciri-ciri lain yang perlu dibawa oleh para pengarah Bukan Eksekutif ke Lembaga Pengarah.

JP hendaklah bermesyuarat sekurang-kurangnya sekali setahun, dan kuorum seramai tiga (3) orang diperlukan untuk mengadakan mesyuarat. JP telah bermesyuarat sekali pada tempoh yang ditinjau iaitu pada 20 Mei 2008.

Jawatankuasa Imbuhan

Selaras dengan saranan Kod, Jawatankuasa Imbuhan ("JI") telah dibentuk pada 31 Oktober 2001.

Bidang kuasa JI adalah:

- i Untuk menentu dan mengesyorkan rangka kerja atau dasar umum kepada Lembaga Pengarah bagi pakej-pakej imbuhan Pengerusi Lembaga Pengarah, PUK 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 PUK dan para pegawai pengurusan kanan lain yang telah ditentukan termasuk, bonus, insentif dan opsyen saham, mengikut kesesuaian;
- iii Untuk merangka pakej imbuhan bagi PUK dan para pegawai pengurusan kanan lain yang ditentukan dengan matlamat untuk menarik dan mengekalkan pegawai pengurusan kanan berwibawa yang akan memberikan kejayaan kepada pemegang saham dan perkhidmatan berkualiti tinggi kepada pelanggan, disamping mempertimbangkan dengan sewajarnya persekitaran perniagaan di mana Syarikat beroperasi. Setelah dirangka, pakej imbuhan tersebut disyorkan kepada Lembaga Pengarah untuk kelulusan;
- iv Untuk mengkaji semula dan mengesyorkan kepada Lembaga Pengarah pada setiap tahun, peningkatan (jika ada) dasar dan pakej imbuhan PUK 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 meliputi:
 - Kenaikan gaji mengikut merit
 - Bonus mengikut merit
 - Insentif

Satu mesyuarat Jawatankuasa Imbuhan telah diadakan pada 26 Februari 2008.

Jawatankuasa Skim Opsyen Saham Kakitangan (ESOS)

Jawatankuasa ESOS ditubuhkan bagi memastikan supaya pelaksanaan skim ESOS ditadbir dengan saksama mengikut undang-undang kecil Skim ESOS Syarikat yang diluluskan oleh pemegang saham. Ahli Jawatankuasa ESOS adalah:

Dato' Ahmad Ibinahjar* (Pengerusi)

Dato' Dr. Mohd Shahari Ahmad Jabar* - Bersara pada Mei 2008

Dr. Roslan A. Ghaffar**

En Shahril Ridza Ridzuan***

* *Bukan Eksekutif Bebas*

** *Bukan Eksekutif Bukan Bebas*

*** *Pengarah Eksekutif (Pengarah Urusan Kumpulan)*

Tiada mesyuarat Jawatankuasa ESOS diadakan pada tahun yang ditinjau kerana peruntukan ESOS kepada kakitangan Syarikat tidak dicadangkan pada tahun ini.

3 IMBUHAN PENGARAH

a Dasar Imbuhan para Pengarah dan Pegawai Pengurusan Kanan

Imbuhan Pengerusi, PUK dan pegawai pengurusan kanan yang ditetapkan adalah berdasarkan kajian dan penilaian Jawatankuasa Imbuhan (JI) terhadap sumbangan setiap ahli yang diukur berbanding pencapaian Petunjuk Prestasi Penting masing-masing. JI kemudian akan mengemukakan syor-syor untuk diputuskan oleh Lembaga Pengarah berhubung kesesuaian imbuhan bagi setiap ahli tertentu.

Imbuhan yang dibayar kepada para pengarah Bukan Eksekutif ditentukan oleh Lembaga Pengarah. Semua pengarah Bukan Eksekutif menerima jumlah tetap, tetapi berbeza mengikut sumbangan dan tanggungjawab tambahan setiap pengarah Bukan Eksekutif.

Seterusnya, gaji para pengarah dibentangkan kepada pemegang saham untuk kelulusan di Mesyuarat Agung Tahunan Syarikat.

Laporan Tadbir Urus Korporat

b Imbuhan Pengarah

Lembaga Pengarah dengan sukacita membentangkan pecahan imbuhan pengarah yang lebih terperinci bagi tahun 2008 dalam jadual 3 dan 4 di bawah yang mematuhi dan melebihi Keperluan Penyeneraian Bursa Malaysia Securities Berhad. Lembaga Pengarah percaya sepenuhnya bahawa pendedahan ini akan memberi ketelusan yang lebih mendalam dan membolehkan para pemegang saham dan pelabur menilai kewajaran ganjaran yang diberikan kepada para pengarah dan mengetahui bahawa imbuhan tersebut adalah sejajar dengan sumbangan setiap individu kepada Syarikat.

Jumlah imbuhan Pengarah adalah sebanyak RM1.518 juta. Pengarah yang menerima bayaran tertinggi adalah Pengarah Urusan Kumpulan yang merupakan satu-satunya pengarah eksekutif Syarikat, dan kuantum (RM1.113 juta), pecahan serta bentuk imbuhan juga turut didedahkan untuk pengetahuan umum.

Imbuhan Pengarah dikaitkan dengan gaji dan keadaan persekitaran pekerjaan dalam industri di mana syarikat beroperasi. Imbuhan Pengarah Eksekutif dikaitkan dengan sumbangan korporat dan tanggungjawab individu, manakala Imbuhan Pengarah Bukan Eksekutif dikaitkan kepada sumbangan dan tanggungjawab individu tersebut. Jadual 3 turut menunjukkan perbezaan yuran yang dibayar bagi sumbangan tambahan yang dilakukan oleh para Pengarah Bukan Eksekutif, contohnya, jawatan pengerusi dalam jawatankuasa lembaga pengarah.

Jadual 3: Butiran Imbuhan Pengarah bagi tahun 2008

Pengarah	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	
	<i>Pengerusi Lembaga Pengarah</i>			<i>Pengerusi, Jawatankuasa Audit (mulai Jun 2008) Jawatankuasa Imbuhan dan Jawatankuasa ESOS</i>	<i>Pengerusi, Jawatankuasa Audit 1 Januari hingga 27 Mei 2008</i>	<i>Pengerusi EXCO</i>			
Jawatan	Bukan Eksekutif, Bukan Bebas	Pengarah Urusan Kumpulan	Bukan Eksekutif, Bukan Bebas	Bukan Eksekutif, Bebas	Bukan Eksekutif, Bebas	Pengarah Bukan Eksekutif, Bukan Bebas	Bukan Eksekutif, Bebas	Pengarah Bukan Eksekutif, Bukan Bebas	
Tempoh	1 Januari hingga 31 Disember 2008	1 Januari hingga 31 Disember 2008	1 Januari hingga 31 Disember 2008	1 Januari hingga 31 Disember 2008	1 Januari hingga 27 Mei 2008	1 Januari hingga 31 Disember 2008	1 Januari hingga 31 Disember 2008	1 Januari hingga 31 Disember 2008	Jumlah
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Yuran	66		44	48	19	48	44	44	313
Gaji		540							540
Bonus		240							240
KWSP		180							180
Elaun	60	60							120
Perjalanan		18							18
Percutian									
Elaun kereta		60							60
Opsyen saham									
Manfaat		15							15
Seumpamanya									
Yuran daripada Syarikat Subsidiari					9	23			32
Jumlah (%)	126	1,113	44	48	28	71	44	44	1,518

Jadual 4: Analisis Imbuhan Pengarah mengikut Kumpulan Tahap Imbuhan

Imbuhan Pengarah	Pengarah Eksekutif	Pengarah Bukan Eksekutif	Jumlah
RM0 – RM50,000		5	5
RM50,000 – RM100,000		1	1
RM100,001 – RM150,000		1	1
RM1,100,001 – RM1,150,000	1		1
Jumlah	1	7	8

4 TATACARA LEMBAGA PENGARAH

Lembaga Pengarah bertindak secara bebas, sementara mengekalkan tanggungjawab muktamad ke atas hala tuju dan pengurusan Syarikat dalam memenuhi objektifnya pada sepanjang masa. Ia menilai hala tuju, prestasi dan pencapaian Pengurusan dari semasa ke semasa.

a Tatacara Pelaksanaan Ahli Lembaga Pengarah

Selain daripada tugas dan tanggungjawab yang ditetapkan menurut lingkungan undang-undang dan amalan Syarikat, Lembaga Pengarah turut menggariskan agar ahli-ahlinya mengisytihar secara bertulis bahawa mereka telah mematuhi Tatacara Etika Syarikat dalam menjalankan tugas dan tanggungjawab mereka.

b Penilaian Sendiri Lembaga Pengarah

Pada November 2008, Lembaga Pengarah telah menjalankan pelaksanaan penilaian sendiri tahunan untuk mengkaji keberkesananannya; penilaian dilakukan ke atas Lembaga Pengarah sebagai sebuah badan serta terhadap ahli-ahli Lembaga Pengarah secara individu. Untuk mendapatkan proses penilaian sendiri yang dipertingkatkan dan lebih berkesan, sebuah firma penasihat bebas, KPMG Advisory Services telah dilantik untuk memudahkan pelaksanaan tersebut.

c Peningkatan Berterusan

Lembaga Pengarah memaklumi keperluan untuk sentiasa memperbaiki dan mempertingkatkan diri mereka sendiri untuk manfaat Syarikat. Pada tahun ini, ahli Lembaga Pengarah telah menghadiri pelbagai kursus yang disesuaikan khusus untuk mengemaskini pengetahuan berhubung perubahan undang-undang, peraturan, teknik dan amalan pimpinan dan pengurusan di peringkat Lembaga Pengarah.

d Hubungan Lembaga Pengarah dengan Pihak Pengurusan

Pada tahun yang ditinjau hubungan antara Lembaga Pengarah dan pihak Pengurusan kekal kukuh dan padu. Lembaga Pengarah menyokong 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 itu, satu sistem melapor yang mantap dan tersusun telah disediakan, di mana Lembaga Pengarah akan diberi taklimat dan dimaklumkan secara kerap berhubung prestasi Syarikat. Ini membolehkan Lembaga Pengarah memantau secara dekat pencapaian sasaran yang telah ditetapkan. Had-had tanggungjawab pengurusan juga telah ditakrif melalui Had Autoriti Syarikat. Ganjaran kepada Pengurusan dan kakitangan, seperti bonus dan peruntukan ESOS, adalah berdasarkan prestasi kewangan dan pencapaian perniagaan.

Ahli Lembaga Pengarah bukan eksekutif tidak memperuntukkan kepada diri mereka sendiri sebarang bonus atau peruntukan ESOS.

Laporan Tadbir Urus Korporat

e 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 7 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 di mana setiap peringkat Pengurusan dibenarkan untuk membuat kelulusan, dan urusan yang perlu diluluskan oleh EXCO atau Lembaga Pengarah.

f Memastikan Keseimbangan

Ahli Lembaga Pengarah melaksanakan peranan mereka sebagai pihak yang mengimbangi peranan Pengurusan secara serius dan profesional. Cadangan dan syor-syor yang dikemukakan oleh Pengurusan akan diteliti, dibincang dan dibahaskan secara aktif dan membina semasa mesyuarat Lembaga Pengarah dan mesyuarat Jawatankuasa Lembaga Pengarah seperti EXCO dan Jawatankuasa Audit bagi memastikan supaya cadangan dan syor-syor tersebut adalah untuk kepentingan Syarikat. Dengan ini, Lembaga Pengarah dan Jawatankuasa Lembaga Pengarah akan dapat mengumpul input daripada Audit Dalaman serta Pengurusan Risiko. Kedua-duanya bebas daripada Pengurusan dan melapor secara langsung kepada Jawatankuasa Audit dan Lembaga Pengarah. Bagi memastikan supaya fungsi-fungsi penting ini mempunyai sumber yang mencukupi, pada tahun 2008, Lembaga Pengarah telah memperuntukkan sebanyak RM1.63 dalam OPEX melalui Jawatankuasa Audit untuk menyokong perjalanan aktiviti jabatan Tadbir Urus Korporatnya yang meliputi Audit Dalaman, Pengurusan Risiko dan Penyelidikan.

Cara pelaksanaan tersebut di atas adalah satu-satu cara yang kukuh dan berkesan, di mana interaksi sebenar antara sebuah Lembaga Pengarah yang dinamik dan bertanggungjawab serta pihak Pengurusan yang bertindak secara langsung dan 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.

g Mengikuti Aktiviti Syarikat Secara Langsung

Lembaga Pengarah menerima pakai pendekatan secara langsung dalam melaksanakan peranannya. Pada tahun ini, Pengarah telah membuat lawatan ke tapak-tapak projek Syarikat di Johor dan Kuala Lumpur Sentral. 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.

h Kebertanggungjawaban terhadap Maklumat Kewangan

Lembaga Pengarah berusaha untuk memastikan supaya:

- i Penyata kewangan tahunan, pengumuman keputusan suku tahunan kepada pemegang saham, laporan kepada penguatkuasa peraturan dan laporan-laporan umum sensitif harga Syarikat yang lain dibentangkan dengan 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 munasabah dan berhemat, dan mematuhi semua pawai perakaunan yang digunakan; 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 dibentangkan di muka surat 100 dalam Laporan Kewangan, Laporan Tahunan ini di bawah tajuk "Penyata oleh Pengarah".

i Hubungan dengan Juruaudit Luar

Syarikat memelihara hubungan yang telus dan profesional dengan juruaudit menerusi Jawatankuasa Audit (JA). Syarikat mendapatkan khidmat juruaudit luarnya hanya untuk audit dan hal-hal berkaitan cukai.

Paranan JA berkaitan juruaudit dinyatakan di muka surat 130 hingga 133 dalam Laporan Tahunan ini.

j Urusniaga Pihak Berkaitan yang Berulangan (UPBB)

Tiada urusniaga pihak berkaitan yang berulangan pada tahun kewangan berakhir 31 Disember 2008 selain daripada yang didedahkan dalam penyata kewangan beraudit, yang dikecualikan di bawah Keperluan Penyenaraian Bursa Malaysia Securities Berhad.

5 PERLINDUNGAN NILAI PEMEGANG SAHAM

a Kawalan dalaman

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

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 136 hingga 137 dalam Laporan Tahunan ini. Penyata Kawalan Dalaman juga disediakan berdasarkan keputusan pelaksanaan Penilaian Tahunan yang dijalankan oleh Audit Dalaman.

b Pengurusan Risiko

Menyedari keperluan untuk mengenalpasti dan menguruskan risiko dengan sewajarnya agar dapat 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 disebatikan ke dalam operasi Syarikat sebagai sebahagian daripada dasar dan prosedurnya.

Dasar dan pelaksanaan Pengurusan Risiko diterangkan dengan lebih terperinci di muka surat 140 hingga 141 dalam Laporan Tahunan ini.

c Pencegahan Penipuan

Lembaga Pengarah juga telah menyediakan Manual Pencegahan Penipuan yang berperanan sebagai panduan kepada Pengurusan dan kakitangan dalam mengekalkan piawaian tatacara dan kewibawaan tertinggi dalam semua urusan. Manual tersebut turut memperincikan tanggungjawab Pengurusan untuk mewujudkan proses kawalan yang wajar bagi mencegah dan mengesan penipuan. Ia juga mentakrif perkara-perkara yang terangkum dalam penipuan dan aktiviti penipuan, serta menggariskan satu rangka kerja untuk membasmi penipuan.

Manual Pencegahan Penipuan tersebut juga mengandungi seksyen mengenai 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.

Laporan Tadbir Urus Korporat

d Jaminan Kualiti

Tadbir Urus Korporat menjalankan kajian bebas secara berterusan terhadap kualiti produk dan perkhidmatan Syarikat serta piawaian prosedur operasi Syarikat dan memberi maklum balas dan saranan bagi membantu Pengurusan mengenal pasti peluang-peluang peningkatan 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.

e Jaminan 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.

6 PEMEGANG SAHAM, PELABUR DAN PEMEGANG KEPENTINGAN

a Menjaga Kepentingan Pemegang Saham Minoriti

Para Pengarah Bukan Eksekutif, Bebas tidak mewakili mana-mana pemegang saham utama, justeru, mereka akan mewakili dan bertindak 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.

b Dasar Dividen

Syarikat telah mewujudkan Dasar Dividen pada tahun 2007 di mana para pemegang saham boleh menjangka Pembayaran Dividen berjumlah sehingga 20% daripada Keuntungan Disatukan selepas Cukai dan Kepentingan Minoriti. Walau bagaimanapun, disebabkan oleh cabaran besar yang dihadapi oleh industri pembinaan secara umumnya dan Syarikat khususnya pada tahun 2008, tiada dividen dijangka akan dibayar bagi tahun kewangan berakhir 31 Disember 2008.

c Komunikasi dan Ketelusan

Bagi memastikan supaya pemegang kepentingan dan masyarakat pelabur mendapat maklumat terkini berhubung 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 turut diumumkan menerusi media melalui siaran akhbar dan/atau sidang akhbar.

Pemegang saham, pelabur dan pemegang kepentingan boleh mengakses maklumat terkini mengenai projek-projek, kedudukan kewangan, hubungan pelabur dan maklumat korporat am mengenai Syarikat di laman web awam korporatnya yang dikemaskini dari semasa ke semasa di www.mrcb.com.my.

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

d 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 lengkap mengenai kesan urusan khas dan resolusi khas tersebut akan diberikan di dalam notis MAT. Jika perlu, Pengerusi Lembaga Pengarah akan memberi jawapan bertulis kepada mereka yang mengemukakan pertanyaan bagi soalan-soalan yang tidak dapat dijawab secara spontan semasa MAT.

Semasa MAT pada 27 Mei 2008, Pengerusi iaitu Datuk Azlan Zainol dan seorang pengarah, En. Abdul Rahman Ahmad, telah menawarkan diri mereka untuk pemilihan semula dan telah dipilih semula dengan sewajarnya. Maklumat lengkap mengenai pemilihan

semula tersebut ada disediakan dan ia dilaksanakan dengan mematuhi Tataurusan Pertubuhan Syarikat yang memerlukan satu pertiga daripada para Pengarah tertakluk kepada pemilihan semula secara giliran pada setiap MAT, justeru, memberi peluang kepada para pemegang saham untuk menilai prestasi setiap Pengarah secara giliran dan memutuskan penyambungan pelantikan.

7 TRANSFORMASI SYARIKAT BERKAITAN KERAJAAN BERTERUSAN

Syarikat meneruskan usahanya untuk mempertingkatkan lagi organisasi dan prosesnya ke arah menjadi sebuah entiti perniagaan yang teguh, cekap dan lebih berdaya saing serta sebuah warga korporat yang bertanggungjawab, seperti yang digariskan oleh Inisiatif Transformasi GLC Khazanah Nasional Berhad. Syarikat percaya bahawa ia merupakan satu proses berterusan, dan akan memantau dan menyesuaikan inisiatif tersebut mengikut kesesuaian.

8 TANGGUNGJAWAB SOSIAL KORPORAT (CSR)

Syarikat sentiasa menyedari hakikat bahawa ia adalah satu bahagian penting dalam masyarakat di mana ia menjalankan perniagaan.

Sepanjang tahun 2008, Syarikat telah menjalankan beberapa projek CSR dengan perbelanjaan keseluruhan sebanyak RM3.6 juta. Sebanyak 31 program Khidmat Masyarakat telah dijalankan di mana 10 daripadanya memfokus secara khusus terhadap pembangunan remaja dan 5 terhadap peningkatan alam sekitar. Syarikat terus menyokong program Peningkatan Peluang Pekerjaan Lepasan Ijazah (GREEN) iaitu sebuah program yang dimulakan oleh Khazanah Holdings Berhad. Di bawah program ini, lepasan ijazah diberi latihan semasa kerja dalam persekitaran perniagaan Syarikat untuk membantu mereka bersedia menghadapi kerjaya masa depan mereka.

Butiran program CSR Syarikat disediakan di dalam laporan mengenai CSR secara berasingan yang merupakan satu bahagian penting dalam Laporan Tahunan ini.

9 PENILAIAN TAHUNAN AUDIT DALAMAN

Bagi menyokong pengisytiharan Pengarah dalam Penyata Kawalan Dalaman, Audit Dalaman telah menjalankan pelaksanaan Penilaian Tahunan terhadap tahap kawalan dalaman dan amalan pengurusan risiko, serta sebagai satu pemeriksaan prestasi terhadap unit-unit perniagaan yang beroperasi dan jabatan perkhidmatan sokongan penting Syarikat.

Dalam Penilaian Tahunan tersebut, satu rangka kerja penarafan dan analisis yang diluluskan oleh JA telah digunakan. Penilaian Tahunan ini menyediakan petunjuk umum bagi tahap kawalan dalaman dan amalan pengurusan risiko, serta sebagai pemeriksaan prestasi dengan memberi penarafan kepada prestasi unit-unit perniagaan dan perkhidmatan sokongan, tahap kualiti, penyediaan perkhidmatan dan kepuasan pelanggan terhadap produk dan perkhidmatan Syarikat. Penilaian Tahunan 2008 telah dikaji dan disyorkan oleh JA kepada Lembaga Pengarah untuk diluluskan. Daripada keputusan Penilaian Tahunan tersebut, boleh disimpulkan bahawa persekitaran dan struktur kawalan telah tersedia dengan secukupnya di dalam Syarikat, justeru, membolehkan Lembaga Pengarah membuat pengisytiharan sedemikian dalam Penyata Kawalan Dalaman yang terkandung di muka surat 136 hingga 137.

10 KATA PENUTUP

Penyata di atas memaparkan dengan jelas usaha bersungguh-sungguh Lembaga Pengarah dan Pengurusan MRCB untuk mengukuhkan proses tadbir urusnya dan mengekalkan kedudukannya sebagai salah sebuah syarikat peneraju dalam amalan tadbir urus korporat. Syarikat bukan hanya mematuhi Kod dan Keperluan Penyenggaraan, malah telah menerimapakai sebahagian besar daripada amalan terbaik tadbir urus korporat antarabangsa. Lembaga Pengarah percaya bahawa ini merupakan satu proses berterusan dan berusaha untuk menerimapakai sepenuhnya amalan terbaik tadbir urus korporat antarabangsa dalam tempoh terdekat.

Penyata Tadbir Urus Korporat ini telah diluluskan oleh Lembaga Pengarah melalui resolusinya bertarikh 24 Februari 2009.

Datuk Azlan Zainol
Pengerusi Lembaga Pengarah
Malaysian Resources Corporation Berhad

Report of 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:

- 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. An alternate director cannot be appointed as an AC member.
- 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
- 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.
- 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

Terms of Reference

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

- 1 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.
- 2 The AC shall be empowered to retain persons having special competence as necessary to assist the AC in fulfilling its responsibilities.

- 3 The AC shall provide assistance to the Board in fulfilling its fiduciary responsibilities, particularly relating to business ethics, policies, financial management & control.
- 4 The AC, through regularly scheduled meetings, shall maintain a direct line of communication between the Board, External Auditor, Internal Auditor and Management.
- 5 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.
- 6 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.

Authority

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

- 1 Has authority to investigate any matter within its terms of reference;
- 2 Has the resources which are required to perform its duties;
- 3 Has full, free and unrestricted access to any information, records, properties and personnel of the Company;
- 4 Has direct communication channels with the external auditors and internal auditors;
- 5 Be able to obtain independent professional or other advice; and
- 6 Be able to convene meetings with the External Auditor and Internal Auditor 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.

Duties and Responsibilities

The duties and responsibilities of the AC are as follows:

- 1 To consider the appointment of the External Auditor, the audit fee and any issue of resignation or dismissal;
- 2 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;
- 3 To review the assistance given by the employees of the Company to the External Auditor;
- 4 To discuss with the External Auditor, his audit report and his evaluation of the system of internal controls;
- 5 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;
- 6 To discuss problems and reservations arising from the interim and final audits, and any matter the External Auditor may wish to discuss (in the absence of Management where necessary);
- 7 To review the External Auditor's management letter and Management's response;
- 8 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 Auditor, and that all the above are not subject to Management's approval or clearance;
 - Review any appraisal or assessment of the performance of the Internal Auditor;
 - Determine and recommend to the Board the remit of the Internal Auditor or, including the remuneration of the Head of Corporate Governance;
 - Monitor closely significant disagreement(s) between the Internal Auditor, and Management, whether resolved or not.
- 9 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 investigations as well as Management's response;
- 10 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;
- 11 To obtain satisfactory response from the Management on the Internal Auditor's and External Auditor's reports;
- 12 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;
- 13 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;

Report of the Audit Committee

- 14 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 corporations;
- 15 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;
- 16 To verify all ESOS allocations to ensure that they are done in compliance with the criteria disclosed by the Company to its employees.
- 17 To consider other topics as defined by the Board.

3 INTERNAL AUDIT

The Company strongly supports Internal Audit as an independent assurance and consulting function to examine and evaluate its activities, and 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. The Internal Audit function had operated and performed in accordance with the principles of the Charter. The AC also evaluates the performance of the Internal Audit function especially via its reports, including determining the remuneration of the Head of Corporate Governance, who reports directly to the AC.

The Audit Committee in 2008 had allocated a total of RM1.63 million in OPEX to support the operations of the Corporate Governance department's activities, which includes Internal Audit, Risk Management and Research.

4 ACTIVITIES

AC Meetings

5 AC meetings were held for the year on 25 February 2008, 8 May 2008, 27 May 2008, 26 August 2008 and 19 November 2008.

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.

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 106 of this Annual Report. The AC currently has 3 members, of which 2 members, Dato' Ahmad Ibniহার (Chairman), and Datuk Ahmad Zaki Zahid are Independent, Non Executive Directors. En. Abdul Rahman Ahmad, a Non Independent Non Executive Director, is also a member of the Malaysian Institute of Accountants (MIA).

Dato' Ahmad Ibniহার was appointed as AC Chairman, taking over from Dato Dr. Mohd Shahari Ahmad Jabar when the latter retired on 27 May 2008.

The Head of Corporate Governance reports 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.

Reviews

During the year, the AC conducted the following reviews:

Financial statements

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

Internal Audit

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

External Audit

- i 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;
- ii Annual audit strategy and plan of the External Auditor.

Risk Management

- i Quarterly Business Risk Management Reports of the Risk Management Working Committee.
- ii Internal Audit's review of the effectiveness of the Company's risk management process.
(Please refer to pages 138 to 139 for disclosure on the Company's Risk Management)

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

No ESOS were issued in the year under review.

This Report of the Audit Committee is approved by the Board of Directors via its resolution on 24 February 2009.

Datuk Azlan Zainol

Chairman of the Board
Malaysian Resources Corporation Berhad

Laporan 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:

- 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.
- 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.
- Jika berlaku sebarang kekosongan dalam JA sehingga menyebabkan ketidakpatuhan terhadap keperluan di atas, Syarikat hendaklah mengisi kekosongan itu dalam tempoh 3 bulan.
- 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

Terma Rujukan

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

- 1 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.

- 2 JA diberikan autoriti untuk mengekalkan individu yang mempunyai daya saing khusus bagi membantu JA dalam melaksanakan tanggungjawabnya.
- 3 JA akan membantu Lembaga Pengarah dalam memenuhi tanggungjawab fidusiarinya, khususnya berkaitan etika perniagaan, dasar, pengurusan & kawalan kewangan.
- 4 Melalui mesyuarat yang diadakan secara berkala, JA mengekalkan suatu saluran langsung bagi komunikasi di antara Lembaga Pengarah, Juruaudit Luar, Juruaudit Dalaman dan Pengurusan.
- 5 JA akan memberikan lebih penekanan terhadap fungsi audit dengan meningkatkan objektiviti dan kebebasan Juruaudit Luar dan Juruaudit Dalaman dan dengan menyediakan forum untuk perbincangan yang bebas daripada Pengurusan.
- 6 JA hendaklah mengesahkan semua peruntukan ESOS untuk memastikan supaya ia dijalankan dengan mematuhi kriteria yang didedahkan oleh Syarikat kepada kakitangannya.

Autoriti

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

- 1 Mempunyai kuasa untuk menyiasat sebarang perkara dalam terma rujukannya;
- 2 Mempunyai sumber-sumber yang diperlukan bagi melaksanakan tugas-tugasnya;
- 3 Mempunyai akses sepenuhnya, bebas dan tanpa halangan kepada sebarang maklumat, rekod, aset dan kakitangan Syarikat;
- 4 Mempunyai saluran komunikasi langsung dengan juruaudit luar dan juruaudit dalaman;
- 5 Boleh mendapatkan nasihat profesional bebas atau nasihat lain; dan
- 6 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.

Tugas dan Tanggungjawab

Tugas dan tanggungjawab JA adalah seperti berikut:

- 1 Untuk mempertimbangkan pelantikan juruaudit luar, yuran audit dan sebarang isu mengenai perletakan atau pemecatan jawatan;
- 2 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;
- 3 Untuk mengkaji kerjasama yang diberikan oleh kakitangan Syarikat kepada Juruaudit Luar;
- 4 Untuk berbincang dengan Juruaudit Luar berkenaan laporan audit dan penilaiannya mengenai sistem kawalan dalaman;
- 5 Untuk mengkaji penyata kewangan suku tahunan dan akhir tahun Syarikat sebelum diluluskan oleh Lembaga Pengarah, dengan memberikan perhatian khusus 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;
- 6 Untuk membincangkan masalah dan persoalan yang timbul daripada audit interim dan audit akhir, dan sebarang perkara yang mungkin ingin dibincangkan oleh Juruaudit Luar (tanpa kehadiran Pengurusan, jika perlu);
- 7 Untuk mengkaji surat pengurusan Juruaudit Luar dan tindak balas Pengurusan;
- 8 Untuk melaksanakan perkara-perkara berikut berhubung fungsi Audit Dalaman:
 - Mengkaji, dari semasa ke semasa, kecukupan skop dan sumber fungsi Audit Dalaman, dan bahawa ia mempunyai autoriti yang diperlukan untuk menjalankan tugasnya;
 - Mengkaji semula program dan proses Audit Dalaman, dan keputusan program audit dalaman tersebut serta penyiasatan yang dijalankan. Apabila perlu, JA akan memastikan supaya tindakan sewajarnya diambil terhadap 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 ahli fungsi Audit Dalaman;
 - Menentukan dan mengesyorkan kepada Lembaga Pengarah, bidang kuasa fungsi Audit Dalaman, termasuk imbuhan Ketua Tadbir Urus Korporat; dan
 - Memantau secara dekat, percanggahan pendapat yang ketara antara Audit Dalaman dan Pengurusan, sama ada telah diselesaikan atau tidak.
- 9 Untuk memastikan supaya semua tuduhan serius yang melibatkan isu-isu seperti penipuan, salah laku dan pecah amanah dibawa ke perhatian JA. Penyiasatan mestilah mendapat kebenaran Pengerusi JA sebelum ia dijalankan, dan JA diberi kuasa untuk mengkaji penemuan utama dalam penyiasatan dalaman sedemikian serta tindak balas Pengurusan mengenainya;
- 10 Untuk mempertimbangkan sebarang urusan pihak berkaitan dan situasi konflik kepentingan yang mungkin timbul di dalam Syarikat termasuk sebarang urusan, prosedur atau tatacara yang boleh menimbulkan persoalan berhubung kewibawaan Pengurusan;
- 11 Untuk mendapatkan tindak balas yang memuaskan daripada Pengurusan mengenai laporan Audit Dalaman dan laporan yang dikeluarkan oleh Juruaudit Luar;
- 12 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;

Laporan Jawatankuasa Audit

- 13 Untuk mengawasi fungsi Pengurusan Risiko Syarikat, dan melapor kepada Lembaga Pengarah berhubung perubahan penting dalam perniagaan dan persekitaran luaran yang mempengaruhi risiko-risiko utama;
- 14 Apabila kajian laporan audit syarikat-syarikat subsidiari dan mana-mana syarikat berkaitan turut terkandung di bawah bidang kuasa JA, semua fungsi tersebut akan dilaksanakan oleh JA dengan kerjasama Lembaga Pengarah syarikat subsidiari dan syarikat berkaitan;
- 15 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;
- 16 Untuk mengesahkan semua peruntukan ESOS bagi memastikan supaya ia dilakukan dengan mematuhi kriteria yang didedahkan oleh Syarikat kepada kakitangannya; dan
- 17 Untuk mempertimbangkan topik-topik lain seperti ditakrif oleh Lembaga Pengarah.

3 AUDIT DALAMAN

Syarikat menyokong sepenuhnya 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 2005. Fungsi Audit Dalaman telah beroperasi dan dilaksanakan selaras dengan prinsip-prinsip Piagam. JA turut menilai prestasi fungsi Audit Dalaman, khususnya menerusi laporannya, serta menentukan imbuhan Ketua Tadbir Urus Korporat yang melapor secara langsung kepada JA.

Pada tahun 2008, Jawatankuasa Audit mengutip sebanyak RM1.63 juta dalam OPEX untuk membantu operasi aktiviti jabatan Tadbir Urus Korporatnya, yang meliputi Audit Dalaman, Pengurusan Risiko dan Penyelidikan.

4 AKTIVITI

MESYUARAT JA

5 mesyuarat JA telah diadakan sepanjang tahun iaitu pada 25 Februari 2008, 8 Mei 2008, 27 Mei 2008, 26 Ogos 2008 dan 19 November 2008.

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 peranan Pengurusan. Laporan audit dan hal-hal lain yang dikemukakan kepada JA akan diteliti, dibincang dan dibahaskan dengan sikap membina dan saksama bagi memastikan supaya cadangan dan saranan tersebut adalah untuk kepentingan Syarikat. Untuk itu, JA mengumpul maklumat daripada Audit Dalaman dan Pengurusan Risiko yang merupakan fungsi-fungsi bebas daripada Pengurusan dan melapor secara langsung kepada Jawatankuasa Audit dan Lembaga. Maklumat turut dikumpul daripada Juruaudit Luar 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 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.

Komposisi Ahli JA dan Kehadiran di Mesyuarat JA

Komposisi ahli JA dan kehadiran di mesyuarat JA adalah seperti yang dinyatakan dalam Jadual 2 di muka surat 117 dalam Laporan Tahunan ini. JA pada masa ini terdiri daripada 3 orang ahli yang mana 2 daripada mereka, iaitu Dato' Ahmad Ibnihajar (Pengerusi), dan Datuk Ahmad Zaki Zahid adalah Pengarah Bukan Eksekutif Bebas. Encik Abdul Rahman Ahmad, seorang pengarah Bukan Eksekutif Bukan Bebas, merupakan ahli Institut Akauntan Malaysia (MIA).

Dato' Ahmad Ibnihajar dilantik sebagai Pengerusi JA, jawatan yang diambalih daripada Dato Dr. Mohd Shahari Ahmad Jabar, apabila beliau bersara pada 27 Mei 2008.

Ketua Tadbir Urus Korporat melapor secara 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 juga telah bermesyuarat dengan Juruaudit Luar dua kali dalam pada tahun ini, tanpa kehadiran Pengurusan. Di mesyuarat tersebut, ahli JA boleh mendapatkan maklumat lanjut dan membincang isu-isu yang ahli JA atau Juruaudit Luar percaya perlu dibawa kepada perhatian para Pengarah atau pemegang saham.

Juruaudit Luar berhak untuk tampil dan diberi perhatian di mana-mana mesyuarat JA jika ia menganggapnya perlu.

Kajian

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

Penyata kewangan

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

Audit Dalaman

- i Rancangan audit tahunan yang dicadangkan oleh Ketua Tadbir Urus Korporat;
- ii Laporan audit yang dibentangkan oleh Ketua Tadbir Urus Korporat mengenai Syarikat dan syarikat-syarikat subsidiarinya, serta penemuan dan saranan berhubung kelemahan sistem dan kawalan yang timbul daripada audit;
- iii Audit susulan untuk menentukan status pelaksanaan saranan yang dikemukakan oleh Audit Dalaman.

Audit Luar

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

Pengurusan Risiko

- i Laporan Pengurusan Risiko Perniagaan Suku Tahunan oleh Jawatankuasa Kerja Pengurusan Risiko.
- ii Kajian Audit Dalaman terhadap keberkesanan proses pengurusan risiko Syarikat.
(Sila rujuk muka surat 140 hingga 141 untuk pendedahan Pengurusan Risiko Syarikat)

Penyata Pematuhan Pembahagian Skim Opsyen Saham Kakitangan (ESOS)

Tiada ESOS dikeluarkan pada tahun yang ditinjau.

Laporan Jawatankuasa Audit ini diluluskan oleh Lembaga Pengarah menerusi resolusinya bertarikh 24 Februari 2009.

Datuk Azlan Zainol

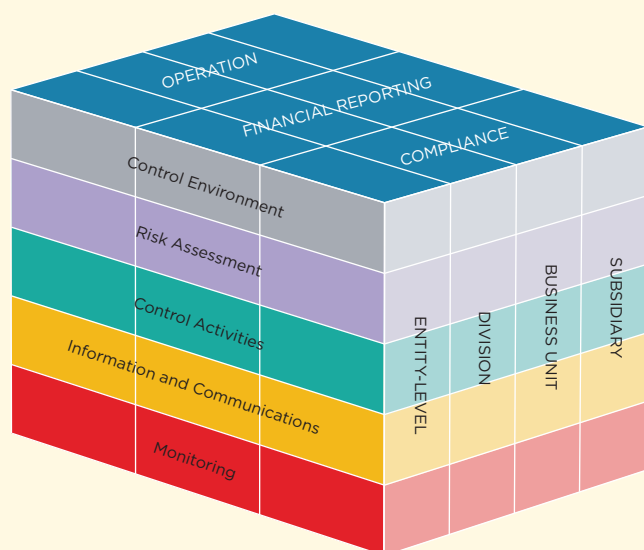
Pengerusi Lembaga Pengarah
Malaysian Resources Corporation Berhad

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.

The Board strongly believes in the importance of having sound internal control over the operations of MRCB and its group of companies, and has taken steps to ensure that it is in place. The relationship between internal control and its related factors with the Company's activities and business objectives could be seen from the following three-dimensional cube matrix:



Key elements of the Company's internal control system that have been put in place 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 operations set out in the Company's Limits of Authority;
- iii Establishment of a Management 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 Corporate Governance department to be reviewed and discussed;
- vii Monitoring of performance, including discussion of 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 to ensure its adequacy and integrity.

The Board also acknowledges that it is responsible for the Group's internal control and that such a system is aimed at managing risks of failure to achieve business objectives. It does not however eliminate such risks and can only provide reasonable and not absolute assurance against material misstatement or loss arising from human judgmental error, deliberate attempts to circumvent or override control procedures by employees or management, and occurrence of unforeseeable circumstances.

To support the Directors' declaration in the Statement of Internal Control, Internal Audit has conducted an Annual Assessment exercise on the level of internal control and risk management practices of the Company as well as a general 'health check' on 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 indication of the level of internal control and risk management practices, as well as a 'health check' by rating the business units and support services' performance, level of quality, delivery and customer satisfaction of the Company's products and services.

The 2008 Annual Assessment was reviewed and recommended by the AC to the Board. From the results of the Annual Assessment, the Board is sufficiently assured to hereforth declare 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 24 February 2009.

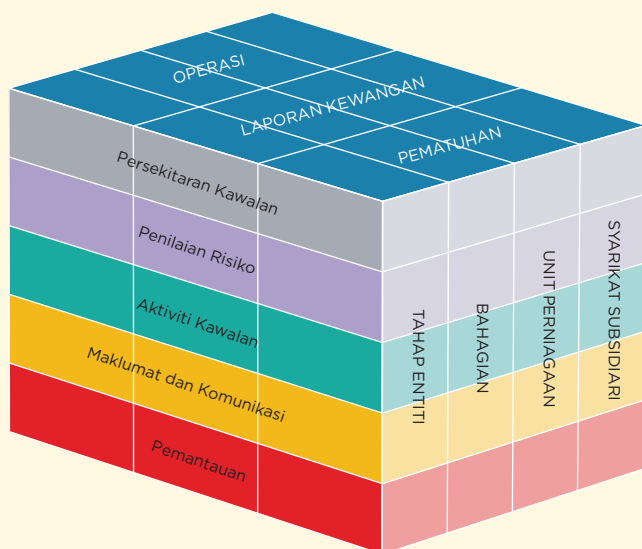
Datuk Azlan Zainol
Chairman of the Board
Malaysian Resources Corporation Berhad

Penyata Kawalan Dalamannya

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 Dalaman Lembaga Pengarah.

Lembaga Pengarah sesungguhnya percaya pentingnya kawalan dalaman yang berwibawa ke atas operasi MRCB dan kumpulan syarikatnya, dan telah mengambil langkah-langkah untuk memastikan supaya ia tersedia. Hubungan antara kawalan dalaman dan faktor-faktor berkaitan aktiviti Syarikat dan objektif perniagaan dapat dilihat daripada kiub matrix 3-dimensi seperti di bawah:



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

- i Garis autoriti dan pembahagian sktruktur organisasi yang ditakrif 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 Lembaga Pengarah kepada Jawatankuasa Lembaga Pengarah dan kepada unit operasi, termasuk peringkat kelulusan bagi semua aspek perniagaan yang digariskan 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;
- v Laporan bulanan keputusan sebenar dan kajian berbanding belanjawan, dengan perbezaan utama akan diambil tindakan susulan dan tindakan pengurusan dilaksanakan sekiranya perlu;
- vi Laporan status bulanan mengenai aktiviti-aktiviti bahagian dan jabatan diserahkan kepada jabatan Tadbir Urus Korporat untuk dikaji dan dibincangkan;
- vii Pemantauan prestasi, termasuk perbincangan tentang isu-isu penting pada mesyuarat bulanan bahagian serta pada mesyuarat pengurusan kanan yang dipengerusikan oleh Pengarah Urusan Kumpulan;
- viii Penyediaan maklumat secara kerap dan menyeluruh oleh Pengurusan kepada Lembaga Pengarah dan jawatankuasa-jawatankuasanya yang meliputi prestasi kewangan dan petunjuk prestasi utama termasuk penggunaan kakitangan dan prestasi aliran tunai;
- ix Lawatan dan kajian secara kerap oleh Audit Dalaman menyediakan jaminan bebas berhubung keberkesanan sistem kawalan dalaman Syarikat serta menasihati pihak Pengurusan mengenai perkara-perkara untuk peningkatan seterusnya; dan
- x Dokumentasi dasar dan prosedur dalaman yang jelas dibentangkan dalam satu siri manual prosedur piawaian operasi. Manual tersebut dikaji secara berkala untuk dipertingkatkan dan disesuaikan dengan 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 mempertingkatkan sistem kawalan dalaman sepanjang tahun yang ditinjau, dan akan terus melakukan yang sedemikian bagi memastikan kecukupan dan kewibawaanya.

Lembaga Pengarah turut mengakui bahawa ia bertanggungjawab terhadap kawalan dalaman Kumpulan dan sistem tersebut bertujuan untuk mengurus risiko kegagalan mencapai objektif perniagaan. Walau bagaimanapun, ia tidak menghapuskan risiko sedemikian dan hanya boleh menyediakan jaminan munasabah dan bukan muktamad terhadap salah nyata atau kerugian ketara yang timbul daripada kesilapan pertimbangan manusia, percubaan yang disengajakan untuk mengabai atau mengatasi prosedur kawalan oleh kakitangan atau pengurusan, dan berlakunya keadaan yang tidak boleh diramal.

Bagi menyokong pengisytiharan Pengarah dalam Penyata Kawalan Dalaman, Audit Dalaman telah menjalankan pelaksanaan Penilaian Tahunan terhadap tahap kawalan dalaman dan amalan pengurusan risiko Syarikat serta sebagai pemeriksaan prestasi umum 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 petunjuk umum bagi tahap kawalan dalaman dan amalan pengurusan risiko, serta sebagai pemeriksaan prestasi dengan memberi penarafan kepada prestasi unit-unit perniagaan dan perkhidmatan sokongan, tahap kualiti, penyediaan perkhidmatan dan kepuasan pelanggan terhadap produk dan perkhidmatan Syarikat.

Penilaian Tahunan 2008 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 Dalaman ini telah diluluskan oleh Lembaga Pengarah melalui resolusinya pada 24 Februari 2009.

Datuk Azlan Zainol

Pengerusi Lembaga Pengarah

Malaysian Resources Corporation Berhad

Risk Management Report

One of the strategic moves made by the Board in its efforts to protect shareholders value is the establishment of an integrated and structured Risk Management process within the Company. Since February 2003, the Board together with Management have developed and implemented structured Risk Management practices throughout the Company.

To provide a foundation for Risk Management in the Company, the Management had designed a Risk Management framework and manual which was approved by the Board on 17 February 2003. The framework has been implemented throughout the Company since then, and was further improved with a review and revision of the framework on 24 February 2005.

A Risk Management unit within the Corporate Governance Department facilitates and is responsible for developing, coordinating and facilitating all Risk Management processes within the Company.

Statement of MRCB's Risk Management Policy

"The Company acknowledges the need to identify, evaluate, and manage all risks that it is exposed to in achieving its business objectives.

A proactive Risk Management approach in accordance with best practices guidelines, including those outlined by Bursa Malaysia Securities Berhad, shall be implemented to ensure that the Company capitalises on all opportunities and has strategies in place to manage adverse effects.

A Risk Management Working Committee (RMWC) comprising the Company's Senior Management has been established to centralize risk review, monitoring and management at a senior level. Through this structured process, Management undertakes to provide reasonable assurance to the Board of Directors on the state of risks and controls."

Outline of the Integrated Risk Management Process in MRCB

Risks are identified and managed at all levels of management:

Primary level

The primary level of Risk Management is at business units and the Company's support services, where risks are identified and managed during their day-to-day operations.

Secondary level

- i On a quarterly basis, major risks identified by each business unit as well as the Company's strategic risks are profiled and reviewed by a Risk Management Working Committee (RMWC), a Senior Management level committee chaired by the GMD. Risk treatment and mitigation strategies are discussed and put in place to address those risks.
- ii The progress of management and mitigation of risks at operating levels forms part of the business progress review by the GMD with the business unit teams.

Board level

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 its deliberation and consideration. The Audit Committee will in turn bring any strategic risk issues to the Board's attention.

This structure will place Senior Management and Board in a strategic position to keep tabs of major threats the Company's core businesses are/may be facing and thus mitigate their potential adverse consequences to the Company.

Risk Management in Business Development and Investment/Divestment Proposals

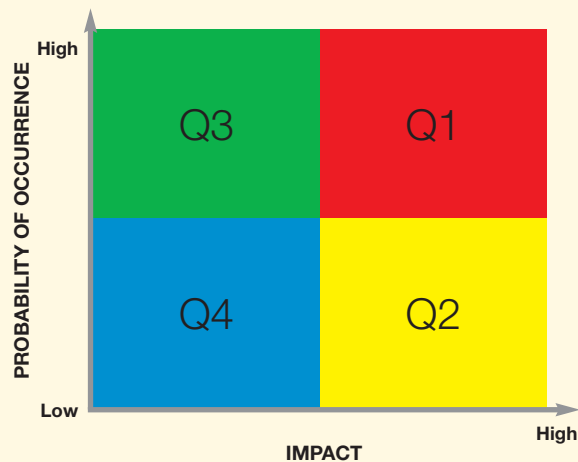
In addition to the above, a comprehensive and independent risk evaluation structure forms an integral part of the Company's new business development efforts. All new business development and investment/divestments proposals will contain a Risk Evaluation section when tabled to the approving authority for consideration; this section contains an independent risk evaluation done by the Risk Management function, which is part of the Corporate Governance department and thus independent from Management.

Risk Profiling Methodology

Under the Company's Risk Profiling Methodology, risk factors identified are profiled into 4 categories (Risk Rating):

- 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

A systematic risk profiling criteria has been designed and implemented consistently Company-wide, thus ensuring a consistent standard in Risks evaluation parameters.



Risk Management Working Committee

The Risk Management Working Committee ("RMWC") comprise:

- i Group Managing Director (Chairman)
- ii Chief Financial Officer
- iii Head of Human Resource and
- iv Head of Corporate Governance (Permanent Invitee)

The establishment of the RMWC centralises the Company's risk review, monitoring, and management.

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

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

The above statements are clear reflections of the conscious efforts of the MRCB Board and Management to have good Risk Management practices throughout the Company. The Board believes this to be an ongoing process, and strives for full adoption of best practices of Risk Management in the near future.

This Risk Management Report is approved by the Board of Directors via its resolution on 24 February 2009.

Datuk Azlan Zainol
Chairman of the Board
Malaysian Resources Corporation Berhad

Laporan Pengurusan Risiko

Salah satu daripada langkah strategik yang dilakukan oleh Lembaga Pengarah dalam usahanya melindungi nilai pemegang saham adalah mewujudkan proses Pengurusan Risiko yang tersusun di dalam Syarikat. Sejak Februari 2003, Lembaga Pengarah berserta Pengurusan telah merangka dan melaksanakan amalan Pengurusan Risiko yang tersusun di seluruh Syarikat.

Bagi menyediakan asas Pengurusan Risiko dalam Syarikat, Pengurusan mewujudkan rangka kerja dan manual Pengurusan Risiko yang telah diluluskan oleh Lembaga Pengarah pada 17 Februari 2003. Rangka kerja tersebut telah dilaksanakan di seluruh Syarikat sejak dari tarikh tersebut, dan dipertingkatkan lagi menerusi kajian dan semakan semula rangka kerja pada 24 Februari 2005.

Unit Pengurusan Risiko di dalam Jabatan Tadbir Urus Korporat membantu dan bertanggungjawab merangka dan membantu semua proses Pengurusan Risiko di dalam Syarikat.

Penyata Dasar Pengurusan Risiko MRCB

"Syarikat mengakui keperluan mengenal pasti, menilai dan menguruskan semua risiko yang terdedah kepadanya dalam usaha mencapai objektif perniagaannya.

Satu pendekatan Pengurusan Risiko yang proaktif selaras dengan garis panduan amalan terbaik, termasuk yang digariskan oleh Bursa Malaysia, akan dilaksanakan bagi memastikan supaya Syarikat memanfaatkan semua peluang dan mempunyai strategi yang tersedia untuk mengurus kesan negatif risiko.

Sebuah Jawatankuasa Kerja Pengurusan Risiko (JKPR) yang terdiri daripada Pengurusan Kanan Syarikat telah dibentuk untuk memusatkan pemantauan dan pengurusan risiko di peringkat kakitangan kanan. Melalui proses tersusun ini, Pengurusan berfungsi untuk menyediakan jaminan munasabah kepada Lembaga Pengarah berhubung keadaan risiko dan kawalan."

Rangka Proses Pengurusan Risiko Bersepadu MRCB

Risiko dikenal pasti dan diurus di semua peringkat pengurusan:

Peringkat utama

Peringkat utama Pengurusan Risiko adalah di unit-unit perniagaan dan perkhidmatan sokongan Syarikat di mana risiko dikenal pasti dan diuruskan dalam operasi harian mereka.

Peringkat Kedua

- i Pada setiap suku tahun, risiko-risiko utama yang dikenal pasti oleh setiap unit perniagaan serta risiko strategik Syarikat akan diprofil dan dikaji oleh Jawatankuasa Kerja Pengurusan Risiko (JKPR), sebuah jawatankuasa di peringkat Pengurusan Kanan yang dipengerusi oleh Pengarah Urusan Kumpulan. Pengendalian dan strategi pengurangan risiko dibincang dan disediakan untuk menangani risiko-risiko tersebut.
- ii Perkembangan pengurusan dan pengurangan risiko di peringkat operasi membentuk sebahagian daripada kajian pembangunan perniagaan oleh Pengarah Urusan Kumpulan dengan pasukan-pasukan unit perniagaan.

Peringkat Lembaga Pengarah

JKPR membentangkan laporan dan syor-syornya kepada Jawatankuasa Audit (yang mengawalselia fungsi Pengurusan Risiko Syarikat bagi pihak Lembaga Pengarah) untuk dibincang dan dipertimbangkannya. Kemudian, Jawatankuasa Audit akan membawa sebarang isu risiko strategik kepada perhatian Lembaga Pengarah.

Struktur ini akan meletakkan Pengurusan Kanan dan Lembaga Pengarah di kedudukan strategik untuk memantau ancaman utama yang sedang/mungkin dihadapi oleh perniagaan teras Syarikat dan dengan itu, mengurangkan potensi akibat buruk kepada Syarikat.

Pengurusan Risiko dalam Pembangunan Perniagaan / Penarikan Keluar Pelaburan

Selain daripada yang dinyatakan di atas, satu struktur penilaian yang menyeluruh dan bebas turut membentuk bahagian penting dalam pembangunan perniagaan baharu Syarikat. Justeru, semua cadangan perniagaan baharu dan penarikan keluar pelaburan akan turut mengandungi seksyen Penilaian Risiko apabila dibentangkan kepada autoriti yang bertanggungjawab meluluskannya untuk dipertimbangkan; seksyen ini mengandungi penilaian risiko bebas yang dijalankan oleh fungsi Pengurusan Risiko yang merupakan sebahagian daripada jabatan Tadbir Urus Korporat dan oleh itu, bebas daripada Pengurusan.

Kaedah Memprofil Risiko

Faktor-faktor risiko diprofil ke dalam 4 kategori (Penarafan Risiko)

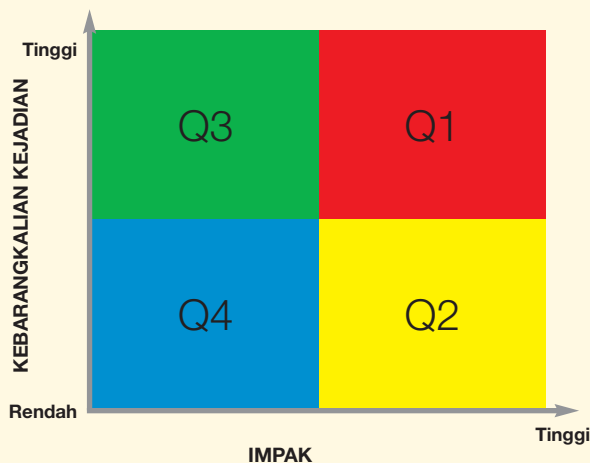
Q1: Kesan Tinggi, Kebarangkalian Kejadian yang Tinggi

Q2: Kesan Tinggi, Kebarangkalian Kejadian yang Rendah

Q3: Kesan Rendah, Kebarangkalian Kejadian yang Tinggi

Q4: Kesan Rendah, Kebarangkalian Kejadian yang Rendah

Satu kriteria memprofil risiko telah dirangka dan dilaksanakan secara konsisten di seluruh Syarikat, justeru, memastikan piawaian yang konsisten dalam parameter penilaian Risiko.



Jawatankuasa Kerja Pengurusan Risiko

Jawatankuasa Kerja Pengurusan Risiko ("JKPR"), terdiri daripada:

- i Pengarah Urusan Kumpulan (Pengerusi)
- ii Ketua Pegawai Kewangan
- iii Ketua Sumber Manusia dan
- iv Ketua Tadbir Urus Korporat (Jemputan Tetap)

Pembentukan JKPR adalah untuk memusatkan kajian, pemantauan dan pengurusan risiko Syarikat.

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

Pada tahun yang ditinjau, 4 mesyuarat JKPR telah diadakan.

Penyata di atas adalah gambaran jelas terhadap usaha bersungguh-sungguh Lembaga Pengarah dan Pengurusan MRCB untuk mengamalkan Pengurusan Risiko yang baik di seluruh Syarikat. Lembaga Pengarah percaya bahawa amalan tersebut adalah satu proses berterusan, dan berusaha untuk menerimapakai sepenuhnya amalan terbaik Pengurusan Risiko dalam jangka masa terdekat.

Laporan Pengurusan Risiko ini diluluskan oleh Lembaga Pengarah melalui resolusinya pada 24 Februari 2009.

Datuk Azlan Zainol
Pengerusi Lembaga Pengarah
Malaysian Resources Corporation Berhad

Additional Compliance Information

i Utilisation of Proceeds Raised from Corporate Proposals

There were no proceeds raised by the Company during the financial year ended 31 December 2008.

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 2008.

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 2008.

vi Non-audit Fees

The amount of non-audit fees paid to the external auditors by the Group and Company for the financial year ended 2008 were RM296,000 and RM119,000 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 2008.

ix Material Contracts

There were no material contracts involving directors and major shareholders' interests 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 pages 153 and 154 of this Annual Report. There was no revaluation of properties of the Company during the financial year ended 31 December 2008.

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 2008 except for those disclosed in the audited financial statement which are exempted under the Listing Requirements.

Maklumat Pematuhan Tambahan

i Penggunaan Kutipan yang Dikumpul daripada Cadangan Korporat

Tiada kutipan yang dikumpulan oleh Syarikat dalam tahun kewangan berakhir 31 Disember 2008.

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 opsiyen, waran atau sekuriti boleh ditukar dalam tahun kewangan berakhir 31 Disember 2008.

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

Syarikat tidak menaja sebarang program ADR atau GDR.

v Sekatan dan/atau Denda yang Dikenakan

Tiada sekatan dan/atau denda penting yang dikenakan oleh badan-badan penguatkuasaan peraturan berkaitan ke atas MRCB atau syarikat subsidiari, pengarah atau pengurusannya dalam tahun kewangan 2008.

vi Yuran Bukan Audit

Jumlah yuran bukan audit yang dibayar kepada juruaudit luar bagi tahun kewangan berakhir 2008 adalah sebanyak RM296,000 bagi Kumpulan dan RM119,000 bagi Syarikat.

vii Perbezaan Keputusan

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

viii Jaminan Keuntungan

Tiada jaminan keuntungan diberi oleh Syarikat dalam tahun kewangan berakhir 31 Disember 2008.

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 disediakan di muka surat 154 dan 155 dalam Laporan Tahunan ini. Sepanjang tahun kewangan berakhir 31 Disember 2008, Syarikat tidak membuat penilaian semula hartanahnya.

xi Urusniaga Pihak Berkaitan yang Berulangan Berbentuk Hasil atau Perdagangan

Tiada urusniaga pihak berkaitan yang berulangan dalam tahun kewangan berakhir 31 Disember 2008 melainkan yang didedahkan dalam penyata kewangan beraudit yang dikecualikan di bawah Keperluan Penyenaraian.

Material Contracts

MRCB (January 2008 – December 2008)

- 1 Agreement to Lease dated 22nd January 2008 between Promising Quality Sdn Bhd and Jewel Suprises Sdn Bhd for the construction of Retail Shopping Complex with a gross built up area of approximately 1,050,000 square feet or 97,594 square meters and office towers with a gross built up area of approximately 421,000 square feet or 39,127 square metres and 2200 car park bays at Lot G [Geran 46230, Lot 364, Seksyen 72, Bandar Kuala Lumpur, District of Wilayah Persekutuan.
- 2 Turnkey Development Contract (TKDC) dated 22nd January 2008 between Promising Quality Sdn Bhd and MRCB Sentral Properties Sdn Bhd (formerly known as MRCB Selborn Corporation Sdn Bhd) for the design, construction and completion of a retail shopping complex and one (1) office block (Project) on Lot G.

MRCB Sentral Properties Sdn Bhd was appointed as the Turnkey Developer. The Project is to be completed within four (4) years from the execution of the TKDC.
- 3 Joint Venture and Shareholders Agreement dated 22nd January 2008 (the JVSA) between Pelaburan Hartanah Berhad (PHB) (formerly known as Pelaburan Hartanah Bumiputera Berhad), MRCB and Jewel Surprises Sdn Bhd to develop commercial premises which includes retail complex on Lot G. The JVSA was duly completed on 22nd April 2008.
- 4 Sale & Purchase Agreement (SPA) dated 30th January 2008 between Kuala Lumpur Sentral Sdn Bhd and Cosy Bonanza Sdn Bhd for the purchase of all parcel of land identified as Lot 70 held under Geran 46092, Lot 70, Seksyen 70, Bandar Kuala Lumpur, District Kuala Lumpur, Negeri Wilayah Persekutuan measuring approximately 7,503 square metres at a price of RM133,000,000.00. The SPA was duly completed on 25th March 2008.
- 5 Joint Venture and Shareholders Agreement dated 30th January 2008 (JVSA) between MRCB, Quill Sentral Sdn Bhd, Kuwait Finance House (Malaysia) Berhad and Cosy Bonanza Sdn Bhd to develop office blocks on Lot 70, seksyen 70, Bandar Kuala Lumpur. The JVSA was duly completed on 25th March 2008.
- 6 Sale And Purchase of Shares Agreement (SPSA) dated 13th February 2008 between MRCB and Jitra Perkasa Sdn Bhd for the purchase of 25% of MRCB's shareholding proportion in One IFC Sdn Bhd for RM2,622,117.00. The SPSA was duly completed on 22 February 2008.
- 7 Works Contract Agreement dated 24th March 2008 between MRCB Southern Link Bhd and MRCB Engineering Sdn Bhd for the design, construction, installation, testing and commissioning of Eastern Dispersal Link Highway (EDL) Project for a contract sum of RM638,260,000.00.
- 8 Share Sale Agreement (SSA) dated 16th May 2008 between Permodalan Nasional Berhad and MRCB for the purchase of Vendor's proportion of 1,350,000 ordinary shares of RM1.00 each in Transmission Technologies Sdn Bhd for a purchase consideration of RM52,722,840.00. The SSA of the shares was completed on 16th May 2008.
- 9 Share Sale Agreement (SSA) dated 12th May 2008 between Dato' Zainuddin Hj Mohd Radzi and Dato' Amiruddin Hj Mohd Radzi (Vendor's) and MRCB (Purchaser) for the acquisition of Vendor's 40% equity interest in MRCB Selborn Corporation Sdn Bhd for a purchase consideration of RM1,000,000.00. The SSA of the shares was completed on 12th June 2008.
- 10 Sale and Purchase Agreement (SPA) dated 21st July 2008 between MBSB Development Sdn Bhd and MRCB for the purchase of freehold vacant land at Seksyen 1, Bandar Batu Feringgi, and Daerah Timor laut, Pulau Pinang measuring approximately a total 13,533.3944 square metres. The purchase price is RM2,600,000.00. The SPA was duly completed on 17 February 2009.
- 11 Sale and Purchase Agreement dated 13th November 2008 between Excellent Bonanza Sdn Bhd and MRCB Sentral Properties Sdn Bhd [formerly known as MRCB Selborn Corporation Sdn Bhd] for the purchase of an office tower consisting of 26 levels of office space with an estimated Net Floor Area of 259,632 square feet [Tower 1] and a purchase price of RM136,306,800.00. The FIC was obtained on 5th February 2009.
- 12 Sale and Purchase Agreement dated 13th November 2008 between MRCB Sentral Properties Sdn Bhd (Vendor) and Pavilion Puncak Sdn Bhd (Purchaser) whereby the Vendor sold Tower 1 abovementioned to the Purchaser for a purchase price of RM238,861,440.00. The FIC was obtained on 17th April 2009.

Kontrak-Kontrak Penting

MRCB (Januari 2008 – Disember 2008)

- 1 Perjanjian Untuk Pajak bertariikh 22 Januari 2008 di antara Promising Quality Sdn Bhd dan Jewel Suprises Sdn Bhd bagi pembinaan kompleks membeli-belah dengan keluasan binaan kasar kira-kira 1,050,000 kaki persegi atau 97,594 meter persegi dan menara pejabat dengan keluasan binaan kasar kira-kira 421,000 kaki persegi atau 39,127 meter persegi dan 2200 ruang letak kereta di Lot G [Geran 46230, Lot 364, Seksyen 72, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan.
- 2 Kontrak Pembangunan Turnkey (KPT) bertariikh 22 Januari 2008 antara Promising Quality Sdn Bhd dan MRCB Sentral Properties Sdn Bhd (dahulu dikenali sebagai MRCB Selborn Corporation Sdn Bhd) bagi merekabentuk, membina dan menyiapkan sebuah kompleks membeli-belah dan sebuah (1) blok pejabat (Projek) di Lot G.

MRCB Sentral Properties Sdn Bhd dilantik sebagai Pemaju Turnkey. Projek tersebut perlu disiapkan dalam tempoh empat (4) tahun dari tarikh pelaksanaan KPT.
- 3 Usahasama dan Perjanjian Pemegang Saham bertariikh 22 Januari 2008 (JVSA) antara dan Pelaburan Hartanah Berhad (PHB) (dahulu dikenali sebagai Pelaburan Hartanah Bumiputera Berhad), MRCB dan Jewel Surprises Sdn Bhd untuk membangunkan premis-premis komersial yang meliputi kompleks membeli-belah di Lot G. JVSA telah disempurnakan pada 22 April 2008.
- 4 Perjanjian Jual Beli bertariikh 30 Januari 2008 antara Kuala Lumpur Sentral Sdn Bhd dan Cosy Bonanza Sdn Bhd bagi pembelian semua petak tanah dikenali sebagai Lot 70 yang dipegang di bawah Geran 46092, Lot 70, Seksyen 70, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan seluas kira-kira 7,503 meter persegi pada harga RM133,000,000.00. Perjanjian Jual Beli telah disempurnakan pada 25 Mac 2008.
- 5 Usahasama dan Perjanjian Pemegang Saham bertariikh 30 Januari 2008 (JVSA) antara MRCB, Quill Sentral Sdn Bhd, Kuwait Finance House (Malaysia) Berhad dan Cosy Bonanza Sdn Bhd untuk membangunkan blok pejabat di atas Lot 70, seksyen 70, Bandar Kuala Lumpur. JVSA telah disempurnakan pada 25 Mac 2008.
- 6 Perjanjian Jual Beli Saham bertariikh 13 Februari 2008 antara MRCB dan Jitra Perkasa Sdn Bhd bagi pembelian 25% bahagian pegangan saham MRCB dalam One IFC Sdn Bhd. untuk bayaran tunai berjumlah RM2,622,117.00. SPSA telah disempurnakan pada 22 Februari 2008.
- 7 Perjanjian Kontrak Kerja bertariikh 24 Mac 2008 antara MRCB Southern Link Bhd dan MRCB Engineering Sdn Bhd bagi merekabentuk, membina, memasang, menguji dan mentauliah Projek Lebuhraya Hubungan Penyuraian Timur (EDL) bagi kontrak bernilai sebanyak RM638,260,000.00.
- 8 Perjanjian Penjualan Saham bertariikh 16 Mei 2008 antara Permodalan Nasional Berhad dan MRCB bagi pembelian bahagian pegangan Penjual sebanyak 1,350,000 saham biasa berharga RM1.00 sesaham dalam Transmission Technologies Sdn Bhd secara tunai sebanyak RM52,722,840.00. Jual Beli saham tersebut telah disempurnakan pada 16 Mei 2008.
- 9 Perjanjian Penjualan Saham bertariikh 12 Mei 2008 antara Dato' Zainuddin Hj Mohd Radzi dan Dato' Amiruddin Hj Mohd Radzi (Penjual) dan MRCB (Pembeli) bagi pengambilalihan kepentingan ekuiti Penjual sebanyak 40% dalam MRCB Selborn Corporation Sdn Bhd untuk bayaran tunai berjumlah RM1,000,000.00 sahaja.
- 10 Perjanjian Jual Beli bertariikh 21 Julai 2008 antara MBSB Development Sdn Bhd dan MRCB bagi pembelian tanah kosong pegangan bebas di Seksyen 1, Bandar Batu Feringgi, and Daerah Timor laut, Pulau Pinang dengan jumlah keluasan kira-kira 13,533.3944 meter persegi. Harga pembelian adalah berjumlah RM2,600,000.00. Perjanjian Jual Beli telah disempurnakan pada 17 Februari 2009.
- 11 Perjanjian Jual Beli bertariikh 13 November 2008 antara Excellent Bonanza Sdn Bhd dan MRCB Sentral Properties Sdn Bhd [dahulu dikenali sebagai MRCB Selborn Corporation Sdn Bhd] bagi pembelian sebuah menara pejabat 26 aras dengan anggaran Keluasan Lantai Bersih 259,632 kaki persegi [Menara 1] dan dengan harga pembelian berjumlah RM136,306,800.00. Kelulusan Jawatankuasa Pelaburan Asing (FIC) telah diperolehi pada 5 Februari 2009.
- 12 Perjanjian Jual Beli bertariikh 13 November 2008 antara MRCB Sentral Properties Sdn Bhd (Penjual) dan Pavilion Puncak Sdn Bhd (Pembeli) di mana Penjual telah menjual Menara 1 yang disebut di atas kepada Pembeli untuk bayaran tunai berjumlah RM238,861,440.00. Kelulusan FIC telah diperolehi pada 17 April 2009.

Analysis of Shareholdings

As At 6 April 2009

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

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	Percentage of Shareholders (%)	No. of Shares Held	Percentage of Shareholding (%)
Less than 100	4,435	9.20	189,714	0.02
100 to 1,000	13,390	27.79	8,583,653	0.95
1,001 to 10,000	24,199	50.23	98,143,399	10.81
10,001 to 100,000	5,584	11.59	159,525,467	17.58
100,001 to less than 5% of issued shares	571	1.19	360,024,011	39.67
5% and above of issued shares	2	0.00	281,070,824	30.97
TOTAL	48,181	100.00	907,537,068	100.00

SUBSTANTIAL SHAREHOLDERS (5% and above) AS AT 6 APRIL 2009

Name	No. of Shares Held	Percentage of Shareholding (%)
Employees Provident Fund Board	281,070,824	30.97

DIRECTORS' SHAREHOLDING AS AT 6 APRIL 2009

Name	Direct Interest		Indirect Interest	
	No. of Shares Held	Percentage of Shareholding (%)	No. of Shares Held	Percentage of Shareholding (%)
Datuk Azlan Zainol	—	—	—	—
Shahril Ridza Ridzuan	800,000	0.09	—	—
Abdul Rahman Ahmad	—	—	—	—
Dato' Ahmad Ibnihajar	—	—	—	—
Dr. Roslan A. Ghaffar	—	—	—	—
Datuk Ahmad Zaki Zahid	—	—	—	—
Mohamad Lotfy Mohamad Noh	—	—	—	—

Analisa Pegangan Saham

Pada 6 April 2009

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 untuk setiap saham

PECAHAN PEGANGAN SAHAM

Saiz Pegangan Saham	Bil Pemegang Saham	Peratusan Pemegang Saham (%)	Bil. Saham Dipegang	Peratusan Saham Dipegang (%)
Kurang dari 100	4,435	9.20	189,714	0.02
100 hingga 1,000	13,390	27.79	8,583,653	0.95
1,001 hingga 10,000	24,199	50.23	98,143,399	10.81
10,001 hingga 100,000	5,584	11.59	159,525,467	17.58
100,001 hingga kurang dari 5% saham diterbitkan	571	1.19	360,024,011	39.67
5% dan lebih saham diterbitkan	2	0.00	281,070,824	30.97
JUMLAH	48,181	100.00	907,537,068	100.00

SENARAI PEMEGANG SAHAM UTAMA (5% dah lebih) PADA 6 APRIL 2009

Nama	Bil Saham Dipegang	Peratusan Saham Dipegang (%)
Employees Provident Fund Board	281,070,824	30.97

SAHAM YANG DIPEGANG OLEH PENGARAH PADA 6 APRIL 2009

Nama	Kepentingan Langsung		Kepentingan Disifatkan	
	Bil Saham Dipegang	Peratusan Saham Dipegang (%)	Bil Saham Dipegang	Peratusan Saham Dipegang (%)
Datuk Azlan Zainol	—	—	—	—
Shahril Ridza Ridzuan	800,000	0.09	—	—
Abdul Rahman Ahmad	—	—	—	—
Dato' Ahmad Ibnihajar	—	—	—	—
Dr. Roslan A. Ghaffar	—	—	—	—
Datuk Ahmad Zaki Zahid	—	—	—	—
Mohamad Lotfy Mohamad Noh	—	—	—	—

Top 30 Largest Shareholders

As At 6 April 2009

LIST OF THIRTY (30) LARGEST SHAREHOLDERS AS AT 6 APRIL 2009

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

Name	No. of Shares Held	Percentage of Shareholding (%)
1 Employees Provident Fund Board	279,570,824	30.81
2 Lembaga Tabung Haji	16,188,300	1.78
3 HSBC Nominees (Asing) Sdn Bhd TNTC for Fidelity Southeast Asia Fund (FID Inv TST)	13,660,900	1.51
4 Citigroup Nominees (Tempatan) Sdn Bhd Exempt an for Prudential Fund Management Berhad	12,328,300	1.36
5 Mayban Nominees (Tempatan) Sdn Bhd Mayban Trustees Berhad for Public Ittikal Fund (N14011970240)	8,996,900	0.99
6 RHB Nominees (Tempatan) Sdn Bhd RHB Investment Management Sdn Bhd for Telekom Malaysia Berhad (C)	8,957,252	0.99
7 Mayban Nominees (Tempatan) Sdn Bhd Mayban Trustees Berhad for Public Regular Savings Fund (N14011940100)	7,170,000	0.79
8 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Sector Select Fund	6,495,000	0.72
9 Minister of Finance	6,369,273	0.70
10 Valuecap Sdn Bhd	5,879,300	0.65
11 Citigroup Nominees (Asing) Sdn Bhd CBNY for DFA Emerging Markets Fund	5,766,900	0.64
12 Citigroup Nominees (Tempatan) Sdn Bhd ING Insurance Berhad (INV-IL PAR)	4,980,200	0.55
13 SBB Nominees (Tempatan) Sdn Bhd Pertubuhan Keselamatan Sosial	4,740,800	0.52
14 HSBC Nominees (Asing) Sdn Bhd Exempt an for JPMorgan Chase Bank, National Association (Saudi Arabia)	4,720,400	0.52
15 Cartaban Nominees (Asing) Sdn Bhd Exempt an for Caceis Bank Luxembourg (CLT ACCT-LUX)	4,137,200	0.46

Name	No. of Shares Held	Percentage of Shareholding (%)
16 HSBC Nominees (Asing) Sdn Bhd Exempt an for JPMorgan Chase Bank, National Association (Nogres Bank)	4,103,700	0.45
17 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Smallcap Fund	3,840,000	0.42
18 ECM Libra Investment Bank Berhad CLR (B61) for Avenue Invest Berhad	3,750,000	0.41
19 Mayban Nominees (Tempatan) Sdn Bhd Avenue Invest Berhad for Kumpulan Wang Amanah Pencen (E00170-220136)	3,750,000	0.41
20 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Select Treasures Fund	3,500,000	0.39
21 HSBC Nominees (Asing) Sdn Bhd Exempt an for The HongKong and Shanghai Banking Corporation Limited (HBFS-I CLT ACCT)	3,426,600	0.38
22 Khazanah Nasional Berhad	3,239,333	0.36
23 Kenanga Investment Bank Berhad CLR (DG) for Lembaga Tabung Haji	3,231,600	0.36
24 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Balanced Fund	2,778,000	0.31
25 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Opportunities Fund	2,600,000	0.29
26 Citigroup Nominees (Asing) Sdn Bhd CBNY for Emerging Market Core Equity Portfolio DFA Investment Dimensions Group Inc	2,571,000	0.28
27 SBB Nominees (Tempatan) Sdn Bhd Kumpulan Wang Persaraan (CAFM A/C 1)	2,504,000	0.28
28 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Asia Dividend Fund	2,460,600	0.27
29 AMSEC Nominees (Tempatan) Sdn Bhd Amtrustee Berhad for Pacific Pearl Fund (UT-PM-PPF)	2,425,700	0.27
30 Amanah Raya Berhad Kumpulan Wang Bersama Syariah	2,300,000	0.25

30 Pemegang Saham Terbesar

Pada 6 April 2009

SENARAI TIGA PULUH (30) PEMEGANG SAHAM TERBESAR PADA 6 APRIL 2009

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

Nama	Bil. Saham Dipegang	Peratusan Saham Dipegang (%)
1 Employees Provident Fund Board	279,570,824	30.81
2 Lembaga Tabung Haji	16,188,300	1.78
3 HSBC Nominees (Asing) Sdn Bhd TNTC for Fidelity Southeast Asia Fund (FID Inv TST)	13,660,900	1.51
4 Citigroup Nominees (Tempatan) Sdn Bhd Exempt an for Prudential Fund Management Berhad	12,328,300	1.36
5 Mayban Nominees (Tempatan) Sdn Bhd Mayban Trustees Berhad for Public Ittikal Fund (N14011970240)	8,996,900	0.99
6 RHB Nominees (Tempatan) Sdn Bhd RHB Investment Management Sdn Bhd for Telekom Malaysia Berhad (C)	8,957,252	0.99
7 Mayban Nominees (Tempatan) Sdn Bhd Mayban Trustees Berhad for Public Regular Savings Fund (N14011940100)	7,170,000	0.79
8 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Sector Select Fund	6,495,000	0.72
9 Minister of Finance	6,369,273	0.70
10 Valuecap Sdn Bhd	5,879,300	0.65
11 Citigroup Nominees (Asing) Sdn Bhd CBNY for DFA Emerging Markets Fund	5,766,900	0.64
12 Citigroup Nominees (Tempatan) Sdn Bhd ING Insurance Berhad (INV-IL PAR)	4,980,200	0.55
13 SBB Nominees (Tempatan) Sdn Bhd Pertubuhan Keselamatan Sosial	4,740,800	0.52
14 HSBC Nominees (Asing) Sdn Bhd Exempt an for JPMorgan Chase Bank, National Association (Saudi Arabia)	4,720,400	0.52
15 Cartaban Nominees (Asing) Sdn Bhd Exempt an for Caceis Bank Luxembourg (CLT ACCT-LUX)	4,137,200	0.46

Nama	Bil. Saham Dipegang	Peratusan Saham Dipegang (%)
16 HSBC Nominees (Asing) Sdn Bhd Exempt an for JPMorgan Chase Bank, National Association (Nogres Bank)	4,103,700	0.45
17 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Smallcap Fund	3,840,000	0.42
18 ECM Libra Investment Bank Berhad CLR (B61) for Avenue Invest Berhad	3,750,000	0.41
19 Mayban Nominees (Tempatan) Sdn Bhd Avenue Invest Berhad for Kumpulan Wang Amanah Pencen (E00170-220136)	3,750,000	0.41
20 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Select Treasures Fund	3,500,000	0.39
21 HSBC Nominees (Asing) Sdn Bhd Exempt an for The HongKong and Shanghai Banking Corporation Limited (HBFS-I CLT ACCT)	3,426,600	0.38
22 Khazanah Nasional Berhad	3,239,333	0.36
23 Kenanga Investment Bank Berhad CLR (DG) for Lembaga Tabung Haji	3,231,600	0.36
24 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Balanced Fund	2,778,000	0.31
25 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Opportunities Fund	2,600,000	0.29
26 Citigroup Nominees (Asing) Sdn Bhd CBNY for Emerging Market Core Equity Portfolio DFA Investment Dimensions Group Inc	2,571,000	0.28
27 SBB Nominees (Tempatan) Sdn Bhd Kumpulan Wang Persaraan (CAFM A/C 1)	2,504,000	0.28
28 Amanah Raya Nominees (Tempatan) Sdn Bhd Public Islamic Asia Dividend Fund	2,460,600	0.27
29 AMSEC Nominees (Tempatan) Sdn Bhd Amtrustee Berhad for Pacific Pearl Fund (UT-PM-PPF)	2,425,700	0.27
30 Amanah Raya Berhad Kumpulan Wang Bersama Syariah	2,300,000	0.25

Properties of the Group

31 December 2008

Description/ Existing Use	Location	Area	Net Book Value as at 31/12/2008 (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	36,188	1982	Leasehold 66 years expiring on 2.2.2044	23 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 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 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
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	85,881	1992	Leasehold 99 years expiring on 15.9.2092	9 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	486,245	10.3.1999	Freehold	–	Nil
Industrial land	Plot No. 143 & 145, Rawang Industrial Park, 48000 Rawang, Selangor Darul Ehsan	1,692 sq. metres	6,269	2.12.1997	Freehold	–	Nil

Description/ Existing Use	Location	Area	Net Book Value as at 31/12/2008 (RM'000)	Date/Year of Last Revaluation/ Acquisition	Tenure	Approximate Age of Building	Encumbrance
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	1,191	28.12.1999	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	206	27.5.2005	Leasehold 99 years expiring on 18.3.2102	6 years	Nil
Several parcels of land for proposed mixed development	PT 2967-2971, PT 2974-2977, PT 2980-2997, PT 2999-3001, PT 3003-3005, PT 3030-3063, 3077 & 3080, PT 7432-7552, PT 7556-7653, KM 36, Jalan Ipoh Lumut, Bandar Seri Iskandar, Bota, District of Perak Tengah, Perak Darul Ridzwan	41.98 hectares	29,285	2001/2002	Leasehold 99 years expiring between 13.3.2100 to 18.3.2102	—	Nil
Sooka Sentral - 6 storey clubhouse	Geran 46225, Lot 77 Sek. 70, Bandar Kuala Lumpur, District of Kuala Lumpur, Kuala Lumpur, Wilayah Persekutuan	5,661 sq. metres	57,414	9.3.2007	Freehold	1 year	Yes
Plaza Sentral Corporate office suite	Suite 1B-G-1, Suite 1B-3-1, Suite 1B-3-2, Block 1B, Plaza Sentral Jalan Stesen Sentral 5, 50470 Kuala Lumpur, Wilayah Persekutuan	8,174 sq. feet	2,962	17.01.2008	Freehold	2 years	Nil

Hartanah Kumpulan

31 Disember 2008

Jenis/ Kegunaan Kini	Lokasi	Luas Kawasan	Nilai Buku Bersih pada 31/12/2008 (RM'000)	Tarikh/Tahun Penilaian Semula/ Pengambil- alihan Terakhir	Hak Milik	Anggaran Usia Bangunan	Gadaian
Kompleks Sentral - Bangunan perindustrian 6 tingkat/kilang berpangsia dan gudang	33, Jalan Segambut Atas, Segambut, 51200, Kuala Lumpur, Wilayah Persekutuan	72,098 meter persegi	36,188	1982	Pegangan pajakan 66 tahun luput pada 2.2.2044	23 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 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 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
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	85,881	1992	Pegangan pajakan 99 tahun luput pada 15.9.2092	9 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	486,245	10.3.1999	Pegangan bebas	-	Tiada
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	-	Tiada

Jenis/ Kegunaan Kini	Lokasi	Luas Kawasan	Nilai Buku Bersih pada 31/12/2008 (RM'000)	Tarikh/Tahun Penilaian Semula/ Pengambil- alihan 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	1,191	28.12.1999	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	206	27.5.2005	Pegangan pajakan 99 tahun luput pada 18.3.2102	6 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 3030-3063, 3077 & 3080, PT 7432-7552, PT 7556-7653, KM 36, Jalan Ipoh Lumut, Bandar Seri Iskandar, Bota, Daerah Perak Tengah, Perak Darul Ridzwan	41.98 hektar	29,285	2001/2002	Pegangan pajakan 99 tahun luput di antara 13.3.2100 hingga 18.3.2102	-	Tiada
Sooka Sentral - Rumah kelab 6 tingkat	Geran 46225, Lot 77 Sek. 70, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Kuala Lumpur, Wilayah Persekutuan	5,661 meter persegi	57,414	9.3.2007	Pegangan bebas	1 tahun	Ya
Plaza Sentral Suite pejabat korporat	Suite 1B-G-1, Suite 1B-3-1, Suite 1B-3-2 Block 1B, Plaza Sentral Jalan Stesen Sentral 5, 50470 Kuala Lumpur, Wilayah Persekutuan	8,174 kaki persegi	2,962	17.01.2008	Pegangan bebas	2 tahun	Tiada

Notes

Nota

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-eighth Annual General Meeting of the Company to be held on Tuesday, 2 June 2009 at 11.00 a.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 re-elect Shahril Ridza Ridzuan pursuant to Article 101		
3	To re-elect Datuk Ahmad Zaki Zahid pursuant to Article 101		
4	To approve the Directors' Fees of RM313,410 for the financial year ended 31 December 2008		
5	To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration		

Dated this _____ day of _____, 2009

Number of Shares Held _____

Signature of Shareholder

NOTE

- 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

(Company No. 378993-D)

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

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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 Lapan yang akan diadakan pada hari Selasa, 2 Jun 2009 pada pukul 11.00 pagi 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 dan Laporan-Laporan Berkanun		
2	Untuk melantik semula Shahril Ridza Ridzuan menurut Artikel 101		
3	Untuk melantik semula Datuk Ahmad Zaki Zahid menurut Artikel 101		
4	Untuk meluluskan Yuran Pengarah sebanyak RM313,410 bagi tahun kewangan berakhir 31 Disember 2008		
5	Untuk melantik semula Tetuan PricewaterhouseCoopers sebagai Juruaudit Syarikat dan memberi kuasa kepada Pengarah-Pengarah untuk menetapkan bayaran mereka		

Bertarikh _____ hb. _____, 2009

Bilangan Saham Dipegang _____

Tandatangan Pemegang Saham

NOTA-NOTA

- 1 Setiap ahli Syarikat ini yang berhak menghadiri dan mengundi di mesyuarat ini, berhak melantik seorang atau lebih proksi (atau melantik seorang wakil, bagi syarikat yang diperbadankan) untuk menghadiri dan mengundi bagi pihaknya. Setiap proksi tidak semestinya seorang ahli Syarikat ini.
- 2 Borang Proksi mestilah ditandatangani oleh orang yang melantiknya atau wakilnya yang diberi kuasa secara bertulis. Bagi syarikat yang diperbadankan, ianya hendaklah dilaksanakan dengan menggunakan Cop Mohor syarikat atau ditandatangani oleh wakilnya yang diberi kuasa secara bertulis atau oleh pegawainya, bagi pihak syarikat tersebut.
- 3 Alat perantikan seorang proksi hendaklah dihantar ke Pendaftar, Symphony Share Registrars Sdn Bhd, Level 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

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Setem



SYMPHONY SHARE REGISTRARS SDN BHD

(Company No. 378993-D)

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

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MALAYSIAN RESOURCES CORPORATION BERHAD 7994-D

Level 21, 1 Sentral, Jalan Travers

Kuala Lumpur Sentral

50470 Kuala Lumpur, Malaysia

Tel: 603 2786 8080 Fax: 603 2780 7988

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