

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting (“**16th AGM**”) of Malaysian Genomics Resource Centre Berhad (“**the Company**”) will be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at iSpace, Level 21, Plaza VADS, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr Ismail, 60000 Kuala Lumpur, on Monday, 30 November 2020 at 9:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note 1]*
2. To approve the payment of Directors’ fees amounting to RM162,323.00 payable to the Non-Executive Directors of the Company for the financial year ended 30 June 2020. *[Please refer to Explanatory Note 2]*
[Ordinary Resolution 1]
3. To approve the payment of Directors’ fees amounting to RM558,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 1 July 2020 until the next Annual General Meeting of the Company. *[Please refer to Explanatory Note 2]*
[Ordinary Resolution 2]
4. To approve the Directors’ benefits payable (excluding directors’ fees) for an amount up to RM26,000.00 payable to the Directors of the Company for the period from 1 July 2020 until the next Annual General Meeting of the Company. *[Please refer to Explanatory Note 2]*
[Ordinary Resolution 3]
5. To re-elect the following Directors who retire pursuant to Clause 106 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (i) YBhg. Tan Sri Ahmad bin Mohd Don; *[Ordinary Resolution 4]*
 - (ii) Ms. Grace How Pei Yen; *[Ordinary Resolution 5]*
 - (iii) Dato’ Alvin Joseph Nesakumar; and *[Ordinary Resolution 6]*
 - (iv) Mr. Kong June Hon. *[Ordinary Resolution 7]*
6. To re-elect En. Ahmad Fauzi bin Ali, the retiring Director of the Company, who retires pursuant to Clause 123 of the Company’s Constitution and being eligible, has offered himself for re-election. *[Ordinary Resolution 8]*
7. To re-appoint Messrs. Crowe Malaysia PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *[Ordinary Resolution 9]*

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions:-

8. **RETENTION OF YBHG. TAN SRI DATUK (DR) RAFIAH BINTI SALIM AS SENIOR INDEPENDENT NON-EXECUTIVE CHAIRMAN OF THE COMPANY** *[Please refer to Explanatory Note 3]*
[Ordinary Resolution 10]

“THAT YBhg. Tan Sri Datuk (Dr) Rafiah binti Salim who has served as a Senior Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as a Senior Independent Non-Executive Chairman in accordance with the Malaysian Code on Corporate Governance.”

9. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

[Please refer to Explanatory Note 4]
[Ordinary Resolution 11]

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company at any time to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution must not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) for the time being; AND THAT the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

10. To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and/or the Companies Act 2016.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
LIM JIA HUEY (SSM PC No. 201908000929) (MAICSA 7073258)
Company Secretaries

Kuala Lumpur
Dated: 30 October 2020

Explanatory Notes on Ordinary and Special Businesses:

1. **Item 1 of the Agenda**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

2. **Items 2, 3 and 4 of the Agenda**

Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Ordinary Resolution 1 is seeking the shareholders’ approval for the payment of Directors’ fees payable of RM162,323.00 to the Non-Executive Directors of the Company for the financial year ended 30 June 2020. The proposed Directors’ fees are accruals for services rendered by the Non-Executive Directors of the Company for the financial year ended 30 June 2020.

The Company is also seeking the shareholders’ approval for the payment of Director’s fees and benefits for an amount up to RM558,000.00 and RM26,000.00 respectively, payable to the Directors of the Company for the period from 1 July 2020 until the next Annual General Meeting of the Company under Ordinary Resolutions 2 and 3.

The estimated Directors' fees and benefits proposed for the period from 1 July 2020 until the next Annual General Meeting of the Company are derived based on the current Board size and number of scheduled Board and Board Committees meetings to be held. These Resolutions are to facilitate payment of Directors' fees and benefits for the financial year 2020/2021.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for the additional Directors' fees and benefits payable to meet the shortfall.

3. Item 8 of the Agenda

The Nomination and Remuneration Committee and Board of Directors of the Company had assessed the independence of YBhg. Tan Sri Datuk (Dr) Rafiah Binti Salim, who has served as an Independent Non-Executive Chairman of the Company since 22 January 2010 for a cumulative term of more than nine (9) years and subsequently re-designated as a Senior Independent Non-Executive Chairman of the Company on 7 October 2011, and with her consent, had recommended for her to continue to act as a Senior Independent Non-Executive Chairman based on the following justifications:-

- (a) she fulfilled the criteria of the definition of Independent Director as stated in Bursa Malaysia Securities Berhad's ACE Market Listing Requirements;
- (b) her vast experience would enable her to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- (c) she has been acting in good faith and in the best interests of the Company as a Senior Independent Non-Executive Chairman, exercising her independent judgement during deliberations and decision-making during the Company's meetings and was familiar with the Company's business operations; and
- (d) she has proven to be a reliable Independent Director with her professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to her professional obligations for informed and balance decision-making and had also exercised due care during her tenure in the best interests of the Company and the shareholders.

4. Item 9 of the Agenda

Ordinary Resolution 11 is to seek shareholders' approval of a general mandate for issuance of shares by the Company pursuant to the Companies Act 2016. Bursa Malaysia Securities Berhad had vide its letter dated 16 April 2020 allowed, as an interim measure, for the listed corporations to seek a higher general mandate under Rule 6.04 of the ACE Market Listing Requirements of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities ("**20% General Mandate**"), provided that:-

- (a) the listed corporation procures its shareholders' approval for the 20% General Mandate at a general meeting; and
- (b) the listed corporation complies with all the relevant applicable legal requirements including its constitution or relevant constituent document.

The 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the ten per centum (10%) general mandate will be reinstated.

The Board, having considered the current economic climate arising from the global COVID-19 pandemic, future financial needs and capacity of the Group, is of the opinion that this 20% Mandate is in the best interests of the Company and its shareholders. The Ordinary Resolution 11 proposed, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities expeditiously and efficiently during this challenging time, including but not limited to placement of shares for the purpose of meeting its funding requirements for the Group's current and/or future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of shares or convertible securities issued does not be more than 20% of the total number of issued shares. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

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As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 11 December 2019 and which will lapse at the conclusion of the 16th AGM.

Virtual Annual General Meeting:

- i. *As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the 16th AGM of the Company will be held as a fully virtual meeting via live streaming and online remote voting using the Remote Participation and Voting Facilities ("RPV") provided by One Capital Market Services Sdn Bhd ("One Capital") through its website at <http://www.onecapital.com.my/>. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 15 July 2020 (including any amendments that may be made from time to time) ("Guidance Note"). Please follow the procedures as set out in the Administrative Guide which is available at the Company's website at <https://www.mgrc.com.my/>.*
- ii. *In compliance with Section 327(2) of the Companies Act 2016, the Chairperson of the meeting shall be present at the main venue of the meeting in Malaysia and pursuant to the Securities Commission Malaysia's Guidance Note, the broadcast venue will be strictly limited to only essential individuals for organising and conducting the virtual AGM.*
- iii. *Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys WILL NOT BE ALLOWED to be physically present at the Broadcast Venue on the day of the 16th AGM, instead are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 16th AGM via the RPV provided by One Capital.*

Notes:

- i. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 November 2020 ("**General Meeting Record of Depositors**") shall be eligible to participate at this 16th AGM.*
- ii. *A member of the Company who is entitled to participate at this 16th AGM shall be entitled to appoint not more than two (2) proxies to participate and vote on his/her behalf at the same meeting. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company, and a Member may appoint any person to be his/her proxy.*
- iii. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of his/her shareholding to be represented by each proxy.*
- iv. *Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- v. *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of the appointor or a copy of that power of attorney, certified by an advocate and solicitor, or where the member is a body corporate, either under its seal or by the hand of an officer or attorney duly authorised. Any alteration in the form of proxy must be initialled.*
- vi. *The instrument appointing a proxy, a power of attorney or other authorities, where it is signed or certified shall be deposited at the office of the Company's Share Registrar, One Capital Market Services Sdn. Bhd. at Level 18, Plaza VADS, No. 1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.*

Kindly refer to the Administrative Guide for the 16th AGM for the procedures on Remote Participating and Voting (“RPV”).

- vii. *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of Meeting will be put to vote by poll.*

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 16th AGM and/or any adjournment thereof, a member of the Company:

- i. consents to the collection, use and disclose of the member’s personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 16th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 16th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);
- ii. warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
- iii. agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member’s breach of warranty.



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