

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Nineteenth (“19<sup>th</sup>”) Annual General Meeting (“AGM”) of Malaysian Genomics Resource Centre Berhad (“MGRC” or “Company”) will be conducted fully virtual through live streaming and online remote voting facilities operated by Symphony Corporate Services Sdn Bhd at <https://symphonycorporateservices.com.my> (Domain registration number with MYNIC: D1C534619) (“Symphony Online”) on Monday, 29 April 2024 at 10:00 a.m., for the following purposes:

<b>ORDINARY BUSINESS</b>	<b>Explanatory Notes</b>
1. To receive the Audited Financial Statements for financial period ended 31 December 2023 together with Reports of the Directors’ and Auditors’ thereon.	<b>Note A</b>
2. To approve the under provision of Directors’ fees amounting to RM40,000 payable to Non-Executive Directors of the Company for the period from 23 November 2022 until 29 April 2024.	<b>Ordinary Resolution 1</b>
3. To approve the under provision of Directors’ Other Benefits (excluding Directors’ fees) for an amount up to RM37,000 payable to Directors of the Company for the period from 23 November 2022 until 29 April 2024.	<b>Ordinary Resolution 2</b>
4. To approve the payment of Directors’ Fees amounting to RM312,000 payable to the Non-Executive Directors of the Company for the period from 29 April 2024 until the conclusion of the next AGM of the Company.	<b>Ordinary Resolution 3</b>
5. To approve the Directors’ Other Benefits (excluding Directors’ Fees) for an amount up to RM64,000 payable to the Directors of the Company for the period from 29 April 2024 until the conclusion of the next AGM of the Company.	<b>Ordinary Resolution 4</b>
6. To re-elect Noor Azri bin Dato’ Sri Noor Azerai as Director who is retiring pursuant to Clause 123 of the Company’s Constitution.	<b>Ordinary Resolution 5</b>
7. To re-elect Aswath A/L Ramakrishnan as Director who is retiring in accordance with Clause 106 of the Company’s Constitution.	<b>Ordinary Resolution 6</b>
8. To re-elect Syed Zulkifli bin Syed Ismail as Director who is retiring in accordance with Clause 106 of the Company’s Constitution.	<b>Ordinary Resolution 7</b>
9. To re-elect Chih Yi May as Director who is retiring in accordance with Clause 106 of the Company’s Constitution.	<b>Ordinary Resolution 8</b>
10. To re-elect Muhammad Badri bin Hussin as Director who is retiring in accordance with Clause 106 of the Company’s Constitution.	<b>Ordinary Resolution 9</b>
11. To re-elect Mohamad Ruzaini bin Hamzah as Director who is retiring in accordance with Clause 106 of the Company’s Constitution.	<b>Ordinary Resolution 10</b>
12. To re-elect Datuk Wira Muhammad Faizal bin Zainol as Director who is retiring in accordance with Clause 106 of the Company’s Constitution.	<b>Ordinary Resolution 11</b>

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13. To re-elect Mohammad Hasni bin Ibrahim as Director who is retiring in accordance with Clause 106 of the Company's Constitution. **Ordinary Resolution 12**
14. To re-appoint Messrs. Jamal, Amin & Partners (AF1067) as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 13**

### SPECIAL BUSINESS

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

15. **Authority to Allot and Issue Shares Pursuant To Sections 75 and 76 of the Companies Act 2016 ("Act")** **Ordinary Resolution 14**

"THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretions deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares of the Company (excluding any treasury shares) at the time of the issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company ("**General Mandate**").

AND THAT in connection with the General Mandate mentioned above, pursuant to Section 85 of the Act to be read together with Clause 58 of the Constitution of the Company, the shareholders of MGRC hereby agree and granted approval to waive their pre-emptive rights whereby the Directors are exempted from the obligation to firstly offer any new MGRC shares to the shareholders of the Company in proportion to their shareholdings, in the event and arising from any issuance of new MGRC shares ranking pari passu with the existing issued shares of the Company."

16. To transact any other business of which due notice shall have been given in accordance with the Act.

By Order of the Board  
**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**

**NG LAI YEE**  
SSM PC No. 202008000977  
(MAICSA 7031768)  
Company Secretary

Selangor, Malaysia  
29 March 2024

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## NOTES:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 22 April 2024 (“**General Meeting Record of Depositors**”) shall be eligible to participate at the 19<sup>th</sup> AGM of the Company.
- (ii) A member of the Company who is entitled to participate at the 19<sup>th</sup> 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 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 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 as 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 appointer 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 initialed.
- (vi) The instrument appointing a proxy, a power of attorney or other authorities, where it is signed or certified shall be deposited at the Company’s Registered Office at G-3AF-3, Level 3AF, Block G, Garden Office @ Encorp Strand, No. 12, Jalan PJU 5/1, Kota Damansara, 47810 Petaling Jaya, Selangor, 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 of 19<sup>th</sup> AGM of the Company for procedures on Symphony Online.
- (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 shall be put to vote by poll.
- (viii) The 2023 Annual Reports and other relevant documents in relation to the 19<sup>th</sup> AGM can be accessible via the Company’s website at <https://www.mgrc.com.my/investor-relations/annual-report/>

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## EXPLANATORY NOTES FOR ORDINARY AND SPECIAL BUSINESS

### ***Note A - Audited Financial Statements for period ended 31 December 2023***

The Audited Financial Statements together with the Reports of the Directors' and Auditors' that are laid at the 19<sup>th</sup> AGM of the Company pursuant to Section 340(1)(a) of the Act do not require shareholders' approval. Hence, this agenda item is merely for discussion and shall not put forward for voting.

### ***Ordinary Resolutions 1 and 2 – Under provision of Directors' Fees and Other Benefits***

Pursuant to the mandate obtained from shareholders at the previous AGM held on 23 November 2022, there were under provisions in the Directors' Fees and Other Benefits payable to Directors of the Company due to additional new directors and increased in the number of meetings held since the last AGM. Hence, approval from the shareholders is being sought for the aforesaid under provisions at the forthcoming AGM of the Company to be held on 29 April 2024.

### ***Ordinary Resolutions 3 and 4 – Proposed Directors' Fees and Other Benefits***

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of the Company shall be approved by shareholders at general meetings. The amount of fees payable is to facilitate the fees and benefits payable which is determined based on the current size of the Board of Directors and the number of scheduled meetings of the Board and Board Committees to be held from the 19<sup>th</sup> AGM until the conclusion of the next AGM of the Company. In the event the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, approval for the shortfall will be sought at the next AGM.

### ***Ordinary Resolution 14 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act***

The Ordinary Resolution proposed under Resolution 14 is a general mandate for the Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Act. The proposed resolution, if passed, will give authority to the Directors of the Company, from the date of this AGM, to allot and issue shares or to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at general meetings, will expire at the conclusion of the next AGM of the Company.

The proposed general mandate, once approved and renewed, will provide the flexibility to the Directors of the Company to allot and issue shares, including but not limited to placement of shares for purposes of funding investment(s), working capital and general corporate purposes as deemed necessary, in an effective and expeditious manner.

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## STATEMENT ACCOMPANYING NOTICE OF THE 19<sup>TH</sup> AGM

### (i) *Details of persons who are standing for election as Directors (excluding Directors standing for reelection)*

Pursuant to Rule 8.29 of the ACE Market Listing Requirements (“**ACE LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), no individual is standing for election as Director of the Company at the 19<sup>th</sup> AGM of the Company.

### (ii) *General mandate for issue of securities*

The proposed general mandate for issuing new securities under Ordinary Resolution 14 is a renewal of previous mandate obtained at the preceding 18<sup>th</sup> AGM of the Company held on 23 November 2022.

Pursuant to the previous General Mandate granted to the Directors at the 18<sup>th</sup> AGM held on 23 November 2022, the following new ordinary shares were issued via the implementation of private placement corporate exercises:

<b>Date of allotment</b>	<b>Number of placement shares</b>	<b>Proceeds raised</b>
8 December 2022	6,000,000	RM4,032,600.00
24 July 2023	7,000,000	RM2,870,000.00
		<u>RM6,902,600.00</u>

As at the date of this Notice, the total issued share capital of the Company is 137,210,480 ordinary shares.

### **Personal Data Privacy:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, “the Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/ or representative(s) to the Company (or its agents) the members has obtain the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) 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.*