

MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD

[Registration No. 200401014287 (652790-V)]

("MGRC" or "Company")

(Incorporated in Malaysia)

MINUTES of the 19th Annual General Meeting ("AGM") of the Company held fully virtual (online) on Monday, 29 April 2024 at 10:00 a.m.

PRESENT

- DIRECTORS** : Encik Noor Azri bin Dato' Sri Noor Azerai ("Chairman")
Encik Muhammad Badri bin Hussin ("Badri")
Encik Mohd Shakir bin Shahimi ("Shakir")
Encik Syed Zulkifli bin Syed Ismail ("Syed")
Datuk Wira Muhammad Faizal bin Zainol ("DW Faizal")
Encik Mohamad Ruzaini bin Hamzah ("Ruzaini")
Ms Chih Yi May ("May")
Encik Mohammad Hasni bin Ibrahim ("Hasni")
Mr Aswath A/L Ramakrishan ("Aswath") (joined at 10:02 a.m.)
- SHAREHOLDERS** : As per the Attendance List
- IN ATTENDANCE** : Ng Lai Yee - Company Secretary
- BY INVITATION** : Ms Ang Jia Yee - Financial Controller
Cik Nur Fatimah binti Mohamad Khirrulzaki (Audit Partner of Messrs. Jamal Amin & Partners)

1. NOTICE OF MEETING

The notice convening the meeting was taken as read.

2. QUORUM

The Chairman welcomed all present at the 19th AGM who have taken time to join from various locations to consider the business as set out in the Notice of AGM contained in the 2023 Annual Report of the Company dated 29 March 2024. The Board of Directors ("Board") has considered the wellbeing of the shareholders, stakeholders and employees and as safety measures, the Board has decided to convene this AGM fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Symphony Corporate Services Sdn Bhd ("Symphony").

This AGM is only restricted to shareholders, proxies and authorised representatives of corporate shareholders who have registered to participate in this meeting online. Any visual or audio recording of this AGM is strictly prohibited unless prior written consent from the Company has been obtained and the quality of the broadcast is subject to the respective shareholder's internet bandwidth connection.

He then introduced members of the Board, management team and the external auditors to the shareholders. Under the Company's Constitution, two (2) members present in person or by proxy shall constitute a quorum for a general meeting and upon confirmation by the Company Secretary that a quorum was present, the Chairman called the meeting to order. As the Notice of AGM has been circulated via the Company's 2023 Annual Report, the Chairman declared that the Notice convening the meeting was taken as read.

The Chairman then briefed the shareholders that all the resolutions set out in the notice of this AGM shall be conducted by poll as mandated by Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and an independent scrutineer has been appointed to validate the votes cast at this AGM, which shall be conducted after the agenda has been deliberated. The proposed Ordinary Resolutions 1 to 14 requires a simple majority of more than 50% from members or by proxies entitled to vote at this AGM.

The shareholders were informed that the proposed Ordinary Resolutions 1 to 14 would be addressed before conducting the Questions and Answers (“Q&A”) session posted by shareholders and/or proxies in advance of this AGM or during this AGM via the real time submission of typed texts in the Q&A panel.

All questions to be raised by the shareholders have to be transmitted into the Q&A box and the questions will be moderated to avoid repetition. Nevertheless, the Board and the Management team would endeavour to address as many questions as possible during the Q&A session of this AGM. In the event any questions were not addressed due to time constraints, written replies will be emailed to the attendees or published on the Company’s website as early as possible.

The Company has appointed Symphony Corporate Services Sdn Bhd (“**Symphony Portal**”) as the Poll Administrator to facilitate the online voting process and Propoll Solutions Sdn Bhd as the Independent Scrutineer to verify the poll results of this AGM.

The Chairman then went through the motions for each resolution of this AGM prior to the voting process.

3. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2023 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORTS THEREON

The first item on the agenda was to receive the Audited Financial Statements of the Company for the financial period ended 31 December 2023, together with the Directors’ and Auditors’ Reports thereon.

The shareholders were informed that this item is only meant for discussion as the Companies Act 2016 does not require formal approval of the shareholders and hence, this item will not be put forward for voting.

The Chairman informed the shareholders that they may raise any question regarding the Audited Financial Statements for financial period ended 31 December 2023 using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

The Chairman also reconfirmed with the shareholders present that since there was no objection, he declared the Audited Financial Statements for financial period ended 31 December 2023 together with the Directors and Auditors Reports thereon be received.

**4. ORDINARY RESOLUTION 1:
UNDER PROVISION OF DIRECTORS’ FEES**

The next item on the agenda was to approve the under provision of Directors’ fees in which the motion is as follows:

“THAT 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 be approved.”

The Chairman informed the shareholders that they may raise any question regarding the under provision of Directors’ Fees amounting to RM40,000 using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**5. ORDINARY RESOLUTION 2:
UNDER PROVISION OF DIRECTORS' OTHER BENEFITS**

The next item was to approve the under provision of Directors' Other Benefits in which the motion was as follows:

“THAT the under provision of Directors' Other Benefits (excluding Directors' Fees) for an amount up to RM37,000 payable to the Directors of the Company for the period from 23 November 2022 until 29 April 2024 be approved.

The Chairman informed the shareholders that they may raise any question regarding the under provision of Directors' Other Benefits (excluding Directors' Fees) amounting to RM40,000 using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**6. ORDINARY RESOLUTION 3:
PAYMENT OF DIRECTORS' FEES**

The next item was to approve the payment of Directors' Fees in which the motion was as follows:

“THAT the Directors' Fees amounting to RM312,000 payable to Non-Executive Directors of the Company for the period from 29 April 2024 until the next AGM of the Company be approved.”

The Chairman informed the shareholders that they may raise any question regarding the payment of Directors' Fees of RM312,000 using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**7. ORDINARY RESOLUTION 4:
DIRECTORS' OTHER BENEFITS**

Next was to approve the payment of Directors' Other Benefits of up to RM64,000.00 in which the motion was as follows:

“THAT the Directors' Other Benefits (Excluding Directors' Fees) for an amount of up to RM64,000 payable to Directors of the Company for the period from 29 April 2024 until the next AGM of the Company be approved.”

The Chairman informed the shareholders that they may raise any question regarding the payment of Directors' Other Benefits of up to RM64,000 using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**8. ORDINARY RESOLUTION 5
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 123 OF THE COMPANY'S CONSTITUTION**

In view that the next item was on the reelection of the Chairman himself, the Chairman has appointed Encik Shakir to chair the meeting for this item in the agenda.

Encik Shakir then thanked the Chairman and read out the motion as follows:

“THAT Ordinary Resolution 5 is on the reelection of Encik Noor Azri bin Dato' Sri Noor Azerai who retires pursuant to Clause 123 of the Company's Constitution.”

Encik Shakir also informed the shareholders that the profile of Encik Noor Azri can be found on page 06 of the Annual Report 2023 of the Company and they may raise question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

Encik Shakir then passed the Chair back to Encik Azri.

**9. ORDINARY RESOLUTION 6:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The Chairman thanked Encik Shakir and proceeded with the next item which was to approve the reelection of Mr Aswath A/L Ramakrishnan as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

His profile can be found on page 14 of the Annual Report 2023 of the Company and the Chairman informed the shareholders that they may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**10. ORDINARY RESOLUTION 7:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The next item was to approve the re-election of Encik Syed Zulkifli bin Syed Ismail as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

The Chairman informed that the profile of Encik Syed can be found on page 09 of the Annual Report 2023 of the Company and the shareholders may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**11. ORDINARY RESOLUTION 8:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The next item was to approve the re-election of Ms Chih Yi May as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

The Chairman informed that the profile of Ms May can be found on page 12 of the Annual Report 2023 of the Company and the shareholders may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**12. ORDINARY RESOLUTION 9:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The next item was to approve the re-election of Encik Muhammad Badri bin Hussin as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

The Chairman informed that the profile of Encik Badri can be found on page 07 of the Annual Report 2023 of the Company and the shareholders may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**13. ORDINARY RESOLUTION 10:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The next item was to approve the re-election of Encik Mohamad Ruzaini bin Hamzah as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

The Chairman informed that the profile of Encik Ruzaini can be found on page 11 of the Annual Report 2023 of the Company and the shareholders may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**14. ORDINARY RESOLUTION 11:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The next item was to approve the re-election of Datuk Wira Muhammad Faizal bin Zainol as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

The Chairman informed that the profile of Datuk Wira Faizal can be found on page 10 of the Annual Report 2023 of the Company and the shareholders may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**15. ORDINARY RESOLUTION 12:
RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 106 OF THE COMPANY'S CONSTITUTION**

The next item was to approve the re-election of Encik Mohammad Hasni bin Ibrahim as Director of the Company, pursuant to Clause 106 of the Company's Constitution.

The Chairman informed that the profile of Encik Hasni can be found on page 13 of the Annual Report 2023 of the Company and the shareholders may raise any question regarding the aforesaid reelection using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**16. ORDINARY RESOLUTION 13:
RE-APPOINTMENT OF AUDITORS**

The next item was to approve the following motion:

"THAT the appointment of Messrs Jamal, Amin & Partners as Auditors of the Company at a remuneration to be fixed by the Directors, be approved.

The shareholders were informed that they may raise any question regarding the reappointment of auditors using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

**17. ORDINARY RESOLUTION 14:
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PREEMPTIVE RIGHTS**

The last item on the agenda was to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 in which the details have been set out in the Notice of AGM issued on 29 March 2024.

The shareholders were informed that they may raise any question regarding the Authority to Allot and Issue Shares, using the Q&A panel via the RPV facility and the question shall be answered during the Q&A session later.

18. QUESTION AND ANSWER SESSION

The Chairman informed the meeting that since no notice was received for any other business to be transacted at this AGM, the Q&A session will commence, where questions received from the shareholders and proxies, which were submitted using Symphony Portal prior to the AGM and those received via the online query box today, shall be addressed. In the interest of time, the Chairman informed that he would answer as many questions as possible, however, for those that were unanswered, the Company will be providing its response in writing after this AGM.

The Q&A is enclosed herein as **Appendix A**.

19. VOTING PROCEEDING

Upon completion of the Q&A session, the Chairman declared to proceed with the poll voting session and the shareholders were given 5 minutes to cast their votes. The video displaying the RPV procedures and steps for remote voting was displayed on the screen for 5 minutes.

After five (5) minutes, the Chairman declared the voting process closed and the AGM was adjourned for the votes to be counted and verified. The shareholders were requested to be patient and to remain online while waiting for the poll results to be verified and announced.

20. POLL RESULTS

The meeting resumed at 10:39 a.m. and based on the following poll results displayed, the Chairman declared that all the Ordinary Resolutions No. 1, 2, 3, 4, 5, 7, 8, 9, 10, 11, 12, 13 and 14 were carried, except for Ordinary Resolution No. 6 whereby shareholders have not approved on the reelection of Aswath A/L Ramakrishnan a Director of the Company and hence he shall retire with effect from 29 April 2024.

<u>Ordinary Resolution</u>	<u>No. of Shareholders/ Unitholders</u>		<u>No. of shares/units (Percentage)</u>	<u>% of shares/units (Percentage)</u>	<u>Decision</u>
	Voted		Voted		
	For	Against	For	Against	
Ordinary Resolution 1	13	6	66,091,173 (99.997603%)	1,584 (0.002397%)	Carried
Ordinary Resolution 2	17	2	66,092,576 (99.999726%)	181 (0.000274%)	Carried
Ordinary Resolution 3	17	2	66,092,576 (99.999726%)	181 (0.000274%)	Carried
Ordinary Resolution 4	17	2	66,092,576 (99.999726%)	181 (0.000274%)	Carried
Ordinary Resolution 5	18	1	66,092,726 (99.999726%)	31 (0.000047%)	Carried
Ordinary Resolution 6	13	6	8,873 (0.013425%)	66,083,884 (99.986575%)	Not Carried
Ordinary Resolution 7	14	5	66,092,173 (99.999116%)	584 (0.000884%)	Carried
Ordinary Resolution 8	16	3	66,092,276 (99.999272%)	481 (0.000728%)	Carried
Ordinary Resolution 9	19	0	66,092,757 (100.0%)	0	Carried
Ordinary Resolution 10	19	0	66,092,757 (100.0%)	0	Carried
Ordinary Resolution 11	19	0	66,092,757 (100.0%)	0	Carried
Ordinary Resolution 12	19	0	66,092,757 (100.0%)	0	Carried
Ordinary Resolution 13	19	0	66,092,757 (100.0%)	0	Carried
Ordinary Resolution 14	19	0	66,092,757 (100.0%)	0	Carried

21. CONCLUSION

There being no other business, the Chairman concluded the meeting at 10:40 a.m.

CONFIRMED AS A CORRECT RECORD

- SIGNED -

Chairman
Dated: 23 May 2024

MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD
REGISTRATION NO. 200401014287 (652790-V) (“MGRC” OR COMPANY”)
19TH ANNUAL GENERAL MEETING (“AGM”)
- QUESTIONS AND ANSWERS WITH SHAREHOLDERS/PROXIES

<u>Questions</u>	<u>Answers</u>
1. How much does the company spend on this virtual account?	The costs of spending on this AGM held fully virtual was approximately RM17,700, a reduction of approximately 24% from preceding AGM.
2. Would the BOD kindly give Touch n Go e-wallet as a token of appreciation for attending this RPV, just like your physical AGM, the company give shareholders as a door gift . Thank you	The Company will be reviewing and considering the proposal at the future AGMs.