

MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD

Registration No. 200401014287 (652790-V)

(Incorporated in Malaysia)

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth (“20th”) Annual General Meeting of Malaysian Genomics Resource Centre Berhad (“MGRC” or “the Company”) will be held at Westside Room 4, Level 8, St. Giles Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan on Monday, 23 June 2025 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors’ fees and other benefits payable up to RM350,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 20th AGM until the conclusion of the next AGM of the Company in the year 2026. *(Ordinary Resolution 1)*
3. To re-elect the following Directors who are retiring in accordance with Clause 125 of the Company’s Constitution and being eligible, offered themselves, for re-election:
 - i. Leong Yien Hung *(Ordinary Resolution 2)*
 - ii. Yap Kok Wei *(Ordinary Resolution 3)*
 - iii. Tan Yiing Fung *(Ordinary Resolution 4)*
 - iv. Chung Eng Lam *(Ordinary Resolution 5)*
 - v. Ler Pei Fen *(Ordinary Resolution 6)*
 - vi. Lim Kok Kiong *(Ordinary Resolution 7)*
4. To re-elect the following Directors who are retiring in accordance with Clause 123 of the Company’s Constitution and being eligible, offered themselves, for re-election:
 - i. Mohd Shakir Bin Shahimi *(Ordinary Resolution 8)*
 - ii. Mohamad Ruzaini Bin Hamzah *(Ordinary Resolution 9)*
5. To re-appoint Messrs Jamal, Amin & Partners (AF1067) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 10)*

AS SPECIAL BUSINESS:

To consider and if thought fit, pass the following as resolution:

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *(Ordinary Resolution 11)*

“THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 (“the Act”) read together with Clause 58 of the Company’s Constitution.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad (“Bursa Securities”) allowed for the time being and that the Directors be and are hereby also

empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

AND 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.”

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

BY ORDER OF THE BOARD

TAN TONG LANG (SSM PC NO. 202208000250 / MAICSA 7045482)

THIEN LEE MEE (SSM PC No. 201908002254 / LS0010621)

Company Secretaries

Dated: 30 April 2025

Notes:-

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 12 June 2025 (“General Meeting Record of Depositors”) shall be eligible to participate at the 20th AGM of the Company.
- (ii) A member of the Company who is entitled to participate at the 20th 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 initiated.
- (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 Share Registrar Office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 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.
- (vi) 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.

Explanatory Notes to Ordinary and Special Business:-

1. Item 1 of the Agenda

Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1: To approve the payment of Directors' Fees and other benefits payable

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of a public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable include meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 20th AGM until the next AGM of the Company in the year 2026.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

3. Ordinary Resolutions 2 to 7 – Re-election of Directors in accordance with Clause 125 of the Company's Constitution.

Clause 125 of the Company's Constitution states that the Company at the Annual General Meeting at which a Director retires may fill the vacated office by electing a person thereto and in default thereof, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

The following persons was appointed as Directors of the Company as per the appointment date set out in the table below, being eligible, have offered themselves for re-election at the forthcoming 20th Annual General Meeting of the Company.

No.	Name of Director	Appointment Date
1	Leong Yien Hung	19.02.2025
2	Yap Kok Wei	04.10.2024
3	Tan Yiing Fung	19.02.2025
4	Chung Eng Lam	19.02.2025
5	Ler Pei Fen	19.02.2025
6	Lim Kok Kiong	19.02.2025

The Board, through Nomination Committee, carried out the necessary assessment on proposed retiring directors and the Board then recommended these retiring Directors for re-election to be tabled for shareholders' approval at the 20th Annual General Meeting. The information on their profiles is provided in the Company's Annual Report 2024.

4. Ordinary Resolutions 8 to 9 – Re-elections of Directors in accordance with Clause 123 of the Company’s Constitution

Clause 123 of the Company’s Constitution states that an election of Directors shall take place each year. At the Annual General Meeting where one-third (1/3) of the Directors for the time being or if the number is not three (3) or a multiple of three (3) then the number nearest one-third (1 /3) shall retire from office provided always that all Directors including a Managing Director shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

The Board, through Nomination Committee, carried out the necessary assessment of Mohd Shakir Bin Shahimi and Mohamad Ruzaini Bin Hamzah and concluded that they met the criteria as prescribed under Ace Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their role as Director. The Board then recommended Mohd Shakir Bin Shahimi and Mohamad Ruzaini Bin Hamzah for re-election to be tabled for shareholders’ approval at the 20th Annual General Meeting. The information on her profiles is provided in the Company’s Annual Report 2024.

5. Ordinary Resolution 10 – Re-appointment of Auditors

The Board, through the Audit and Risk Management Committee, conducted an assessment of the suitability, objectivity, and independence of Messrs Jamal, Amin & Partners (AF1067) for the financial year ended 31 December 2024. The Board was satisfied with the performance of Messrs. Messrs Jamal, Amin & Partners (AF1067) and recommended their re-appointment as the external auditors of the Company to hold office until the conclusion of the next Annual General Meeting, in accordance with Section 271 of the Act.

**6. Special Business - Ordinary Resolution 11
Authority to Issue and Allot Shares Pursuant to Sections 75 And 76 of the Act**

The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit (“General Mandate”), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 19th Annual General Meeting held on 29 April 2024 and which will lapse at the conclusion of the 20th Annual General Meeting.

Section 85(1) of the Companies Act 2016 provides as follows:

“85. Pre-emptive rights to new shares

- 1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”*

Clause 58 of the Company’s Constitution provides as follows:

“Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities shall before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or other convertible securities to which they are entitled. The offer shall be made by notice specifying the number of shares or other convertible securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or other convertible securities offered, the Directors may dispose of those shares or other convertible securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or other convertible securities which (by reason of the ratio which the new shares or other convertible securities bear to shares or other convertible securities held by persons entitled to an offer of new shares or other convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.”

By voting in favour of the proposed ordinary resolution 11, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act, 2016 and Clause 58 of the Company’s Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(pursuant to Rule 8.29 of AMLR of Bursa Securities)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming 20th Annual General Meeting.

The Company will seek shareholders’ approval at the general meeting for the issue of securities under Rule 6.04(3) of the AMLR of Bursa Securities. Please refer to the Proposed Ordinary Resolution 11 as stated in the Notice of the 20th AGM of the Company for details.