

Malaysian Genomics Resource Centre Berhad

(Company No: 652790-V)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held at Westside Room 1, Level 8, Boulevard Hotel, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Tuesday, 10 December 2013 at 9:30 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note 1 (Resolution 1)
- To approve the payment of Directors' fees for the financial year ended 30 June 2013.
- To re-elect the following Directors who shall retire by rotation pursuant to Article 101 of the Company's Articles of Association:
(a) Tan Sri Datuk (Dr) Rafiah binti Salim (Resolution 2)
(b) Robert George Hercus @ Abdul Karim Hercus (Resolution 3)
- To re-elect Mr Toh Seng Thong, the Director who shall retire pursuant to Article 81 of the Company's Articles of Association. (Resolution 4)
- To re-appoint Messrs Ernst & Young as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

As Special Business

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

Ordinary Resolution 1

Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

That subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is required, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements, options or other instruments to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements, options or other instruments which would or might require shares to be issued after the expiration of the approval hereof. (Resolution 6)

Ordinary Resolution 2

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company to enter into any category of recurrent related party transactions of a revenue or trading nature as stated in Section 2.3 of the Circular to Shareholders dated 15 November 2013, which are necessary for the Company's day-to-day operations subject further to the following:

- the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and on terms not to the detriment of the minority shareholders; and
- disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year based on the following information:
 - the types of recurrent related party transactions made; and
 - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

AND that such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at an AGM whereby the authority is renewed;
- the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to the provisions of the Act; or
- revoked or varied by resolution passed by the shareholders in an AGM or Extraordinary General Meeting,

whichever is the earlier; and

THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this ordinary resolution. (Resolution 7)

Ordinary Resolution 3

Proposed Increase in Authorised Share Capital

THAT the authorised share capital of the Company be and is hereby increased from RM10,000,000.00 divided into 100,000,000 ordinary shares of RM0.10 each to RM25,000,000.00 divided into 250,000,000 ordinary shares of RM0.10 each by the creation of 150,000,000 new ordinary shares of RM0.10 each and such new ordinary shares when issued shall rank pari passu in all respects with the existing ordinary shares in the capital of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid proposed increase in authorised share capital with full power to assent to any conditions, modifications, variations and/or amendments as may be required and/or as the Directors deem fit, appropriate and in the best interests of the Company. (Resolution 8)

Special Resolution

Proposed Amendment to the Memorandum and Articles of Association of the Company pursuant to the Proposed Increase in Authorised Share Capital

THAT contingent upon the passing of the Ordinary Resolution 3 above, the Memorandum of Association of the Company be altered by deleting the existing Clause 6 in its entirety and substituting with the following new Clause 6:

Clause 6

The authorised capital of the Company is Ringgit Malaysia Twenty Five Million only (RM25,000,000.00) divided into Two Hundred and Fifty Million (250,000,000) ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid proposed amendment with full power to assent to any conditions, modifications, variations and/or amendments as may be required and/or as the Directors deem fit, appropriate and in the best interest of the Company. (Resolution 9)

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur
15 November 2013

Explanatory Notes:

- Item 1 of the Agenda

The Agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Proposed Ordinary Resolution 1

The proposed Ordinary Resolution 1, if passed, will empower the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being (hereinafter referred to as the 'General Mandate').

The General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

The Company did not table any proposal for new allotment of shares pursuant to Section 132D of the Companies Act, 1965 at the Eighth Annual General Meeting held on 10 December 2012.

- Proposed Ordinary Resolution 2

The proposed adoption of the Ordinary Resolution 2 is intended to renew the Shareholders' Mandate granted by the Shareholders of the Company at the Eighth Annual General Meeting held on 10 December 2012. The Proposed Renewal of the Existing Shareholders' Mandate will enable the Company to enter into recurrent related party transactions to facilitate transactions in the normal course of business of the Company which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

- Proposed Ordinary Resolution 3

The proposed adoption of Ordinary Resolution 3 is to accommodate the increase in the issued and paid up share capital of the Company pursuant to the proposed Ordinary Resolution 1.

- Special Resolution

The proposed adoption of the Special Resolution is to facilitate the implementation of Ordinary Resolution 3 above.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 November 2013 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend, vote and speak at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(a)(b)(c) and (d) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy shall be in writing in such form as the Directors may from time to time prescribe under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositors) Act, 1991, it may appoint up to 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 instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.