



Malaysian
Genomics
Resource
Centre

MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD

(Registration No. 200401014287 (652790-V))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting ("**EGM**") of Malaysian Genomics Resource Centre Berhad ("**MGRC**" or "**Company**") will be held at Westside Room 4, Level 8, St Giles Boulevard-Premier Hotel, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan on Thursday, 12 December 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution.

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 100% EQUITY INTEREST HELD IN MPATH SDN BHD ("MPATH**") , A WHOLLY-OWNED SUBSIDIARY OF MGRC TO GRIBBLES PATHOLOGY (MALAYSIA) SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM42.0 MILLION ("**PROPOSED DISPOSAL**")**

"THAT, subject to the fulfilment or waiving of all other conditions precedent under the conditional sale and purchase agreement dated 11 October 2019 ("**SPA**") entered into between MGRC and Gribbles Pathology (Malaysia) Sdn. Bhd. ("**GPMSB**") in relation to the Proposed Disposal, and all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the Company to dispose of its entire equity interest in MPath to GPMSB for a total cash consideration of RM42.0 million, subject to adjustments as set out in the SPA.

AND THAT the Board be and is hereby authorised to do all such acts and things and enter into any arrangements, guarantees and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Disposal; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Disposal."

By Order of the Board

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)

TAN LOO EE (SSM PC No. 201908002686) (MAICSA 7063694)

Company Secretaries

Kuala Lumpur

27 November 2019

Notes:-

1. *The ordinary resolution for the Proposed Disposal requires the approval of at least 75% of the total number of issued shares held by shareholders of MGRC present and voting either in person or by proxy at the EGM.*
2. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 December 2019 ("**EGM Record of Depositors**") shall be eligible to attend the EGM.*
3. *A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but not need be a member of the Company. There shall be no restriction as to the qualifications of the proxy. Where a member appoints more than one (1) 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 EGM shall have the same rights as the member to speak at the EGM.*
4. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares on the Company for multiple beneficial owners in one (1) securities account ("**Omnibus Account**") there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *Where a member of the Company is an exempt authorised nominee as defined in the Securities Industry (Central Depositories) 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.*
6. *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.*
7. *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 Company's Share Registrar office at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.*