

**SMIS CORPORATION BERHAD**  
[Registration No. 199901016957 (491857-V)]

MINUTES OF THE TWENTY-SECOND ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD AND CONDUCTED ENTIRELY ON A VIRTUAL BASIS AT THE BROADCAST VENUE AT 12TH FLOOR, MENARA SYMPHONY, NO. 5 JALAN PROF. KHOO KAY KIM, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON THURSDAY, 27TH MAY 2021 AT 10:00 A.M.

---

**PRESENT:**  
-----

**DIRECTORS**

Mr Ng Wai Kee	- Chairman and also Shareholder
<sup>[1]</sup> Madam Yap Siew Foong	- Also a Shareholder
<sup>[1]</sup> Ms Wern Li Morsingh	
<sup>[1]</sup> Mr Oei Kok Eong	
Mr Tan Hock Soon	

**IN ATTENDANCE**  
-----

Ms Wong Siew Yeen	- Company Secretary
-------------------	---------------------

**BY INVITATION**  
-----

Mr Robert Koong Yin Leong	- Group Financial Controller
<sup>[1]</sup> Ms Goh Hooi Chin	- Senior Finance Manager
<sup>[1]</sup> Mr Ng Jou Yin	- Representing the Auditors, Baker Tilly Monteiro Heng PLT (“Baker Tilly”)
<sup>[1]</sup> Ms Wong Mei Ye	- Representing Baker Tilly
<sup>[1]</sup> Mr Cheah Jun Shen	- Representing Baker Tilly
Ms Fadhilatun Nur Binti Yahaya	- Representing Boardroom Share Registrar Sdn. Bhd. (“Share Registrar”)
Mr Ho Wai Chuen	- Representing Share Registrar
Mr Neville Mark Ubing	- Representing Share Registrar
<sup>[1]</sup> Ms Chin Chooi Wei	- Representing Sky Corporate Services Sdn. Bhd. (“Scrutineer”)
<sup>[1]</sup> Mr Chris Ooi Kai Yang	- Representing Scrutineer
<sup>[1]</sup> Ms Yong Suet Yee	- Representing Boardroom Corporate Services Sdn. Bhd. (“Boardroom”)
<sup>[1]</sup> Ms Lim Wan Yen	- Representing Boardroom
<sup>[1]</sup> Ms Chong Choi May	- Representing Boardroom
<sup>[1]</sup> Mr Kayson Lee Jia Yung	- Representing Boardroom
<sup>[1]</sup> Ms Tang Chiu Leng	- Representing Boardroom
Mr Ko Khai Kit	- Audio-Visual Support Team
Mr Muhammad Zain Asyraf Bin Marzuki	- Audio-Visual Support Team

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

Note

<sup>[1]</sup> Participated via Remote Participation and Electronic Voting (“RPEV”) facilities at <https://web.lumiagm.com>

The list of Directors and invitees who attended the Meeting at the Broadcast Venue is set out in the Attendance Sheet attached therein.

The list of shareholders, corporate representatives and proxies who participated at the Meeting via the online meeting platform at <https://web.lumiagm.com> is set out in the Attendance Details attached and shall form an integral part of these Minutes.

**1. CHAIRMAN**

Mr Ng Wai Kee, being the Chairman of the Board of Directors (“Board”) presiding as Chairman of the Meeting extended a warm welcome to all shareholders, corporate representatives, proxies and invitees (collectively known as “Attendees”) present at the Company’s Twenty-Second Annual General Meeting (“22<sup>nd</sup> AGM” or “the Meeting”), being the first AGM of the Company conducted through live streaming and online remote participation by using RPEV facilities, in compliance with Section 327 of the Companies Act 2016 and Clause 64 of the Constitution of the Company.

The Chairman informed that in supporting the Government’s advice on social distancing and not having mass gatherings to limit the spread of the virus, majority of the Board members is in attendance remotely, except Mr Tan Hock Soon and himself.

The Attendees were also informed to refrain from any modes of recordings of the proceedings of the AGM in view that this is a private meeting with the shareholders of the Company and should not be allowed public access.

**2. QUORUM**

The Company Secretary informed that based on the report issued by the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd., there was a total of fifty (50) members, comprising shareholders, proxies and corporate representatives, representing Seventeen Million One Hundred Seventy-Seven Thousand Six Hundred and Thirty-Seven (17,177,637) ordinary shares or 40.74% of the total number of issued shares of the Company who have registered to participate at the Meeting via RPEV facilities.

It was further noted that eleven (11) shareholders, proxies and corporate representatives were in attendance via RPEV facilities as at commencement of the Meeting.

With the requisite quorum being present in accordance with Clause 74 of the Constitution, the meeting was called to order at 10.00 a.m.

The Chairman then proceeded to introduce the Board member, Company Secretary and External Auditors to the Attendees.

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

**3. NOTICE**

The Chairman announced that the Notice convening the Meeting was taken as read as it had been circulated for the prescribed period. The Chairman then proceeded with the businesses of the 22<sup>nd</sup> AGM.

**4. SUMMARY OF PROXIES RECEIVED**

As part of good governance, the Chairman informed the shareholders that the Company had received a total of six (6) proxy forms from shareholders comprising a total of Seventeen Million One Hundred Forty-Nine Thousand Four Hundred and Thirty (17,149,430) ordinary shares representing 40.67% of the total number of issued shares of the Company, excluding Two Million Six Hundred Thirty-Seven Thousand (2,637,000) treasury shares as at 18 May 2021.

**5. SHAREHOLDERS' RIGHTS**

The Chairman encouraged shareholders and proxies to participate at the Meeting by posing questions to the Board via real time submission of typed texts at any time until the announcement of closure of Questions & Answers (“Q&A”) session.

**6. POLLING PROCEDURE AND ADMINISTRATIVE GUIDE**

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in the Notice of the Meeting will be voted on by poll. Pursuant to Clause 78 of the Company’s Constitution, the Chairman then demanded for a poll to be taken for all the resolutions set forth in the Notice of the 22<sup>nd</sup> AGM.

The Chairman also informed that the Company had appointed the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd., as Poll Administrator to conduct the polling process by way of online voting through Lumi Apps Portal and Sky Corporate Services Sdn. Bhd. as Scrutineer to verify the poll results.

The shareholders and proxies were informed that voting was available at any time from commencement of the 22<sup>nd</sup> AGM until closure of the voting session to be announced by the Chairman later. The poll voting results would be announced after the Scrutineer have verified the poll results upon closure of the voting session.

The video explaining on the voting procedure via RPEV facilities was then screened to guide the Attendees.

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

**7. AGENDA OF THE 22<sup>ND</sup> AGM**

The Chairman then proceeded with items of the agenda set out in the Notice of the 22<sup>nd</sup> AGM.

The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 (“FYE2020”) together with the Reports of the Directors’ and Auditors’ thereon were meant for discussion only as provisions under Section 340(1)(a) of the Companies Act 2016 does not require formal approval of shareholders.

It was then recorded that the Audited Financial Statements of the Company for the FYE2020 together with the Reports of the Directors’ and Auditors’ thereon had been duly tabled and received by the shareholders.

The Chairman informed that eight (8) Ordinary Resolutions would be tabled for the consideration and approval of the shareholders at this Meeting.

Thereafter, the Chairman tabled and read each resolution set out in the Notice of the 22<sup>nd</sup> AGM.

**8. Q&A SESSIONS**

It was noted that a number of shareholders and proxies made comments and sought clarification in real time via the Query Box on various issues which were succinctly addressed by the Chairman. Issues raised were as follows:

- a) In response to a shareholder’s enquiry on the cost of conducting a virtual 22<sup>nd</sup> AGM, the Chairman informed that the fees to conduct this virtual 22<sup>nd</sup> AGM was approximately RM20,000.00 and added that this is slightly higher than a physical AGM.
- b) With regard to the request for the Company to provide e-vouchers for participants of the Company’s 22<sup>nd</sup> AGM as a token of appreciation. The Chairman conveyed his appreciation to the shareholders participating in the Meeting and informed that the Company will consider the suggestion should virtual AGMs be the norm in future. This is the first AGM of the Company conducted virtually.
- c) With regard to the request for the Company to provide hardcopy of the Annual Report 2020, the Chairman informed that shareholders may submit their request to the Company via email/post by completing the Request Form enclosed in the Notification Letter to shareholders.

There being no other questions from the shareholders/proxies, the Chairman declared the closure of the Q&A session.

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

The Chairman informed that the Company had not received any notice of any other business for this Meeting.

**9. VOTING SESSION**

After having concluded all items of the Agenda of the Meeting with all the resolutions tabled, the Chairman then reminded the shareholders to cast their votes if they have not submitted earlier. Ten (10) minutes was allocated before he announced the voting session closed at 10.30 a.m.

The Chairman further informed that tabulation of votes by the Poll Administrator and validation of voting results by the Scrutineer would take approximately fifteen (15) minutes to complete. He then announced that the Meeting was adjourned and shall resume for the declaration of the voting results thereafter.

**10. ANNOUNCEMENT OF POLL RESULTS**

At 10.45 a.m., the Chairman resumed the Meeting for the declaration of results of the poll voting received from the Independent Scrutineer.

The Chairman then read out the results of the poll as follows:

**(i) ORDINARY RESOLUTION 1  
DIRECTORS' FEES AND BENEFITS PAYABLE**

Ordinary Resolution 1	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Approval of the payment of Non-Executive Directors' Fees for the FYE2020 and Benefits Payable to the Non-Executive Directors for the period from this AGM until the next AGM of the Company in year 2022	15	18,699,034	99.9271	24	13,651	0.0729	Carried

It was RESOLVED:-

“That the payment of Non-Executive Directors' Fees of RM145,700.00 for FYE2020 and Benefits Payable up to an aggregate amount of RM25,000.00 to the Non-Executive Directors for the period from this AGM until the next AGM of the Company in year 2022 and payment thereof be and is hereby approved.”

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021***(ii) ORDINARY RESOLUTION 2  
RE-ELECTION OF DIRECTOR – MR OEI KOK EONG**

Ordinary Resolution 2	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Re-election of Mr Oei Kok Eong as Director of the Company	19	18,708,484	99.9776	20	4,201	0.0224	Carried

It was RESOLVED:-

“That the retiring Director, namely Mr Oei Kok Eong, who retired pursuant to Clause 96 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

**(iii) ORDINARY RESOLUTION 3  
RE-ELECTION OF DIRECTOR – MADAM YAP SIEW FOONG**

Ordinary Resolution 3	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Re-election of Madam Yap Siew Foong as Director of the Company	20	18,709,484	99.9829	19	3,201	0.0171	Carried

It was RESOLVED:-

“That the retiring Director, namely Madam Yap Siew Foong, who retired pursuant to Clause 96 of the Company's Constitution be and is hereby re-elected as Director of the Company.”

**(iv) ORDINARY RESOLUTION 4  
RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 4	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Re-appointment of Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	21	18,709,534	99.9832	18	3,151	0.0168	Carried

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

It was RESOLVED:-

“THAT the retiring Auditors, Baker Tilly Monteiro Heng PLT, having signified their consent to act, be and is hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Directors.”

(v) **ORDINARY RESOLUTION 5**  
**AUTHORITY FOR MS WERN LI MORSINGH TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Ordinary Resolution 5	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Authority for Ms Wern Li Morsingh to continue in office as Independent Non-Executive Director of the Company	19	18,708,484	99.9776	20	4,201	0.0224	Carried

It was RESOLVED:-

“That authority be and is hereby given to Ms Wern Li Morsingh who has served as an Independent Non-Executive Director of the Company since 28 November 2012 and will reach the nine (9) years of service on 27 November 2021, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code of Corporate Governance.”

(vi) **ORDINARY RESOLUTION 6**  
**PROPOSED RENEWAL OF AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

Ordinary Resolution 6	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares	20	18,708,584	99.9781	19	4,101	0.0219	Carried

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

It was RESOLVED:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.”

(vii) **ORDINARY RESOLUTION 7**  
**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

Ordinary Resolution 7	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Proposed Shareholders’ Mandate	17	214,954	98.5779	18	3,101	1.4221	Carried

It was RESOLVED:-

“THAT, pursuant to Paragraph 10.09 of the MMLR of Bursa Securities, the Company and its subsidiaries (“SMIS Group”) be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out under Section 2.10 of Part A of the Circular to Shareholders dated 28 April 2021 with the related parties mentioned therein which are necessary for the SMIS Group’s day-to-day operations, subject further to the following:-

- (i) the transactions are in the ordinary course of business on normal commercial terms which are 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; and
- (ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders’ Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

THAT such approval will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders Mandate is approved, at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not



**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

- extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

**(viii) ORDINARY RESOLUTION 8**

**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PER CENTUM (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED SHARE BUY-BACK")**

Ordinary Resolution 8	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Proposed Share Buy-Back	24	18,709,784	99.9845	15	2,901	0.0155	Carried

It was RESOLVED:-

"THAT, subject to the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016, provisions of the Constitution of the Company and the MMLR of Bursa Securities, and any other relevant authority, the Directors of the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits as at 31 December 2020 of RM8.87million to purchase such amount of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;

THAT an amount not exceeding the Company's retained profits account be allocated by the Company for the Proposed Share Buy-Back;

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either cancel and/or retain the shares so purchased as treasury shares in accordance with Section 127(7) of the Companies Act 2016.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

**SMIS CORPORATION BERHAD**

[Registration No. 199901016957 (491857-V)]

*Minutes of the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of the Company held on Thursday, 27 May 2021*

- (i) the conclusion of the next AGM of the Company [being the Twenty-Third (“23<sup>rd</sup>”) AGM of the Company], at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the 23<sup>rd</sup> AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority.”

Based on the results of the poll voting, the Chairman declared that all eight (8) resolutions as set forth in the Notice of the 22<sup>nd</sup> AGM duly carried.

**11. CONCLUSION**

On behalf of his fellow Board members, the Chairman extended his appreciation to the stakeholders, shareholders and business partners for their continued support. There being no other business to be transacted, the Meeting concluded at 10.50 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

*- Signed -*

.....  
CHAIRMAN

Date: 28 June 2021