

SMIS CORPORATION BERHAD
[Registration No. 199901016957 (491857-V)]
("SMIS" or "the Company")

MINUTES OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AND CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING FROM 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 MONDAY, 29 MAY 2023 AT 10.00 A.M.

PRESENT:

DIRECTORS

Mr Ng Wai Kee	- Chairman and also a Shareholder
Madam Yap Siew Foong	- Also a Shareholder
Mr Tan Hock Soon	
Mr Oei Kok Eong	
Ms Wern Li Morsingh	

IN ATTENDANCE

Ms Yong Suet Yee	- Representing the Company Secretary, Boardroom Corporate Services Sdn. Bhd. ("Boardroom")
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BY INVITATION

Mr Robert Koong Yin Leong	- Group Financial Controller
Mr Chok Yu Teng	- Finance Manager
Ms Ng Jou Yin	- Representing the External Auditors, Baker Tilly Monteiro Heng PLT ("Baker Tilly")
Ms Woo Kah Yan	- Representing Baker Tilly
Ms Liew Swam Yee	- Representing Baker Tilly
Ms Esther Loo Mun Har	- Representing Boardroom Share Registrars Sdn. Bhd. ("Share Registrar")
Encik Anas Khalid	- Representing Share Registrar
Ms Lim Wan Yen	- Representing Sky Corporate Services Sdn. Bhd. ("Scrutineer")
Ms Angel Chee Hui Yin	- Representing Scrutineer
Ms Sow Jia Yee	- Representing Boardroom
Ms Tan Kooi Chin	- Representing Boardroom

The list of shareholders, corporate representatives and proxies who participated at the Meeting via the online meeting platform at <https://meeting.boardroomlimited.my> are set out in the Attendance Details of the Meeting.

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1. CHAIRMAN

The Chairman of the Board of Directors (“the Board”), Mr Ng Wai Kee, presided as Chairman of the Twenty-Fourth Annual General Meeting (“24th AGM” or “the Meeting”) welcomed all shareholders, corporate representatives, proxies and invitees (collectively known as “Attendees”) to 24th AGM of the Company conducted through live streaming and online remote participation by using Remote Participation and Electronic Voting (“RPEV”) facilities to comply with Section 327 of Companies Act 2016 (“CA 2016”) and Clause 64 of the Constitution of the Company.

The Attendees were also informed to refrain from any modes of recordings of the proceedings of the 24th AGM in view of this being a private meeting with the shareholders of the Company and should not be allowed public access.

2. QUORUM

The Representative of the Company Secretary confirmed that a quorum was present in accordance with Clause 74 of the Company’s Constitution.

With the requisite quorum being present, the Chairman called the Meeting to order at 10.00 a.m..

The Chairman proceeded to introduce the Board, the Representative of the Company Secretary and External Auditors who were present at the Broadcast Venue of the 24th AGM.

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 24th AGM.

4. SUMMARY OF THE REGISTRATION OF RPEV AND PROXIES RECEIVED

Based on the report issued by the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd., there was a total of 59 members, comprising shareholders, proxies and corporate representatives, representing 19,075,332 ordinary shares or 45.24% of the total number of issued shares of the Company who had registered themselves to participate at the Meeting via RPEV facilities.

Among the members registered, the Chairman informed that the Company had received a total of 9 proxy forms from shareholders comprising a total of 16,177,400 ordinary shares representing 38.37% of the total number of issued shares of the Company.

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Out of those, there was 1 shareholder who had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares represented are 291,900 ordinary shares representing 0.69% of the total number of issued shares of the Company.

5. SHAREHOLDERS' RIGHTS

The Chairman encouraged the Attendees to participate at the Meeting by posing questions to the Board via submissions of typed texts at any time until the announcement on the closure of Questions & Answers (“Q&A”) session. In the event where there are overlap or similar nature in the scope of questions asked, the questions would be grouped and answered in the same response after all the resolutions have been tabled.

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 24th 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 electronic polling process and Sky Corporate Services Sdn. Bhd. as Independent Scrutineer to verify the poll results.

The Attendees were informed that voting was available at any time from the commencement of the 24th AGM until the closure of the voting session to be announced by the Chairman later. The poll results would be announced after the Scrutineer has verified the poll voting upon closure of the voting session.

The video explaining on the voting procedure via RPEV facilities was then shown on the screen to the Attendees.

7. AGENDA OF THE 24TH AGM

The Meeting then proceeded with the agenda items as set out in the Notice of the 24th 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 2022 (“FYE 2022”) together with the Reports of the Directors’ and Auditors’ thereon (“AFS 2022”), which had been circulated to all shareholders within the prescribed period and were taken as read.

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The Chairman further informed the Meeting that this item on the agenda was meant for discussion only as the provision of Section 340(1)(a) of CA 2016 does not require a formal approval from the shareholders.

The Chairman proceeded to table nine (9) Ordinary Resolutions to the Meeting for consideration and approval by the shareholders.

8. Q&A SESSION

The Meeting noted that there was no question submitted to the Company prior to the Meeting.

After tabling all the resolutions as set out in the Notice of the 24th AGM, the Chairman proceeded to read out questions received and provided the answers to the questions raised during the Meeting for the benefit of the shareholders. The questions from the Attendees and replies are set out in Appendix I attached hereto.

After having addressed all the questions raised, the Chairman declared the closure of the Q&A session and it was recorded that the AFS 2022 had been duly tabled and received by the shareholders.

9. VOTING SESSION

The Chairman informed that the Company has not received any notice on any other business for the Meeting. After having concluded the Agenda of the Meeting and as all the resolutions have been tabled, the Chairman then reminded the shareholders to cast their votes if they had not submitted earlier and the voting session be opened for another ten (10) minutes. The Chairman placed on record that a shareholder had appointed him to be their proxy and he would cast his vote according to the instructions given.

The Chairman further informed that tabulation of votes by the Poll Administrator and the validation of poll 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

The Meeting resumed at 10.40 a.m. and after obtaining the report from the Scrutineer and the Chairman announced the results of the poll, as follows:

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Minutes of the Twenty-Fourth (24th) Annual General Meeting of the Company held on Monday, 29 May 2023(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 increase of the payment of Non-Executive Directors' Fees for the FYE 2022 and Benefits Payable to the Non-Executive Directors for the period from the 24 th AGM until the next AGM of the Company in year 2024 and the payment thereof.	34	19,047,029	99.8899	19	20,999	0.1101	Carried

It was RESOLVED:-

“That the increase of the payment of Non-Executive Directors' Fees to RM157,000.00 for FYE 2022 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 2024 and payment thereof be and is hereby approved.”

(ii) **ORDINARY RESOLUTION 2**
RE-ELECTION OF DIRECTOR – MADAM YAP SIEW FOONG

Ordinary Resolution 2	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 under Clause 96 of the Constitution of the Company.	37	19,064,629	99.9822	16	3,399	0.0178	Carried

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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.”

(iii) ORDINARY RESOLUTION 3**RE-ELECTION OF DIRECTOR – MR TAN HOCK SOON**

Ordinary Resolution 3	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Re-election of Mr Tan Hock Soon as Director under Clause 96 of the Constitution of the Company.	37	19,064,629	99.9822	16	3,399	0.0178	Carried

It was RESOLVED:-

“That the retiring Director, namely Mr Tan Hock Soon, 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.	38	19,065,329	99.9858	15	2,699	0.0142	Carried

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.”

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(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.	37	19,064,629	99.9822	16	3,399	0.0178	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 for a cumulative period of more than nine (9) years to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance.”

(vi) **ORDINARY RESOLUTION 6**
AUTHORITY FOR MR OEI KOK EONG TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Ordinary Resolution 6	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Authority for Mr Oei Kok Eong to continue in office as Independent Non-Executive Director of the Company.	37	19,064,629	99.9822	16	3,399	0.0178	Carried

It was RESOLVED:-

“That authority be and is hereby given to Mr Oei Kok Eong who has served as an Independent Non-Executive Director of the Company since 21 November 2014 and will reach the nine (9) years of service on 20 November 2023, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance.”

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*Minutes of the Twenty-Fourth (24th) Annual General Meeting of the Company held on Monday, 29 May 2023***(vii) ORDINARY RESOLUTION 7****PROPOSED RENEWAL OF AUTHORITY UNDER SECTIONS 75 AND 76 OF THE CA 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

Ordinary Resolution 7	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 CA 2016 for the Directors to allot and issue shares.	37	19,064,629	99.9822	16	3,399	0.0178	Carried

It was RESOLVED:-

“THAT pursuant to Sections 75 and 76 of CA 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.

THAT in connection with the above, pursuant to Section 85 of the CA 2016 and Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

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*Minutes of the Twenty-Fourth (24th) Annual General Meeting of the Company held on Monday, 29 May 2023***(viii) ORDINARY RESOLUTION 8****PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

Ordinary Resolution 8	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Proposed Shareholders' Mandate.	33	569,999	99.4072	16	3,399	0.5928	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 2.4 of Part A of the Circular to Shareholders dated 28 April 2023 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 was 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 CA 2016 (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the CA 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.”

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*Minutes of the Twenty-Fourth (24th) Annual General Meeting of the Company held on Monday, 29 May 2023***(ix) ORDINARY RESOLUTION 9****PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)**

Ordinary Resolution 9	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Proposed Renewal of Share Buy-Back Mandate.	37	19,064,629	99.9822	16	3,399	0.0178	Carried

It was RESOLVED:-

“THAT subject to CA 2016, the Constitution of the Company, the MMLR of Bursa Securities, and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits as at 31 December 2022 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 to dealt with such treasury shares in the manner as set out in Section 127(7) of CA 2016.

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

- (i) the conclusion of the next AGM of the Company [being the Twenty-Fifth (“25th”) 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 25th 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;

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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 nine (9) resolutions as set forth in the Notice of the 24th AGM were carried.

11. CONCLUSION

There being no other business to be transacted, the Meeting concluded at 10.45 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- SIGNED -

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CHAIRMAN

SMIS CORPORATION BERHAD
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 (“SMIS” or “the Company”)

**QUESTIONS AND ANSWERS SESSION DURING THE TWENTY-FOURTH
 (“24TH”) ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD
 ON MONDAY, 29 MAY 2023**

Questions from Shareholders and Proxyholders and replies from the Company

No.	Description
1.	<p>Question</p> <p>How much does the Company spend on the virtual AGM? Will the Board provide e-vouchers and/or rewards for those participating in this AGM as a token of appreciation?</p>
	<p>Answer</p> <p>The Chairman replied that the cost for conducting this virtual 24th AGM is approximately RM20,000.00. He also conveyed his appreciation to the shareholders for participating in the Meeting and informed that there will be no distribution of e-voucher/e-wallet to the Attendees who participated in the 24th AGM as the Company has no policy on e-vouchers/door gifts.</p>
2.	<p>Question</p> <p>Will 2023 be a better year than year 2022 or be worse?</p>
	<p>Answer</p> <p>The Group’s revenue for the financial year ended 31 December 2022 increased significantly as compared to year 2021 mainly due to increase in local automotive sales as automakers continue to fulfill bookings received up to 30 June 2022, which qualified for sales tax exemptions. Nevertheless, year 2023 is expected to be a challenging year for SMIS and foresees a slowdown in sales for the year 2023. The Malaysian Automotive Association has also forecasted that the total industry volume would be lower in year 2023 as compared to the year 2022. Nonetheless, the Chairman informed that the Group’s Indonesian plant recorded a positive financial performance in 2022, its first since the Company’s initial investment seven (7) years ago. The Chairman expressed that he is cautiously optimistic of the Group’s prospects for the year 2023.</p>

Questions from Shareholders and Proxyholders and replies from the Company
(Cont'd)

No.	Description
3.	Question
	What is the Company's future outlook? What is the Company's business outlook in next three (3) months and strategy for the next six (6) months?
	Answer
	The Chairman informed that the Group continues to face challenges in terms of inflationary pressure, rising material cost and labour cost, Ringgit Malaysia weakening as well as supply chain disruption. The Management will focus on cost optimisation for the next six (6) to twelve (12) months to drive cost reduction while maximising business value.
4.	Question
	When can we attend the physical meeting?
	Answer
	The Company is of the view that virtual meeting has better participation for shareholders who were not in Klang Valley as compared to the past, the attendance was limited due to physical meeting.

- End -