

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

MINUTES OF THE TWENTY-FIFTH 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 FRIDAY, 31 MAY 2024 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 Gladys Tia Hwei Ping	- 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
Mr Ong Teng Yan	- Representing the External Auditors, Baker Tilly Monteiro Heng PLT ("Baker Tilly")
Ms Woo Kah Yan	- Representing Baker Tilly
Mr Chan Kwok Tgin	- Representing Baker Tilly
Encik Muhammad Aiman Bin Abdullah	- Representing Boardroom Share Registrars Sdn. Bhd. ("Share Registrar")
Ms Daisy Yap Sok Kee	- Representing Sky Corporate Services Sdn. Bhd. ("Scrutineer")
Ms Tay Si Wei	- Representing Scrutineer
Mr Elisha Hor Zi Xuan	- Representing Scrutineer
Ms Hii Gee Mei	- Representing Boardroom
Ms Koay Jing Yi	- 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-Fifth Annual General Meeting (“25th AGM” or “the Meeting”) welcomed all shareholders, corporate representatives, proxies and invitees (collectively known as “Attendees”) to the 25th 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 25th 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 25th 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 25th 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 fifty-four (54) members, comprising shareholders, proxies and corporate representatives, representing nineteen million five hundred forty-five thousand eight hundred and thirty-eight (19,545,838) ordinary shares or 46.36% 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 fifteen (15) proxy forms from shareholders comprising a total of sixteen million eight hundred eighty-one thousand two hundred and four (16,881,204) ordinary shares representing 40.04% of the total number of issued shares of the Company.

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Out of those, there was one (1) shareholder who had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares represented are two hundred ninety-one thousand and nine hundred (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 in the Meeting by posing questions to the Board via submissions of typed texts at any time until the announcement on the closure of the Questions & Answers (“Q&A”) session. In the event that there are overlaps 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 25th 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 25th 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 the voting procedure via RPEV facilities was then shown on the screen to the Attendees.

7. AGENDA OF THE 25TH AGM

The Meeting then proceeded with the agenda items as set out in the Notice of the 25th 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 2023 (“FYE 2023”) together with the Reports of the Directors’ and Auditors’ thereon (“AFS 2023”), 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 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 25th 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 2023 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 the tabulation of votes by the Poll Administrator and the validation of poll voting results by the Scrutineer would take approximately twenty-five (25) 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 11.10 a.m. and after obtaining the report from the Scrutineer, the Chairman announced the results of the poll, as follows:

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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	%	
To approve the Non-Executive Directors' Fees of RM157,000.00 in respect of the FYE 2023 and increase in Benefits Payable up to an aggregate amount of RM30,000.00 to the Non-Executive Directors for the period from the 25 th AGM until the next AGM of the Company in year 2025 and the payments thereof.	34	19,029,831	96.3305	17	724,905	3.6695	Accepted

It was RESOLVED:-

“THAT the payment of Non-Executive Directors' Fees of RM157,000.00 in respect of the FYE 2023 and increase in Benefits Payable up to an aggregate amount of RM30,000.00 to the Non-Executive Directors for the period from the 25th AGM until the next AGM of the Company in year 2025 and payments thereof be and is hereby approved.”

**(ii) ORDINARY RESOLUTION 2
RE-ELECTION OF DIRECTOR – MR NG WAI KEE**

Ordinary Resolution 2	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
To re-elect Mr Ng Wai Kee who is retiring under Clause 96 of the Company's Constitution.	39	19,042,731	96.3958	12	712,005	3.6042	Accepted

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It was RESOLVED:-

“THAT the retiring Director, namely Mr Ng Wai Kee, who retired under 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 OEI KOK EONG**

Ordinary Resolution 3	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
To re-elect Mr Oei Kok Eong who is retiring under Clause 96 of the Company's Constitution.	39	19,042,731	96.3958	12	712,005	3.6042	Accepted

It was RESOLVED:-

“THAT the retiring Director, namely Mr Oei Kok Eong, who retired under 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	%	
To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	42	19,753,331	99.9929	9	1,405	0.0071	Accepted

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	%	
To approve the authority for Ms Wern Li Morsingh to continue in office as Independent Non-Executive Director.	40	19,748,231	99.9671	11	6,505	0.0329	Accepted

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 27 November 2024 in accordance with Malaysian Code on Corporate Governance (“MCCG”).”

(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	%	
To approve the authority for Mr Oei Kok Eong to continue in office as Independent Non-Executive Director.	40	19,748,231	99.9671	11	6,505	0.0329	Accepted

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 has served 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 MCCG.”

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Ordinary Resolution 7	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
To approve the Proposed Renewal of Authority under Sections 75 and 76 of the CA 2016 for the Directors to allot and issue shares.	37	19,740,031	99.9256	14	14,705	0.0744	Accepted

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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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	%	
To approve the Proposed Shareholders' Mandate.	36	1,258,501	99.8726	11	1,605	0.1274	Accepted

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 30 April 2024 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 extension 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;

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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."

(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	%	
To approve the Proposed Renewal of Share Buy-Back Mandate.	39	19,745,131	99.9514	12	9,605	0.0486	Accepted

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 2023 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-Sixth ("26th") 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;

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- (ii) the expiration of the period within which the 26th 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 with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company.”

Based on the results of the poll voting, the Chairman declared that all nine (9) resolutions as set forth in the Notice of the 25th AGM were carried.

11. CONCLUSION

There being no other business to be transacted, the Meeting concluded at 11.15 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

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CHAIRMAN

Date: 31 May 2024

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 (“SMIS” or “the Company”)

**QUESTIONS AND ANSWERS SESSION DURING THE TWENTY-FIFTH
 (“25TH”) ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD
 ON FRIDAY, 31 MAY 2024**

Questions from Shareholders and Proxyholders and replies from the Company

No.	Description
1.	<p>Question</p> <p>Will 2024 be a better year than the year 2023 or be worse due to new challenges?</p>
	<p>Answer</p> <p>The Malaysian Automotive Association had forecast a decrease in vehicle demand following the peak sales of 800,000 vehicles sold in 2023. As such the Chairman expressed that the performance of the Group is expected to be similar to 2023. The Board remains cautiously optimistic about the Group’s prospects for the year 2024, despite facing new challenges such as the introduction of electric cars produced overseas and inflationary pressure on cost of production.</p>
2.	<p>Question</p> <p>What is the strategy to grow the Company?</p>
	<p>Answer</p> <p>The Group will continue to expand and make significant investment in the Indonesian market as the automotive market therein is expected to grow significantly over the next few years. The Board believes that the Group’s diversification strategy will contribute positively to the financial performance of the Group in the near future.</p>
3.	<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 25th AGM is approximately RM20,000.00. He also expressed his appreciation to the shareholders for participating in the Meeting and informed them that there will be no distribution of e-voucher/e-wallet to the Attendees who participated in the 25th AGM, as the Company does not have a policy on e-vouchers/door gifts.</p>

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

No.	Description
4.	Question
	Will the Company keep making losses in the year 2024?
	Answer
	The loss incurred in the year 2023 was due to a one-off import duty provision amounting to RM1,500,000.00. The Group expects to return to profitability in the year 2024.
5.	Question
	When will the Company declare dividends to the shareholders as the last dividend paid was in June 2016.
	Answer
	The Board will review and assess the matter accordingly, taking into consideration the financial resources of the Group, its investment and expansion strategy as well as its working capital requirements.

- End -