

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING ("EGM") 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 THURSDAY, 30 JUNE 2022 AT 11.30 A.M.

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**PRESENT:**  
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**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                    |                                   |
| <sup>[1]</sup> Ms Wern Li Morsingh |                                   |

**IN ATTENDANCE**  
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- |                  |  |
|------------------|--|
| Ms Yong Suet Yee | - Representing the Company Secretary, Boardroom Corporate Services Sdn. Bhd. ("Boardroom") |
|------------------|--|

**BY INVITATION**  
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- |                                 |   |
|---------------------------------|---|
| Mr Robert Koong Yin Leong       | - Group Financial Controller  |
| Mr Chok Yu Teng                 | - Finance Manager   |
| <sup>[1]</sup> Ms Laura See     | - Representing the Principal Adviser, M&A Securities Sdn. Bhd.          |
| <sup>[1]</sup> Mr Justin Chee   | - Representing the Independent Valuer, Knight Frank Malaysia Sdn. Bhd.  |
| <sup>[1]</sup> Ms Joanna Bux    | - Representing the Solicitor, Messrs Putra Ray Partners                 |
| Mr Yap Soon Hoe                 | - Representing Boardroom Share Registrars Sdn. Bhd. ("Share Registrar") |
| Ms Megala A/P Vickraman         | - Representing Share Registrar  |
| Mr Allen Sii Chin Leong         | - Representing Share Registrar  |
| Encik Anas Khalid               | - Representing Share Registrar  |
| Ms Chin Chooi Wei               | - Representing Sky Corporate Services Sdn. Bhd. ("Scrutineer")          |
| <sup>[1]</sup> Ms Wang Syi Jing | - Representing Scrutineer   |
| <sup>[1]</sup> Ms Wong Pui Yi   | - Representing Scrutineer   |

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Ms Lim Wan Yen	- Representing Boardroom
<sup>[1]</sup> Ms Tan Kooi Chin	- Representing Boardroom
Mr Kayson Lee Jia Yung	- Representing Boardroom
Mr Amanjyot Singh A/L Rengendra Singh	- Audio-Visual Support Team
Encik Hazim Hakim	- Audio-Visual Support Team

Note

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

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://meeting.boardroomlimited.my> are set out in the Attendance Details attached and shall form an integral part of these Minutes.

**1. CHAIRMAN**

The Chairman of the Board of Directors (“the Board”), Mr Ng Wai Kee, presided as Chairman of the Extraordinary General Meeting (“EGM” or “Meeting”) welcomed all shareholders, corporate representatives, proxies and invitees (collectively known as “Attendees”) to the EGM of the Company conducted through live streaming and online remote participation by using RPEV facilities to comply with Section 327 of the 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 EGM 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 11.30 a.m..

The Chairman proceeded to introduce the Board and the Representative of the Company Secretary who were present at the Broadcast Venue of the EGM.

The Chairman then introduced Ms Wern Li Morsingh, Director and representatives of due diligence working group who joined the EGM remotely to the shareholders.

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**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 EGM.

**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 51 members, comprising shareholders, proxies and corporate representatives, representing 18,695,643 ordinary shares or 44.34% 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 10 proxy forms from shareholders comprising a total of 15,868,052 ordinary shares representing 37.64% of the total number of issued shares of the Company.

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 the resolution has 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”), the resolution 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 the resolution set forth in the Notice of the EGM.

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.

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The Attendees were informed that voting was available at any time from commencement of the EGM until 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 show on the screen to the Attendees.

**7. AGENDA OF THE EGM**

The Meeting then proceeded with the agenda item as set out in the Notice of the EGM.

The Chairman proceeded to table the Ordinary Resolution 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 the resolution as set out in the Notice of the EGM, the Chairman proceeded to read out questions received and provided the answer 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 A attached hereto.

After having addressed all the questions raised, the Chairman declared the closure of the Q&A session.

**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 resolution has 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.

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The Meeting resumed at 12.10 p.m. and after obtaining the report from the Scrutineer and the Chairman announced the results of the poll, as follows:

**ORDINARY RESOLUTION**

**PROPOSED DISPOSAL BY MACHINERY & INDUSTRIAL SUPPLIES SDN BHD (“MIS”), A WHOLLY-OWNED SUBSIDIARY OF SMIS, OF A PARCEL OF LEASEHOLD INDUSTRIAL LAND IDENTIFIED AS LOT 448, SEKSYEN 92 HELD UNDER TITLE NO. PN 24544, LOCATED WITHIN THE TOWN AND DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR, TOGETHER WITH A 3-STOREY OFFICE BUILDING ANNEXED WITH A DOUBLE-STOREY WAREHOUSE AND OTHER ANCILLARY BUILDING (“SUBJECT PROPERTY”), TO KAH MOTOR COMPANY SDN BERHAD, FOR A CASH CONSIDERATION OF RM19,900,000 (“PROPOSED DISPOSAL”)**

Ordinary Resolution	Votes For			Votes Against			Result
	No. of Shareholders	No. of Votes	%	No. of Shareholders	No. of Votes	%	
Proposed Disposal	21	18,981,738	99.9984	4	300	0.0016	Carried

It was RESOLVED:-

THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to MIS, a wholly-owned subsidiary of SMIS to dispose the Subject Property, for a cash disposal consideration of RM19,900,000 subject to and upon such terms and conditions as set out in the conditional sale and purchase agreement dated 8 April 2022 entered into between MIS and Kah Motor Company Sdn Berhad for the Proposed Disposal.

AND THAT the Directors of the Company and MIS be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Disposal with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Disposal.”

Based on the result of the poll voting, the Chairman declared that the resolution as set forth in the Notice of the EGM was carried.

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**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, the Meeting concluded at 12.15 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- *Signed* -

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CHAIRMAN

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**QUESTIONS AND ANSWERS SESSION DURING THE EXTRAORDINARY  
 GENERAL MEETING (“EGM”) OF THE COMPANY HELD ON THURSDAY,  
 30 JUNE 2022**

**Questions from Shareholders and Proxyholders and replies from the Company**

No.	Description
1.	<p><b>Question</b></p> <p>Please consider giving e-voucher/e-wallet to those shareholders who are present.</p> <p><b>Answer</b></p> <p>The Chairman conveyed his appreciation to the shareholders for participating in the Meeting and informed that no e-vouchers will be distributed to the Attendees who participated in the EGM. The Company will consider the distribution of door gift when general meetings are held physically in future.</p>
2.	<p><b>Question</b></p> <p>Company sold the property in Kuala Lumpur, how to use the above fund for the future?</p> <p><b>Answer</b></p> <p>The Chairman informed the Company intends to utilise the disposal consideration mainly for working capital and repayment of bank borrowings. Full details on the utilisation of proceeds can be found in page 5 (Item 2.6) of the Circular to Shareholders dated 2 June 2022.</p>

- End -