



SECUREMETRIC BERHAD

Registration No. 201701019864 (1234029-D)
(Incorporated in Malaysia)

28 April 2023

Dear Value Shareholders,

It is our pleasure to invite you to participate in the Sixth Annual General Meeting ("6th AGM") of the Company, which will be held as below:-

Date : Friday, 26 May 2023
Time : 2:30 p.m.
Venue : Auditorium @ Resource Centre (MRANTI), Taman Teknologi Mranti, Lebuhraya
Puchong – Sg. Besi, 57000 Bukit Jalil, Kuala Lumpur

We enclose herewith the Abridged Version of the Annual Report 2022 containing the following documents, for your perusal:-

1. Notice of 6th AGM;
2. Proxy Form; and
3. Requisition Form.

In our efforts of going green and preserving the environment, the following documents are available to be downloaded via the QR Code and from the Company's website at <https://www.securemetric.com/reports/>



1. 2022 Annual Report; and
2. Corporate Governance Report.

Should you require a printed copy of the 2022 Annual Report, kindly complete the Requisition Form and request from the helpdesk of the Company's Share Registrar via email to BSR.Helpdesk@boardroomlimited.com or mail to:-

Boardroom Share Registrar Sdn. Bhd.
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya,
Selangor, Malaysia
Tel: +6 03 7890 4700

A printed copy of the 2022 Annual Report and Circular to Shareholders shall be forwarded to you the soonest possible by ordinary post from the receipts of your Requisition Form.

We thank you for your continued support to the Company.

Your faithfully,
The Board of Directors

28 April 2023
Save the environment. Go Digital!

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of the Company will be held at Auditorium @ Resource Centre (MRANTI), Taman Teknologi Mranti, Lebuhraya Puchong - Sg. Besi, 57000 Bukit Jalil, Kuala Lumpur on Friday, 26 May 2023 at 2.30 p.m., for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Audit Reports thereon. *Please refer to Explanatory Note 1*
2. To approve the following payments: -
 - (a) Directors' fees to the Non-Executive Directors of up to RM150,000.00 from Sixth Annual General Meeting until the next Annual General Meeting. *Ordinary Resolution 1*
 - (b) Directors' allowances to the Non-Executive Directors of up to RM10,000.00 from Sixth Annual General Meeting until the next Annual General Meeting. *Ordinary Resolution 2*
3. To re-elect the following Directors who are retiring in accordance with Clause 97 of the Company's Constitution: -
 - (a) Mr. Law Seeh Key *Ordinary Resolution 3*
 - (b) Ms. Shireen Chia Yin Ting *Ordinary Resolution 4*
4. To re-appoint Messrs. UHY Malaysia as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution:-

5. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** *Ordinary Resolution 6*

"**THAT** subject always to the Companies Act 2016 ("Act"), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and 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 pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad ("Bursa Securities") **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Please refer to Explanatory Note 2

AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

NOTICE OF SIXTH ANNUAL GENERAL MEETING

cont'd

6. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board
SECUREMETRIC BERHAD

WONG YOUN KIM
Company Secretary

Kuala Lumpur

Dated this 28th day of April, 2023

NOTES:

1. *A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.*
2. *A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.*
3. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.*
5. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.*
7. *The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn. Bhd., Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.*
8. **General Meeting Record of Depositors**

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 May 2023. Only a depositor whose name appears on the Record of Depositors as at 19 May 2023 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

NOTICE OF SIXTH ANNUAL GENERAL MEETING

cont'd

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 December 2022

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 6 under item 5 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The general mandate sought for issue of shares is a renewal of the mandate approved by the shareholders at the last AGM held on 31 May 2022 which will lapse at the conclusion of this 6th AGM.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 31 May 2022. The general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisition(s).

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The Directors who are seeking re-election as Director or continuing in office as Independent Non-Executive Director at the Sixth Annual General Meeting of the Company are: -

- (a) Mr. Law Seeh Key (Clause 97 of the Company's Constitution)
- (b) Ms. Shireen Chia Yin Ting (Clause 97 of the Company's Constitution)

The Board of Directors, taking into the recommendation of Nomination Committee, supported the above-mentioned Directors of their re-election as Director at the Sixth Annual General Meeting of the Company.

Based on the assessment and evaluation conducted by the Nomination Committee, the retiring Directors met the performance criteria required of an effective and a high-performance Board. In addition, all the Independent Non-Executive Directors have also provided annual declaration/confirmation of independence respectively.

The profiles of the above Directors who are seeking re-election are set out in the Profile of Directors as disclosed on Pages 16 to 18 of the Annual Report.

The details of the above Directors' interest in the securities of the Company are stated on Page 146 of the Annual Report.



SECUREMETRIC BERHAD
Registration No. 201701019864 (1234029-D)
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ANNUAL REPORT 2022 REQUEST FORM

I/We wish to request for a hard copy of the Annual Report 2022 and Circular to Shareholders of Securemetric Berhad to be sent to me/us at the following address:

Name of Shareholder : _____

Identity Card No./

Passport No./

Company No.

: _____

CDS Account No.

: _____

Mailing Address

: _____

: _____

: _____

Contact No.

: _____

Signature of Shareholder

Date



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AFFIX
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The Company Secretary

SECUREMETRIC BERHAD

Registration No. 201701019864 (1234029-D)

c/o

Acclime Corporate Services Sdn. Bhd.

Level 5, Tower 8, Avenue 5, Horizon 2

Bangsar South City

59200 Kuala Lumpur

Malaysia

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SECUREMETRIC BERHAD

Registration No. 201701019864 (1234029-D)
(Incorporated in Malaysia)

I/We
(FULL NAME IN BLOCK LETTERS)

of
(FULL ADDRESS)

being a member/members of **SECUREMETRIC BERHAD**, hereby appoint the following person(s) or failing him, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Sixth Annual General Meeting of the Company to be held at Auditorium @ Resource Centre (MRANTI), Taman Teknologi Mranti, Lebuhraya Puchong - Sg. Besi, 57000 Bukit Jalil, Kuala Lumpur on Friday, 26 May 2023 at 2.30 p.m. and any adjournment thereof:-

Name of Proxy, NRIC No. & Address

No. of Shares to be
represented by Proxy

1. Name:
NRIC No.:
Mobile number:
Email address:
Address:
2. Name:
NRIC No.:
Mobile number:
Email address:
Address:

NO.	RESOLUTIONS		FOR	AGAINST
1.	Approval of the following payments :- (a) Directors' fees to the Non-Executive Directors of up to RM150,000.00 from Sixth Annual General Meeting until the next Annual General Meeting (b) Directors' allowances to the Non-Executive Directors of up to RM10,000.00 from Sixth Annual General Meeting until the next Annual General Meeting	Ordinary Resolution 1 Ordinary Resolution 2		
2.	Re-election of Mr. Law Seeh Key	Ordinary Resolution 3		
3.	Re-election of Ms. Shireen Chia Yin Ting	Ordinary Resolution 4		
4.	Re-appointment of Messrs. UHY Malaysia as Auditors	Ordinary Resolution 5		
5.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	Ordinary Resolution 6		

Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast on the Resolutions specified in the Notice of Meeting. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.

Number of shares

CDS A/C No.

Mobile No.

Email address

Date

Signature of Shareholder



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NOTES:

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
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The Company Secretary

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c/o
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Bangsar South City
59200 Kuala Lumpur
Malaysia

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