

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

**MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE
COMPANY 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.**

Board of Directors

Clifton Heath Fernandez (Chairman)
Law Seeh Key (Director/Chief Executive Officer)
Yong Kim Fui (Director/Chief Financial Officer)
Dato' Ng Wan Peng (Director)
Shireen Chia Yin Ting (Director)

In attendance

Wong Youn Kim (Company Secretary)

External Auditors

Lam Sook Fun (Messrs UHY Malaysia)
Sherine Lai (Messrs UHY Malaysia)
Charmaine Chin (Messrs UHY Malaysia)

Shareholders & Proxies: As per Attendance List

1. CHAIRMAN

1.1 Clifton Heath Fernandez as Chairman of the Board chaired the meeting.

2. QUORUM FOR THE MEETING

2.1 Pursuant to Clause 70 of the Constitution of the Company, the Secretary confirmed that the meeting had a requisite quorum to proceed. The Chairman then called the meeting to order and welcomed all present to the Sixth Annual General Meeting ("AGM") of the Company.

3. NOTICE OF MEETING

3.1 The notice of meeting, having been properly circulated to all the members on 28 April 2023, was taken as read without any objection from the members and proxies.

3.2 The Chairman then invited the Secretary to brief the meeting on the proceedings of the meeting and the voting procedures for the proposed six (6) ordinary resolutions as set out in the notice of meeting.

3.3 The Secretary, Ms Wong Youn Kim then proceeded to explain the meeting's proceedings and the requirement for resolutions set out in the notice of the annual general meeting or notice of resolution to be voted by poll pursuant to the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), before inviting the Chairman to continue with the meeting's proceedings.

4. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON**

4.1 The Audited Financial Statements (“AFS”) for the financial year ended 31 December 2022 together with the reports of the directors and auditors thereon were laid before the meeting pursuant to Section 248(2) of the Companies Act, 2016.

4.2 The Chairman informed the Meeting that the AFS was meant for discussion only as it would not require approval from the members in accordance with Section 248(1) and Section 340(1)(a) of the Companies Act 2016 (“Act”). Hence, this Agenda item was not put forward for voting.

4.3 The Chairman invited questions pertaining to the financial statements from the members and proxies.

4.4 In reply to the questions raised by Mr. Tan Poo Tien on investment in an associate, Mr. Kelvin Yong responded that Innov8tif Solutions Sdn. Bhd. (“Innov8tif Malaysia”) ceased to be an associate of Securemetric Berhad after completion of the disposal. The Company will remain to hold 10% equity interest in Innov8tif Malaysia and the fair value of the remaining shares as at to date is more than the cost of investment.

4.5 There being no further questions, the Chairman declared that the AFS for the financial year ended 31 December 2022 and the reports therein be and were hereby received pursuant to Section 248(2) of the Companies Act, 2016.

5. **TO APPROVE THE PAYMENT OF DIRECTORS’ FEES TO THE NON-EXECUTIVE DIRECTORS OF UP TO RM150,000.00 FROM SIXTH ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING**

5.1 The Chairman informed the meeting that the next item on the agenda was to approve the payment of Directors’ fees to the Non-Executive Directors of up to RM150,000.00 from Sixth Annual General Meeting until the next Annual General Meeting.

5.2 On the proposal of Ngee Geok Choo and seconded by Nioo Yu Siong, the Chairman put the following motion to the meeting for approval: -

“**THAT** the Directors’ fees to the Non-Executive Directors of up to RM150,000.00 from Sixth Annual General Meeting until the next Annual General Meeting be and is hereby approved”.

6. **TO APPROVE THE PAYMENT OF DIRECTORS’ ALLOWANCES TO THE NON-EXECUTIVE DIRECTORS OF UP TO RM10,000.00 FROM SIXTH ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING**

6.1 The Chairman informed the meeting that the next item on the agenda was to approve the payment of Directors’ allowances to the Non-Executive Directors of up to RM10,000.00 from Sixth Annual General Meeting until the next Annual General Meeting.

- 6.2 On the proposal of Cheong Seng Tin and seconded by Yen Chee Khan, the Chairman put the following motion to the meeting for approval: -

“**THAT** the Directors’ allowances to the Non-Executive Directors of up to RM10,000.00 from Sixth Annual General Meeting until the next Annual General Meeting be and is hereby approved.”

7. **RE-ELECTION OF DIRECTORS**

- 7.1 The Chairman informed the meeting that the following Directors retired by rotation pursuant to Clause 97 of the Company’s Constitution and being eligible, had offered themselves for re-election: -

- (a) Mr. Law Seeh Key
- (b) Ms. Shireen Chia Yin Ting

- 7.2 On the proposal of Nioo Yu Siong and seconded by Tan Poo Tien, the Chairman put the following motion to the meeting for approval: -

“**THAT** Mr. Law Seeh Key who is retiring in accordance with Clause 97 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

- 7.3 On the proposal of Yen Chee Khan and seconded by Nioo Yu Siong, the Chairman put the following motion to the meeting for approval: -

“**THAT** Ms. Shireen Chia Yin Ting who is retiring in accordance with Clause 97 of the Company’s Constitution be and is hereby re-elected as Director of the Company.”

8. **RE-APPOINTMENT OF MESSRS. UHY MALAYSIA AS AUDITORS OF THE COMPANY**

- 8.1 The Chairman informed that the Company’s auditors, Messrs. UHY Malaysia has indicated their willingness to continue in office as Auditors of the Company for the ensuing year.

- 8.2 On the proposal of Cheong Seng Tin and seconded by Tan Poo Tien, the Chairman put the following motion to the meeting for approval: -

“**THAT** Messrs. UHY Malaysia, be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.”

SPECIAL BUSINESS

9. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

9.1 The Chairman informed the meeting that the next item on the agenda was to consider and if thought fit, to pass an Ordinary Resolution authorising the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 as set out in the notice for approval.

9.2 On the proposal of Nioo Yu Siong and seconded by Ngee Geok Choo, the Chairman put the following motion to the meeting for approval: -

“**THAT** subject to the Companies Act, 2016, the Constitution of the Company and the approval from the relevant authorities, where such approval is necessary, the Directors be and are hereby authorised, pursuant to Section 76 of the Companies Act, 2016 to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued.”

10. ANY OTHER BUSINESS

10.1 The Chairman sought confirmation from the Company Secretary whether the Company had received any notice to transact any other business which had been given in accordance with Section 309 of the Companies Act, 2016 and the Company’s Articles of Association. The Company Secretary confirmed that the Company had not received any notice for transact of any other business at the meeting.

10.2 The Chairman invited the secretary to brief the meeting on the polling procedures where the whole polling process would be conducted in approximately 15 minutes with the declaration of the poll results. Boardroom Shares Registrars Sdn. Bhd. would conduct the poll and U Search Management Services was appointed as the Independent Scrutineer to verify the poll results.

11. ANNOUNCEMENT OF POLL RESULTS

11.1 The Chairman called the meeting to order at 3.06 p.m. for the declaration of results. He informed that he had received the poll results from U Search Management Services, attached as Annexure 1 and he read out the following poll results to the members and proxies present: -

11.2 RESOLUTION 1: TO APPROVE THE PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS OF UP TO RM150,000.00 FROM SIXTH ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING

The Chairman announced the poll result in respect of Resolution 1 which was unanimously carried as follows: -

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 1	57,110,036	100.00	0	0.00

The Chairman declared that Resolution 1 was duly passed.

11.3 RESOLUTION 2: TO APPROVE THE PAYMENT OF DIRECTORS' ALLOWANCES TO THE NON-EXECUTIVE DIRECTORS OF UP TO RM10,000.00 FROM SIXTH ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING

The Chairman announced the poll result in respect of Resolution 2 which was carried as follows: -

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 2	57,110,036	100.00	0	0.00

The Chairman declared that Resolution 2 was duly passed.

11.4 RESOLUTION 3: TO RE-ELECT LAW SEEH KEY AS DIRECTOR

The Chairman announced the poll result in respect of Resolution 3 which was unanimously carried as follows: -

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 3	57,110,036	100.00	0	0.00

The Chairman declared that Resolution 3 was duly passed.

11.5 RESOLUTION 4: TO RE-ELECT SHIREEN CHIA YIN TING AS DIRECTOR

The Chairman announced the poll result in respect of Resolution 4 which was unanimously carried as follows: -

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 4	57,110,036	100.00	0	0.00

The Chairman declared that Resolution 4 was duly passed.

11.6 **RESOLUTION 5: TO RE-APPOINT MESSRS UHY MALAYSIA AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman announced the poll result in respect of Resolution 5 which was carried as follows: -

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 5	57,110,036	100.00	0	0.00

The Chairman declared that Resolution 5 was duly passed.

11.7 **RESOLUTION 6: TO APPROVE THE AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016**

The Chairman announced the poll result in respect of Resolution 6 which was unanimously carried as follows: -

Ordinary Resolution	Votes For		Votes Against	
	No. of Shares	%	No. of Shares	%
Resolution 6	56,506,036	98.94	604,000	1.06

The Chairman declared that Resolution 6 was duly passed.

12. **CLOSURE OF MEETING**

- 12.1 As there was no other matter to be discussed, for which due notice had been given in accordance with the Companies Act, 2016, the meeting concluded at 3.10 p.m. with a vote of thanks to the Chairman and the Board of Directors.

CONFIRMED AS A CORRECT RECORD,

-SIGNED-

**CHAIRMAN
CLIFTON HEATH FERNANDEZ**