



**SECURE
METRIC**
— BERHAD —

SECUREMETRIC BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Securemetric Berhad ("**Securemetric**" or "**Company**") will be held at Congress 1, Palace of the Golden Horses, Jalan Kuda Emas, Mines Wellness City, 43300 Seri Kembangan, Selangor on **Friday, 3 January 2020 at 10.00 a.m.**, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 243,600,000 NEW SECUREMETRIC SHARES ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING SECUREMETRIC SHARE HELD AT AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approval of all relevant authorities or parties, authority be and is hereby given to the Board of Directors of Securemetric ("**Board**") to issue up to 243,600,000 Bonus Shares in the share capital of the Company credited to the shareholders whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on a day to be determined and announced later ("**Entitled Shareholders**") on the basis of 1 Bonus Share for every 1 existing Securemetric Share held by the Entitled Shareholders;

THAT subject to the approval of Bursa Malaysia Securities Berhad in respect of the listing of and quotation for up to 243,600,000 Bonus Shares pursuant to the Proposed Bonus Issue of Shares, authority be and is hereby given to the Board to authorise any other adjustments as a result of the Proposed Bonus Issue of Shares;

THAT such Bonus Shares will, upon allotment and issuance, rank equally in all respects with existing Securemetric Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 243,600,000 FREE SECUREMETRIC WARRANTS ON THE BASIS OF 1 WARRANT FOR EVERY 1 EXISTING SECUREMETRIC SHARE HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES

"THAT subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Board to allot and issue up to 243,600,000 Warrants, in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**") to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on a day to be determined and announced by the Board on the basis of 1 Warrant for every 1 existing Securemetric Share held by the Entitled Shareholders;

THAT the Board be and is hereby authorised to allot and issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments in accordance with the provisions in the Deed Poll ("**Additional Warrants**");

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new Securemetric Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Securemetric Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit and/or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT the new Securemetric Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with existing Securemetric Shares;

THAT the proceeds raised from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 26 November 2019 and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (when required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Issue of Free Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

Date: 26 November 2019

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 December 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.*
- A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting. A proxy may but need not be a member of the Company.*
- Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.*
- 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**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- To be valid, the original proxy form, duly completed must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.*
- If the appointor is a corporation the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.*
- By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, processing, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.*