

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Second ("22nd") Annual General Meeting ("AGM") of the Company will be conducted entirely on a virtual basis for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Date : Thursday, 27 May 2021
 Time : 10.00 a.m.
 Meeting Platform : <https://web.lumiagm.com/>
 Broadcast Venue : 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
 Mode of Communication : 1) Submit questions to the Board prior to the 22nd AGM by emailing to corporate@smis.com.my no later than 5.00 p.m., Thursday, 20 May 2021.
 2) Post questions to the Board via real time submission of typed text at <https://web.lumiagm.com/> during live streaming of the 22nd AGM.

AGENDA**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon.
(Please refer to Note 1 of the Explanatory Notes)
- To approve the Non-Executive Directors' Fees of RM145,700.00 in respect of the financial year ended 31 December 2020 and Benefits Payable up to an aggregate amount of RM25,000.00 to the Non-Executive Directors for the period from this AGM until the next AGM of the Company in year 2022 and payments thereof. **Ordinary Resolution 1**
- To re-elect Mr Oei Kok Eong who is retiring under Clause 96 of the Company's Constitution. **Ordinary Resolution 2**
- To re-elect Madam Yap Siew Foong who is retiring under Clause 96 of the Company's Constitution. **Ordinary Resolution 3**
- To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

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

- Authority for Ms Wern Li Morsingh to continue in office as Independent Non-Executive Director**

"THAT authority be and is hereby given to Ms Wern Li Morsingh who has served as an Independent Non-Executive Director of the Company since 28 November 2012 and will reach the nine (9) years of service on 27 November 2021, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."

Ordinary Resolution 5

- Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares**

"THAT pursuant to Sections 75 and 76 of the Act, 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."

Ordinary Resolution 6

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT, pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("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 28 April 2021 with the related parties mentioned therein which are necessary for the SMIS Group's day-to-day operations, subject further to the following:-

- the transactions are in the ordinary course of business on normal commercial terms which are 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
- 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:-

- the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- 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 Act (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is earlier;

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." **Ordinary Resolution 7**

- Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares of up to 10% of the total number of issued shares ("Proposed Renewal of Share Buy-Back Mandate")**

"THAT subject to the Act, 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 2020 of RM8.87 million 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 deal with such treasury shares in the manner as set out in Section 127(7) of the Act.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

- the conclusion of the next AGM of the Company [being the Twenty-Third ("23rd") 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;
- the expiration of the period within which the 23rd AGM of the Company is required by law to be held; or
- 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 as may be agreed or allowed by any relevant governmental and/or regulatory authority." **Ordinary Resolution 8**

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Act.

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No. 202008001023) (MAICSA 7009143)

WONG YEN YEEN (SSM PC No. 202008001471) (MAICSA 7018749)

Secretaries

Selangor Darul Ehsan

Date: 28 April 2021

NOTES:

- As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia's official guidance on social distancing, the AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely. The Administrative Guide on the Conduct of a Fully Virtual General Meeting is available for download at <http://www.smis.com.my/>.
- The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from.
- Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to be physically present nor will they be admitted at the Broadcast Venue on the day of the AGM. Therefore, members are strongly advised to participate and vote remotely at this AGM through live streaming and online remote voting using the RPEV facilities provided by the Company's poll administrator, namely Boardroom Share Registrars Sdn Bhd. **Please read these Notes carefully and follow the Procedures in the Administrative Guide for the AGM in order to participate remotely.**
- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **18 May 2021** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991) entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he (she) specifies the proportion of his (her) holdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds 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.
- The Proxy Form shall be signed by the appointor of his (her) attorney duly authorised in writing or, if the member is a corporation, must be executed under its Common Seal or by its duly authorised attorney or officer.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-
 - In hard copy form**
The original instrument appointing a proxy ("**Proxy Form**") must be deposited at the Company's Share Registrar's Office at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means**
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my> or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.
- If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- To receive the Audited Financial Statements**

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

- Ordinary Resolution No. 5 - Authority for Ms Wern Li Morsingh to continue in office as Senior Independent Non-Executive Director**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Ms Wern Li Morsingh, who has served as Independent Non-Executive Director of the Company since 28 November 2012 and will reach the nine (9) years of service on 27 November 2021, and recommended her to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- She has fulfilled the criteria under the definition on Independent Director as stated in the MMLR of Bursa Securities, and therefore is able to bring independent and objective judgement to the Board;
- Her experience in the legal industry enables her to provide the Board with a diverse set of experience, expertise, skills and competence;
- She actively participates in Board's and Board Committees' deliberations and decision making in an objective manner, exercises due care in all undertakings of the Group and carried out her fiduciary duties in the interest of the Company;
- She does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board is of the opinion that she is an important Independent Non-Executive Director in view of her many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in her role as an Independent Non-Executive Director.

- Ordinary Resolution No. 6 - Proposed Renewal of Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares**

The Company had, during its 21st AGM held on 24 August 2020, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

Ordinary Resolution 6 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares specifically in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors considered would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.

- Ordinary Resolution No. 7 - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

Ordinary Resolution 7 proposed under item 8 of the Agenda, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions in accordance with Paragraph 10.09 of the MMLR of Bursa Securities and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the SMIS Group or affecting the business opportunities available to the SMIS Group. The shareholders' mandate is subject to renewal on an annual basis.

Further information on the Proposed Shareholders' Mandate is set out in the Circular of the Proposed Shareholders' Mandate of the Company dated 28 April 2021.

- Ordinary Resolution No. 8 - Proposed Renewal of Share Buy-Back Mandate**

The proposed Ordinary Resolution 8 proposed under item 9 of the Agenda, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the 23rd AGM is required by law to be held.

Further information on the Proposed Renewal of Share Buy-Back is set out in the Share Buy-Back Statement of the Company dated 28 April 2021.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**SMIS CORPORATION BERHAD**

[199901016957 (491857-V)]

(Incorporated in Malaysia)

PROXY FORMI/We, _____ NRIC/Passport/Company No. _____
(NAME IN FULL AND IN BLOCK LETTERS)of _____
(FULL ADDRESS)

and Telephone no./Email address _____ being a member/members of

SMIS CORPORATION BERHAD (“Company”), hereby appoint _____
(NAME IN FULL AND BLOCK LETTERS)NRIC/Passport No. _____ of _____
(FULL ADDRESS)_____ and/or failing him/her, _____
(FULL ADDRESS) (NAME IN FULL AND BLOCK LETTERS)NRIC/Passport. _____ of _____
(FULL ADDRESS)_____
(FULL ADDRESS)

or failing him/her, *THE CHAIRMAN OF THE MEETING as my/our proxy/proxies to vote for me/us and on my/our behalf at the Twenty-Second (“22nd”) Annual General Meeting (“AGM”) of the Company, to be conducted entirely on a **virtual** basis at 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, 27 May 2021 at 10.00 a.m.** and at any adjournment thereof.

* Please delete the words “THE CHAIRMAN OF THE MEETING” if you wish to appoint some other person to be your proxy.

My/our proxy is to vote as indicated below:

No.	Resolution	For	Against
Ordinary Resolution 1	Approval of the payment of Non-Executive Directors’ Fees for the financial year ended 31 December 2020 and Benefits Payable to the Non-Executive Directors for the period from this AGM until the next AGM of the Company in year 2022		
Ordinary Resolution 2	Re-election of Mr Oei Kok Eong as Director (Clause 96 of the Company’s Constitution)		
Ordinary Resolution 3	Re-election of Madam Yap Siew Foong as Director (Clause 96 of the Company’s Constitution)		
Ordinary Resolution 4	Re-appointment of Baker Tilly Monteiro Heng PLT as Auditors		
Ordinary Resolution 5	Authority for Ms Wern Li Morsingh to continue in office as Independent Non-Executive Director		
Ordinary Resolution 6	Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares		
Ordinary Resolution 7	Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		
Ordinary Resolution 8	Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares of up to 10% of the total number of issued shares		

(Please indicate with an “X” in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.)

Signed this _____ day of _____ 2021

The proportions of my/our holding to be represented by my/our proxies are as follows:

1 st proxy	_____ %
2 nd proxy	_____ %
TOTAL	100 %

Signature of Shareholder or
Common Seal of Shareholder

Fold This Flap For Sealing

NOTES:

1. As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia's official guidance on social distancing, the AGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely. The Administrative Guide on the Conduct of a Fully Virtual General Meeting is available for download at <http://www.smis.com.my/>.
2. The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from.
3. Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to be physically present nor will they be admitted at the Broadcast Venue on the day of the AGM. Therefore, members are strongly advised to participate and vote remotely at this AGM through live streaming and online remote voting using the RPEV facilities provided by the Company's poll administrator, namely Boardroom Share Registrars Sdn Bhd. **Please read these Notes carefully and follow the Procedures in the Administrative Guide for the AGM in order to participate remotely.**
4. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **18 May 2021** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
5. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991) entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.
6. Where a member appoints two (2) proxies, the appointments shall be invalid unless he (she) specifies the proportion of his (her) holdings to be represented by each proxy.
7. Where a member is an exempt authorised nominee which holds 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.

Then Fold Here

AFFIX
STAMP

BOARDROOM SHARE REGISTRARS SDN. BHD.

[Registration No. 199601006647 (378993-D)]
GROUND FLOOR OR 11TH FLOOR, MENARA SYMPHONY
NO. 5, JALAN PROF. KHOO KAY KIM
SEKSYEN 13
46200 PETALING JAYA
SELANGOR DARUL EHSAN
MALAYSIA

1st Fold Here

8. The Proxy Form shall be signed by the appointer of his (her) attorney duly authorised in writing or, if the member is a corporation, must be executed under its Common Seal or by its duly authorised attorney or officer.
9. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
10. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-
 - (i) **In hard copy form**
The original instrument appointing a proxy ("**Proxy Form**") must be deposited at the Company's Share Registrar's Office at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) **By electronic means**
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my> or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.
11. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
12. Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 28 April 2021.

ANNEXURE TO THE PROXY FORM

Dear Shareholders,

We are pleased to inform you that as a Shareholder, you have the option to submit your Proxy Form via electronic means (e-Proxy) in paperless form. Once you have successfully submitted your e-Proxy form, you are no longer required to complete and submit the physical Proxy Form to the office of the Share Registrar of the Company.

To assist you on how to engage with e-Proxy, kindly read and follow the guidance notes which are detailed below:

ELECTRONIC LODGEMENT OF PROXY FORM OF THE 22ND AGM (E-PROXY LODGEMENT)

Step 1 – Register online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 below for e-Proxy lodgement.]

- a. Access Boardroom's website at <https://www.boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user. Registration is free.
- c. Complete registration and upload a softcopy of your MYKAD (for Malaysian) front and back or your Passport (for non-Malaysian).
- d. Please enter a valid e-mail address and wait for Boardroom's e-mail verification.
- e. Your registration will be verified and approved within one (1) business day and an e-mail notification will be provided.

Step 2 – e-Proxy lodgement

- a. Access Boardroom's website at <https://www.boardroomlimited.my>
- b. Login with your user ID (i.e. e-mail address) and password.
- c. Go to "E-PROXY LODGEMENT" and browse the Meeting List for "SMIS 22ND AGM" and click "APPLY".
- d. Read the terms and conditions and confirm the declaration.
- e. Enter the CDS account number and indicate the number of securities for your Proxy to vote on your behalf.
- f. Appoint the Chairman of the Meeting as your Proxy and enter the required particulars.
- g. Indicate your voting instructions – FOR or AGAINST, otherwise your Proxy will decide your vote.
- h. Review and confirm your Proxy appointment.
- i. Click submit.
- j. Download or print the e-Proxy form acknowledgement.

ADMINISTRATIVE GUIDE OF TWENTY-SECOND ANNUAL GENERAL MEETING



SMIS CORPORATION BERHAD
[Registration No. 199901016957 (491857-V)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE OF TWENTY-SECOND ANNUAL GENERAL MEETING (“22nd AGM”) FOR THE SHAREHOLDERS OF SMIS CORPORATION BERHAD

Meeting Date	:	Thursday, 27 May 2021
Time	:	10.00 a.m.
Meeting Platform	:	https://web.lumiagm.com/
Broadcast Venue	:	12 th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan Malaysia
Mode of Communication	:	1) Submit questions to the Board prior to the 22 nd AGM by emailing to corporate@smis.com.my no later than 5.00 p.m., Thursday, 20 May 2021. 2) Post questions to the Board via real time submission of typed text at https://web.lumiagm.com/ during live streaming of the 22 nd AGM.

Dear Valued Shareholders,

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia’s official guidance for practising social distancing, the Company will conduct its forthcoming Twenty-Second (“22nd”) Annual General Meeting (“AGM”) entirely on a virtual basis via remote participation and electronic voting (“RPEV”) facilities.

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Clause 64 of the Constitution of the Company.

In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual AGM, this would promote greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue.

Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED to be physically present** nor will they be admitted at the broadcast venue on the day of the AGM. Shareholders/proxies/corporate representatives who turn up at the Broadcast Venue would be requested to leave the venue politely.

ADMINISTRATIVE GUIDE OF TWENTY-SECOND ANNUAL GENERAL MEETING

CONT'D

ANNUAL REPORT 2020

The Annual Report 2020 is available on Bursa Malaysia Berhad's website at <http://www.bursamalaysia.com> under Company Announcements and also at the SMIS Corporation Berhad's website at <http://www.smis.com.my>. If you wish to request for printed copy of the Annual Report 2020, please forward your request by completing the Request Form provided by us.

NO VOUCHERS/DOOR GIFTS

There will be **NO VOUCHER(S) OR ANY DOOR GIFT(S)** for shareholders/proxies who participate in the AGM since the meeting is being conducted on a fully virtual basis. The Board of Directors of SMIS Corporation Berhad would like to thank all shareholders for their kind co-operation and understanding in these challenging times.

ENTITLEMENTS TO ATTEND, SPEAK AND VOTE

Only a depositor whose name appears in the Record of Depositors as at **18 May 2021** is entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf in respect of the number of shares registered in his/her name at that time.

FORM(S) OF PROXY

1. Shareholders are encouraged to go online, participate and vote at the AGM using the RPEV facilities.
2. If a shareholder is unable to attend the 22nd AGM on Thursday, 27 May 2021, he/she can appoint the Chairman of the meeting as his/her proxy to attend, speak and vote in his/her stead. Please submit your Proxy Form to the Share Registrar's Office of the Company, Boardroom Share Registrar Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan by **Tuesday, 25 May 2021 at 10.00 a.m.**
3. You may also submit the Proxy Form via electronic means ("**e-Proxy**") through the Boardroom Share Registrar's smart investor portal at <https://www.boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT" (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy) no later than the aforementioned date and time.

REVOCAION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

CORPORATE MEMBER

Any corporate member who wishes to appoint a representative instead of a proxy to attend the meeting should submit the original certificate of appointment under the seal of the corporation to the office of the Share Registrar at any time before the time appointed for holding the meeting or to the registration staff on the meeting day for the Company's records.

ADMINISTRATIVE GUIDE OF TWENTY-SECOND ANNUAL GENERAL MEETING

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VOTING PROCEDURE

1. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and Sky Corporate Services Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.
2. During the AGM, the Chairman of the meeting will invite the Poll Administrator to brief on the e-voting housekeeping rules. The e-voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
3. For the purposes of the Virtual AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.
4. There are three (3) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-
 - (i) Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting; **OR**
 - (ii) Use the QR Scanner Code given in the email received after successful registration; **OR**
 - (iii) Navigate to the website URL <https://web.lumiagm.com/>.
5. Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the meeting whether the resolutions put to vote were successfully carried or not.

PROCEDURES FOR RPEV FACILITIES

Kindly follow the steps below on how to request for login ID and password:

Procedure	Action
Before the day of the AGM	
1. Register Online with Boardroom Smart Investor Portal	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> a. Access website https://www.boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKAD (for Malaysian) front and back or Passport (for non-Malaysian). d. Please enter a valid email address. e. Your registration will be verified and approved within one business day and an email notification will be provided.

ADMINISTRATIVE GUIDE OF TWENTY-SECOND ANNUAL GENERAL MEETING

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Procedure		Action
Before the day of the AGM		
2.	Submit request for remote participation	<p>Registration for remote access will be opened on Friday, 30 April 2021. Please note that the closing time to submit your request is on Tuesday, 25 May 2021 at 10.00 a.m. (48 hours before the commencement of the AGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://www.boardroomlimited.my Select "Virtual Meeting" from main menu and select the correct Corporate Event "SMIS 22nd AGM" Virtual AGM. Enter your CDS Account. Read and agree to the terms & condition and thereafter submit your request. <p>Corporate Shareholders</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. Please provide a copy of Corporate Representative's MyKAD (for Malaysian) front and back or Passport (for non-Malaysian) as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request. Please provide a copy of Corporate Representative's MyKad (for Malaysian) front and back or Passport (for non-Malaysian) as well as his/her email address.
3.	Email notification	<ol style="list-style-type: none"> You will receive notification(s) from Boardroom Share Registrars Sdn. Bhd. ("Boardroom") that your request(s) has been received and is/are being verified. Upon system verification against the General Meeting Record of Depositories as at 18 May 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID and password.
On the day of the AGM		
4.	Login to Meeting Platform	<ol style="list-style-type: none"> The Meeting Platform will be open for login one (1) hour before the commencement of the AGM. The Meeting Platform can be accessed via one of the following:- <ul style="list-style-type: none"> ➤ Download the free Lumi AGM application from Apple App Store or Google Play Store; ➤ Scan the QR Code provided in the email notification; ➤ Navigate to the website at https://web.lumiagm.com/ Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.

ADMINISTRATIVE GUIDE OF TWENTY-SECOND ANNUAL GENERAL MEETING

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Procedure		Action
On the day of the AGM		
5.	Participate	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the AGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
6.	Voting	<p>a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</p> <p>b. To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
7.	End of Participation	Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the Messaging window will be disabled.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

In order to enhance the efficiency of the proceedings of the 22nd AGM, the shareholders may submit questions to the Company via e-mail to corporate@smis.com.my **not later than 20th May 2021 at 5:00 p.m.** or select the messaging icon in Boardroom Smart Investor Portal to transmit questions via RPEV facilities during live streaming of the 22nd AGM. If time permits, the Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the AGM. The shareholders are encouraged to submit questions before the 22nd AGM as priority will be given to questions submitted before the AGM.

RECORDING OR PHOTOGRAPHY AT THE AGM

Strictly no recording or photography of the AGM proceedings is allowed.

ENQUIRY

If you have general queries prior to the meeting, please contact the following person during office hours from Mondays to Fridays, 8.30 a.m. to 5.30 p.m. (except on public holidays):-

(a) SMIS Corporation Berhad

General Line : 603-9221 9898
 Fax Number : 603-9221 7878
 Email : corporate@smis.com.my

(b) Boardroom Share Registrars Sdn. Bhd. (Share Registrar)

General Line : 603-7890 4700
 Fax Number : 603-7890 4670
 Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.