

**IRIS CORPORATION BERHAD**  
Registration No. 199401016552 (302232-X)  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-NINTH ANNUAL GENERAL MEETING (“29<sup>TH</sup> AGM”) OF THE COMPANY HELD AT AUDITORIUM, 1<sup>ST</sup> FLOOR, LOT 8 & 9, IRIS SMART TECHNOLOGY COMPLEX, TECHNOLOGY PARK MALAYSIA, BUKIT JALIL, 57000 KUALA LUMPUR ON WEDNESDAY, 20 SEPTEMBER 2023 AT 11.00 A.M.**

**Board of Directors**

Dr. Poh Soon Sim (Chairman)  
Dato’ Dr Abu Talib Bin Bachik  
Dato’ Mohamed Khadar Bin Merican  
Dato’ Ng Wan Peng  
Tuan Haji Hussein Bin Ismail  
Mr. Ling Hee Keat  
Mr. H’ng Boon Harn

**In attendance**

Wong Youn Kim, Company Secretary

**External Auditors**

Messrs Baker Tilly Malaysia (Ong Teng Yan, Partner)

Shareholders & Proxies: As per Attendance List

**1. CHAIRMAN**

1.1 Dr. Poh Soon Sim as Chairman of the Board of Directors chaired the Meeting.

**2. QUORUM FOR THE MEETING**

2.1 Pursuant to Clause 70 of the Constitution of the Company, the Company Secretary confirmed that the Meeting had a requisite quorum to proceed. Dr. Chairman then called the Meeting to order and welcomed all present to the 29<sup>th</sup> AGM of the Company.

**3. NOTICE OF MEETING**

3.1 The notice of Meeting dated 28 July 2023 was taken as read without any objection from the members and proxies.

3.2 Dr. Chairman briefed the procedures of the Meeting and voting for the proposed five (5) ordinary resolutions as set out in the notice of Meeting.

3.3 Before proceeding with the agenda proper, Mr. Chia Jen Wen, the Acting Chief Executive Officer delivered the corporate presentation of IRIS.

**4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**

- 4.1 The audited financial statements for the financial year ended 31 March 2023 together with the reports of the directors and auditors thereon were laid before the Meeting pursuant to Section 340(1)(a) of the Companies Act, 2016.
- 4.2 Dr. Chairman informed the Meeting that IRIS received questions from Minority Shareholders Watch Group (MSWG) prior to the Annual General Meeting and Mr. Chia Jen Wen, the Acting Chief Executive Officer was invited to present replies to the questions raised by MSWG. MSWG questions and IRIS' answers to MSWG questions is annexed herewith and marked "**Annexure 1**".
- 4.3 Dr. Chairman invited questions pertaining to the financial statements from the members and proxies.
- 4.4 The comments and issues raised by the members present at the 29<sup>th</sup> AGM were addressed by the Board of Directors of the Company and a summary is set out in **Appendix A** attached herein which forms part of the Minutes.
- 4.5 After all questions from the members had been satisfactorily answered by the Board of Directors, Dr. Chairman declared the audited financial statements for the financial year ended 31 March 2023 and the reports therein be and were hereby received.

**5. RE-ELECTION OF HAJI HUSSEIN BIN ISMAIL PURSUANT TO CLAUSE 97 OF THE COMPANY'S CONSTITUTION**

- 5.1 Dr. Chairman informed the next item on the agenda was to re-elect Haji Hussein Bin Ismail.
- 5.2 On the proposal of Mr. Pillay and seconded by Mr. William, Dr. Chairman put the following motion to the Meeting for approval:-

"THAT Haji Hussein Bin Ismail retiring pursuant to Clause 97 of the Company's Constitution, be re-elected as director of the Company"

**6. RE-ELECTION OF MR. H'NG BOON HARG PURSUANT TO CLAUSE 97 OF THE COMPANY'S CONSTITUTION**

- 6.1 Dr. Chairman informed the meeting that the next item on the agenda was to approve re-election of Mr. H'ng Boon Harg.
- 6.2 On the proposal of Mr. Pillay and seconded by Mr. Gan, Dr. Chairman put the following motion to the Meeting for approval:-

"THAT Mr. H'ng Boon Harg retiring pursuant to Clause 97 of the Company's Constitution, be re-elected as director of the Company."

**7. APPROVAL OF DIRECTORS' FEES AND ALLOWANCES OF UP TO RM 830,000-00 FROM 29<sup>TH</sup> AGM UNTIL THE NEXT ANNUAL GENERAL MEETING**

7.1 Dr. Chairman informed the meeting that next item on the agenda was to approve payment of Directors' Fees.

7.2 On the proposal of Mr. Pillay and seconded by Mr. Chew Wen Ting, Dr. Chairman put the following motion to the Meeting for approval:-

“THAT the payment of Directors' Fees and allowances of up to RM830,000-00 from 29<sup>th</sup> AGM until the next Annual General Meeting be approved.”

**8. RE-APPOINTMENT OF AUDITORS**

8.1 Dr. Chairman informed that the Company's auditors, Messrs Baker Tilly Monteiro Heng PLT has indicated their willingness to continue in office as auditors of the Company for the ensuing year.

8.2 On the proposal of Mr. Chew Wen Ting and seconded by Mr. Pillay, Dr. Chairman put the following motion to the Meeting for approval:-

“THAT Messrs Baker Tilly Monteiro Heng PLT, be and are hereby re-appointed as auditors of the Company to hold office until 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 Dr. Chairman informed 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 Mr. Pillay and seconded by Mr. William, Dr. Chairman put the following motion to the Meeting for approval:-

“THAT subject always to the Companies Act, 2016 (“Act”), Company's Constitution, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/ regulatory bodies, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 ten per centum (10%) of the total number of issued shares of the Company for the time being.

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.”

#### 10. ANY OTHER BUSINESS

10.1 Dr. Chairman sought confirmation from the Company Secretary whether the Company has 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 Constitution. The Company Secretary confirmed that the Company had not received any notice for transact of any other business at the meeting.

10.2 Poll administrator was invited to brief the Meeting on polling procedures and the Meeting was informed that the whole polling process would be conducted and computed in approximately 20 minutes, inclusive declaration of the poll results. Tricor Investor & Issuing House Services Sdn. Bhd. conducted the poll while PKF Risk Management Sdn. Bhd. was the appointed independent scrutineer, to verify the poll results.

#### 11. ANNOUNCEMENT OF POLL RESULTS

11.1 Dr. Chairman called the Meeting to order at 12.00 p.m. for declaration of the results. Poll results were received from PKF Risk Management Sdn. Bhd. and attached herewith as **Annexure 2**. The following poll results were presented to the members: -

##### 11.2 **RESOLUTION 1: Re-election of Haji Hussein Bin Ismail**

Dr. Chairman announced the poll result in respect of Resolution 1 as follows:-

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 1</b>	564,356,440	99.8304	958,700	0.1696

Dr. Chairman declared that Resolution 1 was duly passed.

##### 11.3 **RESOLUTION 2: Re-election of Mr H'ng Boon Harn**

Dr. Chairman announced the poll result in respect of Resolution 2 as follows:-

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 2</b>	563,456,440	99.8478	858,700	0.1522

Dr. Chairman declared that Resolution 2 was duly passed.

11.4 **RESOLUTION 3: Approval of the Directors' fees and allowances of up to RM830,000-00 from 29th AGM until the next Annual General Meeting**

Dr. Chairman announced the poll result in respect of Resolution 3 as follows:-

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 3</b>	564,052,790	99.7767	1,262,350	0.2233

Dr. Chairman declared that Resolution 3 was duly passed.

11.5 **RESOLUTION 4: To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration**

Dr. Chairman announced the poll result in respect of Resolution 4 as follows:-

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 4</b>	564,456,440	99.8481	858,700	0.1519

Dr. Chairman declared that Resolution 4 was duly passed.

11.6 **RESOLUTION 5: Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

Dr. Chairman announced the poll result in respect of Resolution 5 as follows:-

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
<b>Ordinary Resolution 5</b>	564,145,090	99.7930	1,170,050	0.2070

Dr. Chairman declared that Resolution 5 was duly passed.

12. **CLOSURE OF MEETING**

- 12.1 There being no further business, the Meeting concluded at 12.05 p.m. with a vote of thanks to Dr. Chairman and the Board of Directors.

**CONFIRMED AS A CORRECT RECORD,**

**-SIGNED-**

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**DR. POH SOON SIM**  
 CHAIRMAN

**SUMMARY OF THE COMMENTS, ISSUES RAISED BY THE MEMBERS AND THE RESPONSES BY THE BOARD OF DIRECTORS AT THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD AT AUDITORIUM, 1<sup>ST</sup> FLOOR, LOT 8 & 9, IRIS SMART TECHNOLOGY COMPLEX, TECHNOLOGY PARK MALAYSIA, BUKIT JALIL, 57000 KUALA LUMPUR ON WEDNESDAY, 20 SEPTEMBER 2023 AT 11.00 A.M.**

1. Mr. Pillay raised the following questions: -
- What is the impact on the Company after KDN served IRIS INFORMATION TECHNOLOGY SYSTEMS SDN BHD ("IITS") a Notice of Termination for termination of NIISe Contract with immediate effect?
  - What is the reason to terminate the Joint Venture and Shareholders' Agreement ("JVSA") by the Company with Theta Edge Berhad ("THETA")?
  - As the USD strengthens, how will it impact the Company?

Reply

Mr. H'ng Boon Harnng ("Mr. H'ng") has responded as follows: -

- The Company is taking necessary measures to protect its interest and exercise legal rights in relation to the NIISe Contract. Announcements on the development thereof will be released via Bursa Malaysia Securities Berhad ("**Bursa Malaysia**") where necessary.
- As the JVSA's period is expiring and the Company has yet to identify and procure project(s) for JVSA, the Company and THETA decided in the best interest for both parties to mutually terminate the collaboration and JVSA.
- The Company's exposure to forex fluctuations is managed via natural hedge as most of both the company sales and purchases are in USD.

2. Mr. Neo posted the following questions:
- What is the status of IITS's dispute with S5 Systems Sdn Bhd ("S5")?
  - Should the Company proceed with the NIISe contract?
  - Detail of the non-core business division contributed Profit After Tax ("PAT") of RM22.8 million in FY2023 compared to PAT of RM6.2 million in FY2022.

Reply

Mr. H'ng has responded as follows: -

- The status is disclosed under material litigation of our Annual Report.
  - a) IITS was served with a Notice of Arbitration ("NOA") on 29 June 2022 filed by S5. The Company's opined that the alleged claims made by S5 in the NOA are without merits especially considering the litigation to date and IITS will vigorously defend its position.
  - b) On 29 July 2022, IITS responded to NOA. The Arbitral Tribunal has since presided over 2 procedural meetings on 31 May 2023 and 6 July 2023 on the procedural framework & timetable on which the matter will progress.

- As announced by the Company, KDN has via letter dated 10 August 2023 terminated NIISe contract. Therefore the Group can no longer continue with NIISe. Further announcements on the development will be released via Bursa Malaysia where necessary.
  - It was mainly due to the recovery and cost savings arising from settlement of accounts with stakeholders.
3. Mr. Wan, has raised the following questions to the Board: -
- Whether the Company is pursuing reimbursement or seeking damages from KDN due to the loss of the NIISe contract?
  - Any possibility that the Company is bidding for the government projects (MyKad/ePassport) tender and winning the tenders in Malaysia?
  - What is the rationale behind appointing an acting Chief Executive Officer (“CEO”) instead of a CEO?
  - Request to provide additional context or details on the other income and other expenses, incurred by the Company.

Reply

Mr. H'ng has responded as follows: -

- The Company is seeking legal advices from its solicitors in relation to the notice of termination and shall take necessary measures to protect its interests and exercise its legal rights in relation to the NIISe Contract.
- The Company has participated in several tenders related to the core business of Trusted ID. However, the tender outcome is solely determined by the government.
- The Company shall make necessary announcement on CEO position at the time comes.
- The other income primarily stems from foreign exchange gains, while other expenses were incurred for project-related expenditures as well as impairment of goodwill.

# QUESTIONS FROM



**MINORITY SHAREHOLDERS WATCH GROUP**

**BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

(Incorporated in Malaysia . Registration No. 200001022382 (524989-M))



# Minority Shareholders Watch Group (MSWG) - 1

## Operational & Financial Matters:

### Question 1:

Trusted ID posted a 66% growth in revenue to RM344.2 million in FY2023 due to the increased demand for ePassports and eID cards arising from post COVID-19 recovery. (page 5 of AR 2023)

- a) What was the total orderbook secured for the Trusted ID division in FY2023?
- b) What is the current outstanding orderbook?
- c) How long is the outstanding orderbook expected to last?

### Answer:

The current outstanding orderbook as of March 2023 is approximately RM1.89 billion (excluding NISe). The remaining contract period is expected to last until FY2029.

# Minority Shareholders Watch Group (MSWG) - 1

## Operational & Financial Matters:

### Question 1 (continue) :

- d) Is this division actively tendering for projects? If so, what is the current tender book?
- e) What is the orderbook replenishment target for FY2024?

### Answer:

Yes, the Group is actively tendering for projects both locally and overseas. The Group will make the appropriate announcements when new project(s) are secured in line with Bursa's requirements.

# Minority Shareholders Watch Group (MSWG) - 2

## Operational & Financial Matters:

### Question 2:

On August 14, IRIS announced that Ministry of Home Affairs had cancelled its contract for the National Integrated Immigration System (NIISe), with immediate effect. The termination is expected to have an impact on the Group's performance for FY2024.

a) What was the reason given for the termination of the NIISe contract?

### Answer:

As stated in IRIS' Bursa announcement dated 22 August 2023, upon seeking independent legal advice, IRIS Information Technology Systems Sdn Bhd (IITS) issued a formal letter on 22 August 2023 to the Ministry of Home Affairs (KDN) disputing the termination. IITS is of the view that the termination is invalid and unlawful. IITS firmly disputes the termination as stated in the notice of termination and will take necessary actions to protect its interest and exercise its legal rights in relation to the NIISe contract.

# Minority Shareholders Watch Group (MSWG) - 2

## Operational & Financial Matters:

### Question 2 (continue):

- b) How much has the Group invested in the NIISe project?
- c) What is the projected impact on your bottomline in FY2024?

### Answer:

The NIISe Project was awarded to IITS, a wholly owned subsidiary of the Group. As of 31 March 2023, the assets and liabilities of IITS are disclosed as “Assets/Liabilities of a Disposal Group Classified As Held for Sale” in 16, page 127 of the Audited Financial Statements in IRIS Annual Report. Total assets for IITS is RM98.81 million and the liabilities is RM29.34 million. Total paid up capital of IITS is RM6 million.

In view of IITS’ dispute of the termination, the extent of the impact to the Group financial cannot be reliably ascertain at this juncture.

#### 16. ASSETS/(LIABILITIES) OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 10 February 2023, the Company entered into a Shares Sale Agreement with Tass Tech Technologies Sdn. Bhd., a company incorporated in Malaysia, for the proposed disposal of 80% equity interest in IRIS Information Technology Systems Sdn. Bhd. (“IITS”), for a total cash consideration of RM70,000,000. The assets and liabilities related to IITS (part of the trusted identification segment) have been presented as held for sale. The Shares Sale Agreement is expected to be completed in November 2023.

	GROUP
	2023 RM’000
<b>Assets of a disposal group classified as held for sale</b>	
Property, plant and equipment & right-of-use assets (Note 5)	4,255
Trade and other receivables	3,596
Prepayment	447
Contract assets (Note 14)	59,068
Current tax assets	780
Cash and bank balances (Note 15)	30,664
	<u>98,810</u>
<b>Liabilities of a disposal group classified as held for sale</b>	
Trade and other payables	(27,001)
Lease liabilities	(2,341)
	<u>(29,342)</u>

The asset classified as held for sale on the Company’s statement of financial position as at 31 March 2023 is as follows:

	COMPANY
	2023 RM’000
<b>Assets:</b>	
Investment in a subsidiary	<u>6,000</u>

# Minority Shareholders Watch Group (MSWG) - 3

## Corporate Governance Matters:

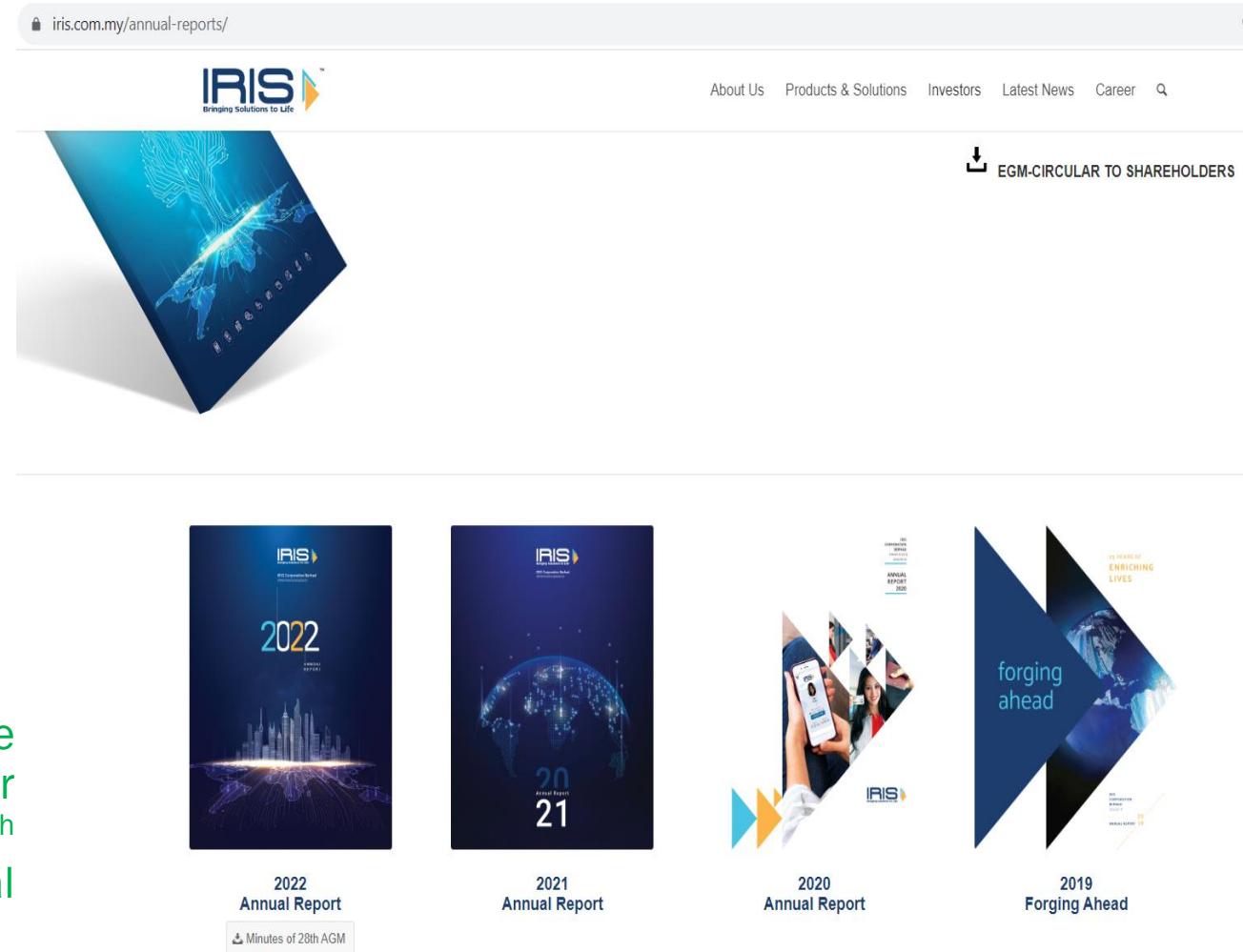
### Question 3:

Practice 13.6 of Malaysian Code on Corporate Governance stipulates that minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

*MSWG's comment: As of Sept 5, no minutes or even summary of key matters discussed at the previous 28<sup>th</sup> AGM was published on the Company's website. Please explain.*

### Answer:

The Minutes of the 28<sup>th</sup> AGM was published on the Company's website no later than 30 business days after the AGM. Shareholders can find the Minutes of 28<sup>th</sup> AGM in the Annual Report subsite under 2022 Annual Report.



# Thank You

**IRIS CORPORATION BERHAD**  
(302232-X)

**Twenty-Ninth Annual General Meeting**  
Auditorium, 1st Floor, Lot 8 & 9, IRIS Smart Technology Complex,  
Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur  
On 20-September-2023 at 11:00AM

**Result On Voting By Poll**

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Ordinary Resolution 1	564,356,440	99.8304	108	92.3077	958,700	0.1696	9	7.6923	565,315,140	100.0000	117	100.0000
Ordinary Resolution 2	563,456,440	99.8478	108	93.1034	858,700	0.1522	8	6.8966	564,315,140	100.0000	116	100.0000
Ordinary Resolution 3	564,052,790	99.7767	92	78.6325	1,262,350	0.2233	25	21.3675	565,315,140	100.0000	117	100.0000
Ordinary Resolution 4	564,456,440	99.8481	109	93.1624	858,700	0.1519	8	6.8376	565,315,140	100.0000	117	100.0000
Ordinary Resolution 5	564,145,090	99.7930	96	82.0513	1,170,050	0.2070	21	17.9487	565,315,140	100.0000	117	100.0000

PKF Risk Management Sdn. Bhd.  
COMPANY NO: 1217856-K



Resolution(s)	Pre-determined Abstain *		Abstain / Spoilt #	
	No of Units	No of P/S	No of Units	No of P/S
Ordinary Resolution 1	466,666	1	35,600	2
Ordinary Resolution 2	1,466,666	2	35,600	2
Ordinary Resolution 3	466,666	1	35,600	2
Ordinary Resolution 4	466,666	1	35,600	2
Ordinary Resolution 5	466,666	1	35,600	2

\* These votes refer to holders who have pre-determined abstain from voting in proxy forms or holders refrained from voting due to conflict of interest.

# These refer to:

- 1) Holders who have chosen not to vote (e-voting) or
- 2) Abstain / Spoilt votes as reflected in poll slips (poll slip voting)

PKF Risk Management Sdn. Bhd.  
COMPANY NO: 1217856-K

