

SCICOM (MSC) BERHAD
200201029763 (597426-H)
(Incorporated in Malaysia)

Minutes of the Twenty-Second Annual General Meeting (“22nd AGM”) of the Company held at Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia on Wednesday, 11 December 2024 at 10.00 a.m.

Present : Mr Krishnan A/L C K Menon – Non-Independent Non-Executive Chairman
Dato’ Sri Leo Suresh Ariyanayakam (“Dato’ Sri Leo”) – Executive Director/ Chief Executive Officer (“CEO”)
Dato’ Nicholas John Lough @ Sharif Lough Bin Abdullah – Independent Non-Executive Director
Puan Mahani Binti Amat – Independent Non-Executive Director
Datuk (Dr.) Joseph Dominic Silva – Independent Non-Executive Director
Encik Mior Mokhtar Bin Mior Abu Bakar – Independent Non-Executive Director

In Attendance Ms Te Hock Wee – Company Secretary
By Invitation Mr Irvin Meneze – Representative of PricewaterhouseCoopers PLT

1. CHAIRMAN

The Chairman, Mr Krishnan A/L C K Menon, welcomed the shareholders, proxies and invitees who attended the 22nd AGM of the Company. He then introduced the members of the Board, the Company Secretary and the External Auditors to the attendees.

Before proceeding with the business of the 22nd AGM, the Chairman called to observe a one-minute silence as a mark of respect for the late Puan Fa’izah Binti Mohamed Amin, an Independent Director of the Company who passed away on 8 September 2024.

2. QUORUM

With the requisite quorum being present, the Chairman called the meeting to order.

3. NOTICE OF MEETING

The notice of the 22nd AGM (“the Notice”), having been circulated to all the shareholders of the Company within the statutory period, was taken as read.

4. POLLING PROCEDURE AND ADMINISTRATIVE MATTERS

The Chairman informed that all resolutions set out in the Notice must be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The polling process would be conducted after all items on the agenda have been dealt with.

The Chairman further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to facilitate the poll voting process and Coopers Professional Scrutineers Sdn. Bhd. as independent scrutineer to verify the poll results.

Dato' Sri Leo, the CEO then presented an overview of the financial and sustainability performance for the financial year ended 30 June 2024, as well as the Group's strategy and focus on the years ahead.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements for the financial year ended 30 June 2024, together with the Reports of the Directors and Auditors thereon ("AFS 2024"), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

The Chairman informed that the AFS 2024 were meant for discussion only as they did not require shareholders' approval. Hence, they were not put forward for voting. All questions posted were responded by the Chairman and the CEO. The summary of the questions and answers, which forms part of this Minutes is set out in Appendix A attached herein.

Accordingly, the Chairman declared that the AFS 2024 were duly received by the shareholders.

6. ORDINARY RESOLUTIONS 1 TO 12

Thereafter, the Chairman went through each of the motions set out in the notice of the 22nd AGM.

7. POLL VOTING SESSION

After going through all the motions set out in the notice of 22nd AGM, the shareholders and proxies were invited to cast their vote.

After which, the meeting was adjourned for the tabulation of poll results by the Scrutineer.

8. ANNOUNCEMENT OF POLL RESULTS

The meeting resumed at 11.52 a.m. after obtaining the poll results from the Scrutineer. The results of the poll were presented to the meeting and the Chairman declared that all resolutions set out in the notice of 22nd AGM were carried, as follows:-

Ordinary Resolution 1

Payment of Director's Fee to Mr Krishnan A/L C K Menon for the financial year ended 30 June 2024, amounting to RM120,000

By a vote of 101,549,756 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to Mr Krishnan A/L C K Menon for the financial year ended 30 June 2024, amounting to RM120,000 be and is hereby approved.

Ordinary Resolution 2

Payment of Director's Fee to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah for the financial year ended 30 June 2024, amounting to RM92,644

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah for the financial year ended 30 June 2024, amounting to RM92,644 be and is hereby approved.

Ordinary Resolution 3

Payment of Director's Fee to Puan Mahani Binti Amat for the financial year ended 30 June 2024, amounting to RM100,000

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to Puan Mahani Binti Amat for the financial year ended 30 June 2024, amounting to RM100,000 be and is hereby approved.

Ordinary Resolution 4

Payment of Director's Fee to Datuk (Dr.) Joseph Dominic Silva for the financial year ended 30 June 2024, amounting to RM102,932

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to Datuk (Dr.) Joseph Dominic Silva for the financial year ended 30 June 2024, amounting to RM102,932 be and is hereby approved.

Ordinary Resolution 5

Payment of Director's Fee to the late Puan Fa'izah Binti Mohamed Amin for the financial year ended 30 June 2024, amounting to RM83,822

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to the late Puan Fa'izah Binti Mohamed Amin for the financial year ended 30 June 2024, amounting to RM83,822 be and is hereby approved.

Ordinary Resolution 6

Payment of Director's Fee to Encik Mior Mokhtar Bin Mior Abu Bakar for the financial year ended 30 June 2024, amounting to RM85,000

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to Encik Mior Mokhtar Bin Mior Abu Bakar for the financial year ended 30 June 2024, amounting to RM85,000 be and is hereby approved.

Ordinary Resolution 7

Payment of Director's Fee to Miss Elakumari A/P Kantilal for the financial year ended 30 June 2024, amounting to RM78,822

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT the payment of Director's fee to Miss Elakumari A/P Kantilal for the financial year ended 30 June 2024, amounting to RM78,822 be and is hereby approved.

Ordinary Resolution 8

Re-election of Mr Krishnan A/L C K Menon who is retiring in accordance with Clause 76(3) of the Constitution of the Company

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT Mr Krishnan A/L C K Menon, who retired pursuant to Clause 76(3) of the Company's Constitution, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 9

Re-election of Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah who is retiring in accordance with Clause 76(3) of the Constitution of the Company

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah, who retired pursuant to Clause 76(3) of the Company's Constitution, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 10

Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company and authorisation to Directors to fix their remuneration

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT PricewaterhouseCoopers PLT be and are hereby re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.

Ordinary Resolution 11

Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

By a vote of 122,684,276 shares (representing 100.00%) voted for the resolution, it was unanimously **RESOLVED**:-

THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant government/ regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting ("AGM"), at such price 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, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company held after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

Ordinary Resolution 12

Continuation in Office of Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah as Independent Non-executive Director

By a vote of 122,681,276 shares (representing 99.9976%) voted for and 3,000 shares (representing 0.0024%) voted against the resolution, it was **RESOLVED**:-

THAT authority be and is hereby given to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance.

8. CLOSURE OF MEETING

There being no further business, the meeting closed at 11.53 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN

Dated: 21 January 2025

SCICOM (MSC) BERHAD [200201029763 (597426-H)]
(“SCICOM” OR “THE COMPANY”)
(Incorporated in Malaysia)

SUMMARY OF QUESTIONS AND ANSWERS POSED FOR THE TWENTY-SECOND ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD AT BANYAN & CASUARINA, GROUND FLOOR, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, W. P. KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 11 DECEMBER 2024 AT 10.00 A.M.

The following questions and answers were dealt with during the 22nd AGM:-

- Q1 : (a) Even though the profit for the first quarter of financial year (“FY”) 2025 is higher than the preceding year’s corresponding quarter, it was attributable to Management’s effort on cost reduction. The turnover for the first quarter of FY 2025 is lower than the preceding year’s corresponding quarter. The strategies to deal with the lower turnover, and the Key Performance Indicator (“KPI”) set by the Board to Management.**
- (b) The status of the student visa’s business.**
- (c) The status of Gov-Tech contract award in various countries, particularly in Sri Lanka and Fiji.**
- (d) Possibility to explore student visa’s business in other countries.**
- (e) To explain on initiatives taken to save electricity cost of approximately RM30,000 per month.**
- (f) The accounting treatment for the expenditure on development cost.**
- (g) Reasons for the decline in the employee benefit cost in FY 2024 (RM140 million) as compared to FY 2023 (RM156 million).**
- (h) Any growth plan for the education business.**

- A1 : (a) Management focuses on profit performance instead of turnover, and therefore the Company is shifting towards cost-cutting initiatives, efficiency improvement and more profitable projects. Management was shifting its focus from the typical Business Process Outsourcing (“BPO”) business to the Gov-Tech business which could generate greater margin. As for the Management’s KPI, the Board would focus on the Company’s growth as a whole. With the good growth potential, strong orderbook and great pipeline, Management is confident that the Company is on the right track.**
- (b) The business is on-going.**
- (c) In November 2024, Sri Lanka held a general election and as a result, a new government was established. The previous bidding submission is currently undergoing an additional procedure. As for the bidding submission in Fiji, it is on-going and would take some time.**
- (d) Yes, there is a huge uptake in the business, the Company could explore on leveraging the student visa’s processing business to other countries such as Africa.**
- (e) The air conditioners are installed with a timer switch at each office floor. The staff will also ensure that the electronic devices are turned off at the close of each workday.**
- (f) Management will expense off the development cost, instead of capitalising the same as intangible assets.**
- (g) Employee benefit cost is associated by the number of employees, and the decrease in headcount in FY 2024 has contributed to the lower employee benefit cost.**
- (h) Management acknowledged the opportunity in education business, however, Management is prioritising its focus on the Gov-Tech, and Artificial Intelligence (“AI”) segments.**

SCICOM (MSC) BERHAD [200201029763 (597426-H)]
SUMMARY OF QUESTIONS AND ANSWERS POSED FOR THE TWENTY-SECOND ANNUAL GENERAL MEETING

Q2 : The reason of declining on share price over the last 6 months and the expected share price in the near future.

A2 : The share price is determined by the market sentiment and the personal decision of the shareholders. Management will strive to work on the performance of the Company, hoping to increase the share price in the near future.

Q3 : The blockbuster product involving AI aspects.

A3 : Scicom is at a pivotal point and is poised to undergo a transformation to incorporate AI in its products and services. This positions the Company with a competitive advantage, placing it in a strong position for future success.

Q4 : Would clients' in-house development of AI poses a threat to Scicom's long-term sustainability, and the source of skilful talent in AI aspect.

A4 : The AI needs to leverage with the domain expertise and knowledge, to develop the right product. Scicom has both the AI and domain knowledge, and with the understanding of different industries and their needs, Scicom is able to assist and provide its clients for the best solutions and services. The Company plans to recruit externally and also grooms the internal staff for skilful talent to meet its needs.

**Q5 : (a) Whether the Company is using Large Language Models ("LLM") to develop AI, and the amount of investment allocated for AI development.
(b) Whether it is a growing trend for clients to bypass software providers and have their own AI development in-house.
(c) To explain the correlation between the revenue and the number of transactions given that the Group recorded a lower revenue in FY 2024 although there was an increase in the number of transactions.
(d) Whether the margin will be increased, upon implementation of AI aspect.
(e) To elaborate on the revenue decline resulting from customer attrition.**

A5 : (a) Yes, the Company is utilising LLM as a foundational tool for AI development and the investment is amounting to a few million Ringgit Malaysia.
(b) The question has been addressed under A4 above.
(c) The increased transactions in FY 2024 were mainly due to automated transactions, which are lower revenue generated transactions.
(d) With the implementation of AI, the revenue is expected to decrease but the margin is anticipated to be doubled.
(e) There could be several uncontrollable factors contributing to this, including the clients' need to reduce costs, clients' changes in management, and other circumstances. One of the clients decided to bring the BPO operations in-house with the purpose of utilising their existing human capital and minimise layoff options. Some clients utilised their in-house AI development to achieve reduction in the required workforce.

Q6 : Strategy to break through the yearly turnover of RM200 to RM300 million.

A6 : Although the BPO market is huge, the Company operates in a highly competitive environment, and therefore differentiating itself to provide technology and digital solutions and services to clients is critical. Management's strategy also focuses on:-

- (i) diversifying its business portfolio, particularly in areas such as Gov-Tech business,
- (ii) investing in developing own intellectual properties, and
- (iii) businesses that generate higher returns and drive profitability.

SCICOM (MSC) BERHAD [200201029763 (597426-H)]
SUMMARY OF QUESTIONS AND ANSWERS POSED FOR THE TWENTY-SECOND ANNUAL GENERAL MEETING

- Q7 : (a) Whether the Company invested in cybersecurity and data protection.**
(b) The estimated investment cost allocates for AI-related products and services.
(c) Whether the Company has any expansion plan to new countries or markets.
(d) To elaborate the following aspects on environmental, social, and governance (“ESG”):-
(i) If staff’s compensation par with minimum wages; and
(ii) Company’s strategy on carbon footprint.
(e) Any diversity plan for the Board, particularly on gender and age.
- A7 : (a) The Company’s system is certified by the International Organisation for Standardisation (ISO) 20000-1. Scicom also engaged private cloud services and has its own security operating center for data protection.
(b) The Company plans to invest RM5 million in FY 2025 for both human capital and related equipment or software for AI.
(c) The Company would expand based on business opportunity, rather than certain countries. After the Covid-19 pandemic where businesses and employees are accustomed to working from home, it is no longer necessary to establish costly contact centers abroad, as remote working locations are sufficient to meet operational needs.
(d) (i) The Company is offering compensation to its staff that exceeds the latest mandated minimum wages; and
(ii) Management is focusing on initiatives to reduce energy consumption and paper usage internally for carbon footprint. As for stakeholders, Management would also monitor its clients and vendors’ sustainability initiatives to promote carbon footprint.
(e) The Board would consider on gender and age diversity when sourcing for new Board members, moving forward.
- Q8 : If Scicom is exploring opportunities for clients in Singapore.**
- A8 : The Singapore companies have mostly established a presence in Malaysia to handle operations internally, rather than outsourcing.