

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of VCPlus Limited (the “**Company**”) will be held by way of electronic means, on Thursday, 27 April 2023 at 10.00 a.m., for the following purposes, as set out below.

This Notice has been made available on SGXNet. A printed copy of this Notice will NOT be sent to members.

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2022 and the Statement of Financial Position of the Company as at 31 December 2022 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Lim Beng Chew, a Director retiring by rotation pursuant to Article 114 of the Company’s Constitution.  
*(See Explanatory Note (i))* **(Resolution 2)**
3. To re-elect Mr. Gavin Mark McIntyre, a Director retiring by rotation pursuant to Article 114 of the Company’s Constitution.  
*(See Explanatory Note (ii))* **(Resolution 3)**
4. To approve the payment of Directors’ Fees of S\$105,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears (FY2022: S\$105,000). **(Resolution 4)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

6. (I) To note the retirement of Messrs BDO LLP (“**BDO**”) as Auditors of the Company and to appoint Messrs Nexia Singapore PAC, as Auditors of the Company in place of BDO, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms as may be agreed by the Directors of the Company with Messrs Nexia Singapore PAC (the “**Proposed Change of Auditors**”); and **(Resolution 5)**
- (II) The Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution.  
*(See Explanatory Note (iii))*

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## 7. GENERAL MANDATE TO ISSUE SHARES OR CONVERTIBLE SECURITIES

(Resolution 6)

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”) and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company (the “**Directors**”) to:

- (a)
  - (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options (collectively, “**instruments**”) that may or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided that:
  - (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company with registered addresses in Singapore (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution, after adjusting for:
    - (1) new shares arising from the conversion or exercise of any convertible securities;
    - (2) (where applicable) new shares arising from exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
    - (3) any subsequent bonus issue, consolidation or subdivision of shares;

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Adjustments in accordance with (b)(ii)(1) or (b)(ii)(2) above are only to be made in respect of new shares arising from convertible securities, share options or Share awards which were issued and outstanding or subsisting at the time this Resolution is passed;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

*(See Explanatory Note (iv))*

## **8. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE ANCHOR RESOURCES EMPLOYEE PERFORMANCE SHARE PLAN (Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards granted or to be granted under the Anchor Resources Employee Performance Share Plan (the “**Plan**”), provided that the aggregate number of ordinary shares to be issued pursuant to the Plan and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company from time to time.

*(See Explanatory Note (v))*

By Order of the Board

Chua Ser Miang  
Non-Executive Chairman and Lead Independent Director

Date: 12 April 2023  
Singapore

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## Explanatory Notes:

- (i) Mr. Lim Beng Chew, upon re-election as Director of the Company, will remain as the Executive Director of the Company.
- (ii) Mr. Gavin Mark McIntyre, upon re-election as Director of the Company, will remain as an Independent Director of the Company, the Chairman of the Audit Committee (“**AC**”), and a member of the Remuneration Committee and the Nominating Committee. The Board considers Mr. Gavin Mark McIntyre to be independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr. Gavin Mark McIntyre and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence.

Detailed information (including information as required pursuant to Rule 720(5) of the Catalist Rules) on the abovementioned Directors who are proposed to be re-elected at the AGM of the Company can be found in the Company’s annual report 2022.

- (iii) The Ordinary Resolution 5 proposed in item 6 above, if passed, is to approve the proposed appointment of Messrs Nexia Singapore PAC as Auditors of the company in place of the retiring auditors, Messrs BDO LLP (“**BDO**”), and to authorise the Directors to fix their remuneration.

The Company’s existing auditors, BDO have been the auditors of the Company since the Company’s listing on the Catalist on 18 March 2016. BDO was re-appointed as auditors at the last AGM of the Company held on 29 April 2022 to hold office until the conclusion of the AGM. BDO has informed the Company that they will not be seeking re-appointment as auditors of the Company and will retire as the auditors of the Company at this AGM. The Company has, to date, no concerns with BDO on their discharge of the audit responsibility.

In addition, as part of ongoing good corporate governance initiatives, the Directors are of the view that a change in auditors would enable the Company to benefit from fresh perspectives and further, as part of the Company’s ongoing efforts to enhance operating cost efficiencies. The Company has on 10 March 2023 received a letter of nomination from a shareholder, Cedric Yap Kun Hao, nominating Nexia Singapore PAC as auditors in place of retiring auditors, BDO. A copy of the letter of nomination is available for inspection at the registered office address of the Company. The Board, having reviewed fee proposals from several audit firms and deliberated on the suitability of the respective audit firms, and in consultation with the AC, has recommended Messrs Nexia Singapore PAC to be appointed as the Auditors of the Company.

The AC had not considered the Audit Quality Indicators Disclosure Framework (“**AQI Framework**”) in its entirety as the adoption of the AQI Framework is voluntary. Nevertheless, the AC has considered, and is satisfied that Messrs Nexia Singapore PAC has adequate resources and experience to handle the audit, the audit engagement partner assigned to the audit has the appropriate experience to handle the audit, and there will be an adequate number of suitably experienced supervisory and professional staff assigned to the audit, having due regard to the size, businesses and complexity of the Group. There will be no change in the scope of the audit to be undertaken by Messrs Nexia Singapore PAC. Upon recommendation from the AC and after due deliberation, the Board is of the view that it would be in the best interests of the Company to appoint Messrs Nexia Singapore PAC as the auditor of the Group.

Messrs Nexia Singapore PAC is established in Singapore since 1 January 2020 with the merger of two award-winning firms, Messrs CA Trust PAC and Messrs Ardent Associates LLP which were established in 2008 and 2011, respectively.

Messrs Nexia Singapore PAC is a full-service firm of Chartered Accountants of Singapore registered with Accounting and Corporate Regulatory Authority (“**ACRA**”). Messrs Nexia Singapore PAC has more than 80 professional staff members and 9 active partners who are practicing Singapore Chartered Accountants serving a diverse range of clients, from large multinational corporations, non-profit organisations, MAS regulated entities to private businesses, entrepreneurs and individuals across a broad array of industry sectors.

Messrs Nexia Singapore PAC is a member of Nexia International, a global network of independent accounting firms with footprints in 125 countries. Messrs Nexia International is ranked 12th largest global accountancy network in 2022 and is a member of the Forum of Firms.

For more information about Messrs Nexia Singapore PAC, please visit its website at [www.nexiasingapore.com](http://www.nexiasingapore.com).

The engagement director-in-charge will be Mr. Wong Tit Siang, Vincent. Vincent is a practising member of the Institute of Singapore Chartered Accountants (“**ISCA**”) and a public accountant registered with ACRA, with more than 18 years of extensive experience in auditing and accounting. He was involved in the audit of different industries, including listed companies, private companies, multinational corporations and not-for-profit organizations. His portfolio ranged from MAS-regulated businesses, lifestyle, trading, food and beverages, manufacturing, construction and shipping industry. He also has experience in internal audit, financial due diligence, consolidation work and group accounts, financial accounting and reporting. Vincent has been subject to the Practice Monitoring Programme review by ACRA and has passed the Practice Monitoring Programme review by ACRA in 2023 and received no negative feedback from the exercise.

Apart from Vincent, Messrs Nexia Singapore PAC will be assigning Mr. Chang Fook Kay as the Engagement Quality Reviewer who will independently evaluate the significant judgements made by the engagement team and the related conclusions reached in forming the overall conclusion on the engagement. Mr. Chang has more than 25 years of audit experience in providing audit and assurance services to a variety of clients, including as engagement partner of public companies listed on the SGX-ST. He is also a chartered accountant with the ISCA, a member of the ISCA’s Investigation and Disciplinary Panel and a fellow practising member of the Association of Chartered Certified Accountants, UK. He was a former committee member of the ISCA’s Financial Statements Review Committee and was a former board member of the ISCA’s Auditing and Assurance Standards Committee. Mr. Chang has been subject to the Practice Monitoring Programme review by ACRA and has passed the Practice Monitoring Programme review by ACRA in 2009 and 2015 and received no adverse feedback from those reviews.

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An audit engagement manager is assigned to assist the audit engagement director to oversee the audit. The assigned manager has more than 8 years of experience in audits of both multinational corporations and listed companies in Singapore and is well-equipped with updated and relevant skill sets to help drive the audit process.

Messrs Nexia Singapore PAC had on 11 April 2023 given its written consent to act as new auditors of the Company and its Singapore incorporated subsidiaries, subject to approval from Shareholders for the Proposed Change of Auditors being obtained at the AGM. If approved, Messrs Nexia Singapore PAC will hold office until the conclusion of the next annual general meeting of the Company. The Company does not have any significant associated companies.

The Directors wish to express their appreciation for the services rendered by BDO in the past.

In accordance with Rule 712(3) of the Catalist Rules:

- (a) BDO has confirmed, by way of its letter dated 11 April 2023, that it is not aware of any professional reasons why Messrs Nexia Singapore PAC should not accept the appointment as auditors of the Company;
  - (b) the Company confirms that there were no disagreements with BDO on accounting treatments within the last 12 months;
  - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders of the Company;
  - (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed above; and
  - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Messrs Nexia Singapore PAC as the new auditors of the Company.
- (iv) The Ordinary Resolution 6 proposed in item 7 above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to this Resolution 6 (including shares to be issued in pursuance of instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, with a sub-limit of fifty per cent. (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (v) The Ordinary Resolution 7 proposed in item 8 above, is to authorise the Directors to allot and issue shares upon the vesting of awards under the Plan.

## NOTES:

1. The Meeting will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and Singapore Exchange Regulation's "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation" dated 4 February 2022. Members **will not** be able to attend the Meeting in person.

Alternative arrangements have been put in place to allow shareholders to participate at the AGM by:

- (a) observing the proceedings of the AGM via a "live" webcast ("**LIVE WEBCAST**") or listening to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**");
- (b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- (c) submitting text-based questions during the LIVE WEBCAST of the AGM;
- (d) appointing a proxy or proxies to attend and vote on their behalf at the AGM; and
- (e) participating in the live voting during the LIVE WEBCAST of the AGM.

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## 2. Registration for the AGM

A member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by **10.00 a.m. on 25 April 2023** (“**Registration Deadline**”), at the URL <https://conveneagm.com/sg/VCPlus2023>, for the Company to authenticate his/her/its status as member.

**Please note that members of the Company may access the URL for registration from 6.00 p.m. on 12 April 2023 onwards.**

Following successful authentication of his/her/its status as members of the Company, authenticated members of the Company will receive a confirmation email (“**Confirmation Email**”) and can access the LIVE WEBCAST and AUDIO ONLY MEANS via logging in to the pre-registration website using their login credentials created during pre-registration to observe the proceedings of the Meeting on the AGM day, by **12.00 p.m. on 26 April 2023**. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by **12.00 p.m. on 26 April 2023** may contact the Company for assistance at (65) 6856 7330 or email [support@conveneagm.com](mailto:support@conveneagm.com).

## 3. Submission of Questions

Members who have registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the Meeting during the Meeting by submitting text-based questions by clicking the “Ask a Question” feature and then clicking “Type your Question” to input queries in the questions text box. The Company will endeavour to respond to such queries during the Meeting as far as reasonably practicable.

Members are also encouraged to submit questions relating to the resolution to be tabled for approval at the Meeting in advance of the Meeting. To do so, all questions must be submitted by 10.00 a.m. on 19 April 2023, by post to the Company’s office at 223 Mountbatten Road, #03-10 Singapore 398008, attention to VCPlus AGM, or by email to [enquiry@vcplus.sg](mailto:enquiry@vcplus.sg), or via the online process through the registration website which is accessible at the URL <https://conveneagm.com/sg/VCPlus2023>. After the cut-off time for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the Meeting.

Members will need to identify themselves when posing questions by email or by post by providing the following details:

- the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- the member’s NRIC/Passport/UEN number;
- the member’s contact number and email address; and
- the manner in which the Member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM by publishing the responses to such questions on SGXNet and the Company’s website at <https://www.vcplus.sg/investor-relations/>, by 10.00 a.m. on 23 April 2023 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms).

Minutes of the Meeting will be published on SGXNet and the Company’s website at <https://www.vcplus.sg/investor-relations/>, and the minutes would include the responses to the substantial and relevant questions addressed at the Meeting.

## 4. Voting

A member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it may cast his/her/its votes remotely in real time via the Live Webcast.

As an alternative to the aforesaid real-time electronic voting, members may appoint a proxy or proxies to vote on his/her/its behalf at the Meeting. The proxy or proxies may cast his/her/its votes remotely in real time via the Live Webcast.

A member entitled to attend and vote at the AGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such member appoints more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Members may also vote at the AGM by appointing the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the Meeting. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the Chairman will vote at his discretion.

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In addition, CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company:

- a) may vote live via electronic means at the AGM, or pre-cast their votes via the URL in the Confirmation Email if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
- b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than **10.00 a.m. on 18 April 2023** (being seven (7) working days before the AGM).

The proxy form for the Meeting is made available with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day and can be accessed at the Company's website at the URL <https://www.vcplus.sg/investor-relations/>.

5. A proxy need not be a member of the Company.
6. The instrument appointing proxy/proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, attention to VCPlus AGM; or
  - b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com),
  - c) if by pre-registration website, be submitted at the URL <https://conveneagm.com/sg/VCPlus2023>

in either case, by **10.00 a.m. on 25 April 2023** (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**Members of the Company are encouraged to submit completed proxy forms electronically via email or the pre-registration website at URL <https://conveneagm.com/sg/VCPlus2023>.**

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this proxy form, failing which the instrument of proxy may be treated as invalid.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

## Personal Data Privacy:

By (a) submitting an instrument appointing a proxy to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the pre-registration to observe the proceedings of the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the Meeting or raising any questions during the Meeting in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before or during the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared in respect of the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or any motions he may propose/second) may be recorded by the Company for such purpose.