

YLI HOLDINGS BERHAD
(199501038047) (367249-A)
(Incorporated in Malaysia)

Minutes of the Twenty-Seventh Annual General Meeting of the Company conducted on a fully virtual basis through live streaming and remote voting via Remote Participation and Voting facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online> on Tuesday, 30 August 2022 at 11.00 a.m.

PRESENT : As per attendance list

1. WELCOME & INTRODUCTION

On behalf of the Board of Directors, the Chairman, YBhg Dato' Haji Samsuri bin Rahmat ("Dato' Chairman") welcomed all members to the Company's Twenty-Seventh Annual General Meeting ("AGM") which was conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") Facilities.

Dato' Chairman informed that the quorum could be determined by the number of members logged-in at the start of the meeting. He further urged to take note that the attendance of AGM was restricted to Shareholders/ Proxyholders and authorised representatives of corporate shareholders who had registered to join the meeting remotely. Any visual or audio recording of the meeting was strictly prohibited unless prior written consent was obtained.

Dato' Chairman briefed that the Notice of the Meeting had been sent to all members within the prescribed period and it was unanimously agreed that the Notice of the Meeting be taken as read. The Chairman continued to introduce the Board of Directors and the Company Secretary. The auditors, Baker Tilly Monteiro Heng PLT joined the Meeting remotely via video conferencing.

Dato' Chairman extended the apology from Tan Sri Dato' Academician Ir (Dr) Ahmad Zaidee Bin Laidin for his absence as he was away from Malaysia. He then called the meeting to order after confirming with the Company Secretary that there was sufficient quorum present.

2. CHAIRMAN ADDRESS

Dato' Chairman informed that there were six (6) Ordinary Resolutions to be tabled for consideration and approved by the shareholders. All the ordinary resolutions required a simple majority of more than 50% from the members or proxies present via online and voting through online remote voting. He informed the shareholders that the voting for all the resolutions to be put to vote would be by way of poll in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

He also informed that only members and proxies appointed for the Meeting who were virtually participating in the Meeting were allowed to vote, raise questions or seek clarifications which were relevant to the proposed motions in the Agenda. To facilitate the online voting process, the members/proxies were to submit their votes any time from the commencement of the Meeting until the end of the voting session to be announced later.

2. CHAIRMAN ADDRESS (...continued)

Dato' Chairman also notified that the poll would be conducted electronically via Remote Participation and Voting facility provided by Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator and results of the poll would be verified by Coopers Professional Scrutineers Sdn. Bhd. as Independent Scrutineers.

Dato' Chairman notified that shareholders, Ms Boey Bee Gut and proxy holder, Ms Florawati Binti Ihsan had offered to be proposer and seconder for all the six (6) ordinary resolutions of the AGM.

He further informed that every member who was virtually participating either in person or by proxy had the right to ask question via query box and vote on the agenda of this meeting starting from the commencement of meeting until the end of the voting session which would be announced later. Remote Voting Procedures was played to facilitate the online voting process.

3. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Dato' Chairman informed that the first item on the agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Reports of the Directors and Auditors thereon, copies of which have been circulated, were tabled before the Meeting.

Dato' Chairman explained to the shareholders that the Audited Financial Statements for the financial year ended 31 March 2022 are meant for discussion only as provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

He further informed the shareholders that the Company had received a letter dated 10 August 2022 from Minority Shareholder Watch Group ("MSWG"). A summary of the questions raised by MSWG on Operational & Financials Matters as well as Sustainability Matters and the answers given by the Chairman on behalf of the Company were read by the Company Secretary and set out in Appendix A attached.

Dato' Chairman informed that the Board and the Management shall attend to the questions during the Q&A session.

4. RE-ELECTION OF DATO' HAJI SAMSURI BIN RAHMAT

For his re-election, Dato' Chairman passed the Chair over to the Group Managing Director, Mr Seah Heng Chin ("Mr Seah").

Members of the floor ("Members") were informed that the proposed ordinary resolution 1 was to re-elect Dato' Haji Samsuri Bin Rahmat who retired as a Director of the Company in accordance with Clause 76(3) of the Company's Constitution and being eligible, had offered himself for re-election.

Mr Seah then passed back the Chair to Dato' Chairman.

5. RE-ELECTION OF MS HEW KAM MOOI

Members were informed that the proposed ordinary resolution 2 was to re-elect Ms Hew Kam Mooi who retired as a Director of the Company in accordance with Clause 76(3) of the Company's Constitution and being eligible, had offered herself for re-election.

6. RE-APPOINTMENT OF AUDITORS

Members were informed that the proposed ordinary resolution 3 was for the re-appointment of Baker Tilly Monteiro Heng PLT as Auditors to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors.

7. DIRECTORS' FEES AND DIRECTORS' BENEFITS

Members were informed that the proposed ordinary resolution 4 was to approve the payment of Directors' fees for the financial year ended 31 March 2022 and the Directors' benefits from 30 August 2022 until the next Annual General Meeting of the Company up to an aggregate amount of RM500,000.00.

8. AUTHORITY FOR SHARE BUY-BACK

Members were informed that the proposed resolution 5 was to seek approval on the proposed authority for the purchase of the Company's own ordinary shares of up to ten per centum (10%) of the total issued shares of the Company as set out in the Statement to Shareholders dated 29 July 2022 and the resolution was as follows:-

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company 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:

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back Authority").

8. **AUTHORITY FOR SHARE BUY-BACK (...continued)**

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- (i) To cancel all or part of the Purchased Shares;
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) To resell all or part of the treasury shares;
- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) To transfer all or part of the treasury shares as purchase consideration;
- (vii) To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

8. AUTHORITY FOR SHARE BUY-BACK (...continued)

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

Dato' Chairman advised that the details and rationale of the Proposed Renewal of Share Buy-Back Authority were as stated in pages 1 to 3 of the Statement.

9. ISSUANCE OF NEW ORDINARY SHARES

Members were informed that the proposed ordinary resolution 6 was to seek approval from shareholders for issuance of new ordinary shares pursuant to Section 75 and 76 of the Companies Act 2016 as set out in Appendix B.

Dato' Chairman reminded that the Company had proposer and seconder for this resolution. Voting for this resolution would be conducted on a poll.

10. ANY OTHER BUSINESS

Dato' Chairman informed that the Company did not receive any other notice under any other business.

11. QUESTIONS & ANSWERS SESSION

Dato' Chairman proceeded to address the questions received by the Company pre-AGM and via the query box as per Appendix C attached hereto.

He informed that the management would respond to questions which they had not been able to address during the Meeting via emails after the Meeting.

12. VOTING SESSION

Dato' Chairman called upon the members to proceed to cast their votes and further announced that the voting session would be open for another 5 minutes. The voting instructions were re-played on the screen to facilitate the online voting process.

At 11.37 a.m., Dato' Chairman informed the closure of the online voting session and adjourned the Meeting to facilitate the counting of the votes.

The Meeting took a short recess and the corporate video was played to introduce and update the activities and achievements of the Company.

13. **DECLARATION OF POLL RESULT**

The Meeting resumed at 12.03 p.m. with the requisite quorum being present.

Dato' Chairman then called the Meeting to order for the declaration of results. He informed that the poll voting results had been duly validated by the Independent Scrutineers.

The poll voting results as follows were shared to the meeting on the screen:-

Result On Voting by Poll

Resolution(s)	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Ordinary Resolution 1	38,671,617	99.8704	50,183	0.1296	38,721,800	100.000
Ordinary Resolution 2	38,671,617	99.8704	50,183	0.1296	38,721,800	100.000
Ordinary Resolution 3	38,671,617	99.8704	50,183	0.1296	38,721,800	100.000
Ordinary Resolution 4	6,152,970	99.0544	58,741	0.9456	6,211,711	100.000
Ordinary Resolution 5	38,671,700	99.8706	50,100	0.1294	38,721,800	100.000
Ordinary Resolution 6	38,671,517	99.8701	50,283	0.1299	38,721,800	100.000

Based on the results, Dato' Chairman declared that all the resolutions were carried.

14. **CLOSURE**

Before he closed the Meeting, Dato' Chairman informed that the management would address those questions which they did not manage to answer during the Meeting via emails. He also thanked all shareholders for their support and participation at the Meeting.

Dato' Chairman took this opportunity to place the Board's outmost appreciation to Tan Sri Dato' Academician Ir (Dr) Ahmad Zaidee Bin Laidin, who would be retiring as Director after the AGM, for his dedicated service and valuable contribution to the Company.

There being no other business to discuss, the Meeting ended at 12.06 p.m. with a vote of thanks to Dato' Chairman.

SIGNED AS A CORRECT RECORD


CHAIRMAN

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Answers to Questions posed in relation to the MSWG Letter dated 10 August 2022

Operational and Financial Matters

1. Financial Performance

	FINANCIAL YEAR ENDED (FYE) 31 MARCH	
	2022 RM'000	2021 RM'000
INCOME STATEMENT		
Revenue	83,849	103,174
Loss After Tax	5,143	239

(Source: Page 5 of the Annual Report 2022)

Question 1(a):

How does the Board intend to address the decrease in revenue and significantly higher loss recorded in FYE2022 compared to FYE2021?

Reply:

Owing to pro-long Covid-19 pandemic around the World since early year 2020, Movement Control Orders (“MCO”) implemented for Malaysia with various restrictions on production/business activities coupled with conflict between Russia and Ukraine. These unfavorable events have seriously affected the supply chain of raw materials, demand for our products and progress of projects at site. Nevertheless, we are optimistic the Company can perform better moving forward given that the adverse impact from these external factors has been reduced as of now compared to a few months ago.

Question 1(b):

What is the financial performance prospect of YLI in FYE2023? Does the Board expect an improvement in both top and bottom-line results in FYE2023?

Reply:

First half of year 2022 is indeed a very challenging period for our company given skyrocketing high raw material pricing, weaker exchange rate between Ringgit Malaysia against US Dollar, expensive logistic costs and unjust inflation around the World. All of these adverse events have resulted slow in demand for our products and progress of projects at site affected our top and bottom-line result. However, given the positive development in term of Covid-19 pandemic and lower raw materials pricing starting second half of year 2022, we foresee that the Company will recover gradually from second half of year 2022 barring any new unforeseen circumstances.

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2. The Group recorded a gross profit margin (“GPM”) of 5.17% (RM4,332,000/RM83,849,000) in FYE2022 compared to GPM of 9% (RM9,294,000/RM103,174,000) in FYE2021 (Page 52 of the Annual Report 2022).

The decline in GPM was primarily due to a multitude of factors, including the adverse implications from on-going Covid-19 Pandemic and the conflict between Russia and Ukraine and the pro-longed spike in raw material pricing, consumable material pricing, and utility cost (Page 19 of the Annual Report 2022).

Question 2(a):

Given that the abovementioned combination factors, may continue to impact the Group’s business performance adversely, in what ways can the Group improve the GPM?

Reply:

The Company is managing the internal control factor such as procuring the scrap metal (one of the main raw materials for the Group) directly with licenses recently obtained under one wholly owned subsidiary by end of the year 2021. With that, the procurement costs can be reduced gradually by sourcing the scrap metal directly and not to rely entirely on external supply alone. As for external factors, the Company will continue to monitor closely and to prepare the Company earliest possible for any adverse changes from time to time.

Question 2(b):

Can the Group pass on rising costs or a portion of it to the customers?

Reply:

Yes, but to a certain extent as we have to always keep our price competitive to maintain our market position.

Question 2(c):

What is the Group’s targeted GPM for FYE2023?

Reply:

We hope to achieve a better result compared to FYE2022.

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3. Construction and Project Management Segment

Question 3(a):

What are the reasons for zero revenue from the Segment in FYE2022 (FYE2021: Revenue of RM5,970,000) (Pages 106-107 of the Annual Report 2022)?

Reply:

We have completed and handed-over the Majlis Sukan Negara project in March 2021. At the same time, we are very careful with new projects given the skyrocketing high pricing for all construction materials with shortage of labour that may end up with cost overrun for projects with small profit margin.

Question 3(b):

Has the Segment faced difficulties getting a project or contract? If so, what is the Segment’s strategy to deal with difficulty?

Reply:

As explained above, we are very careful with any new project that is low in profit margin given uncertainties (such as Covid-19 pandemic, international conflicts) occurred since early year 2020. We will only consider to take projects with reasonable profit margin. For the time being, we tried to maintain low operating costs and not to indulge in projects with uncertain risk with low in return.

Question 3(c):

What is the Segment’s current order book and targeted order book replenishment in the next two financial years?

Reply:

The order book is minimal. We target to secure the RM20 million to RM40 million in the next two financial years.

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Question 3(d):

As reported on Pages 106-107 of the Annual Report 2022, there are the expected credit losses (ECL) on trade and other receivables amounting to RM264,000 (FYE2021: Nil).

- i. Which trade and other receivables are involved in this ECL exercise?
- ii. What is the prospect of reversing the ECL amount?

Reply:

- i. These are merely compliance with Accounting Standard (MRFS 9 – Financial Instruments) with no major issue of collecting the payment from the Customer.
- ii. As explained, no major issue to collect back these provisions of ECL amount.

4. Manufacturing and Trading Segment

Question 4(a):

The Group has been upgrading its production machineries for further improvement in its operational efficiency (Page 20 of the Annual Report 2022).

- i. How much total fund has been disbursed for upgrading the machineries? What is the budget requirement for this upgrading exercise in FYE2023?
- ii. What is the progress of this upgrading exercise? When does the Segment expect to complete this exercise?
- iii. What improvements have been achieved, to-date?

Reply:

- i. We have spent about RM5 million for the upgrading of machineries. We will continue to allocate the budget between RM1 million to RM2 million annually for upgrading of machineries.
- ii. We have completed the Phase 1. We are preparing for next phase of upgrading of machineries and we hope to complete all the upgrading of machineries within 5 years.
- iii. One of our main subsidiaries managed to reduce the rejection rate of production substantially upon completion of Phase 1 on upgrading of machineries.

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Question 4(b):

What is the previous and current capacity utilization rate for the Segment’s factories, and the expected capacity utilization rate in FYE2023?

Reply:

The capacity utilization is slightly lower than 50% for the Segment’s factories. We expect the capacity utilization rate to slightly improved for FYE2023.

Question 4(c):

What is the outlook for the trading business of the Group’s products in FY2023?

Reply:

In general, the market is still full of challenges and uncertainties as of now. The unjust inflation has affected the confidence of all business activities and the demand for all products remain to be soft. However, we have started to see some light with alleviation on raw materials pricing which may help to reduce the production costs and to improve the bottom-line provided that the domestic business activities can be geared up further soon.

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Approval for issuance of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company and subject to approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centim (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”

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QUESTIONS RECEIVED PRE-AGM AND DURING THE MEETING

No	Questions	Company's Response
1.	The Government impose monthly a week 45 hours workforce. What is the impact to company for new employment?	The impact is not expected to be significant. However, as per the announcement made by the Minister of Human Resources, the implementation will be delayed to 1 January 2023 for the time being.
2.	Does it apply to all full-time employment included general worker, supervisor level, executive, manager and also top management?	It only applies to a small number of employees and the impact is insignificant.
3.	What would be the Company's justification for the wages pay?	The Company will have to comply with the law enforced.
4.	Does new operational cost increase after RM1,500 minimum wages and annual increase of salaries?	The impact is insignificant.
5.	Will Company revise wages and salaries to reduce overall cost of operation?	Not at the moment as the impact from amendment to the Act is insignificant.
6.	Does new working hours apply to sales team which included out-going customer service and customer relations (salesman, marketing, merchandising etc)? Are the outbound Sales Representative and Sales Executive to abide by these working hours? If not, how do you compensate staff for non-abiding by these working hours?	It applies but the impact is insignificant.
7.	The raw material prices, foreign ringgit exchange rate are getting volatile and with weakening of ringgit, what is Company's plan to secure profit in overall business operation?	We always hedge forward or purchase forward on foreign currencies and raw materials required when the rate or price is favourable in accordance with our operation's needs.

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No	Questions	Company's Response
8.	Is the Company able to distribute dividends and remain good in profit margin in this financial as well as upcoming quarter?	As the external environment still remain to be very challenging ranging from volatile exchange rate, costs of raw materials, inflation, we foresee the result could be better for the second half of 2022 provided that the external environment do not get worse.
9.	What strategy would be executed for Company to remain profitable?	Business networking, production capability and experience and customer base remain to be our main tools to achieve profitable results for the Company.
10.	Does the Company have the capability of providing full services to following industries: (a) Oil and gas (b) Chemical (c) Marine (d) Underground and services (e) Mining and refining (f) Food processing (g) Medical (h) Energy and utilities	The Group has the capability to supply to all the industries mentioned except for food processing, marine and medical.
11.	What are the goodwills for Company future plans to level up service provider in overall.	Our track record, production capability and business networking are our main strengths for the Company moving forward.
12.	Since the Company have products and services with ISO Standard in addition to QC and QA, main con and subcon ability, is it possible to serve wider range of professional needs?	All this while, the Company has been and is always exploring on wider usage for our products ranging from special coating and grade of materials.
13.	May I know, what is the company's future Outlook?	The future of the Company will be better provided the adverse impact from external environment such as Covid-19, weakening of exchange rate between Ringgit against US Dollar, volatile inflation are under control.

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No	Questions	Company's Response
14.	Will the Board consider giving door gifts such e-voucher or e-wallets for those participating in this AGM as a token of appreciation?	The Company will look into giving e-voucher, e-wallet/gift when the results of the Company improve.