

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

Minutes of the Thirty-First Annual General Meeting of YLI Holdings Berhad held at Event Hall, Lot 3066, Jalan Datuk Sulaiman, Sungai Penchala, 60000 Kuala Lumpur on Thursday, 27 August 2026 at 10.00 a.m.

Present : **Members of the Board**
YBhg Dato' Abdul Jalil bin Abdul Karim (Dato' Chairman)
Mr Seah Heng Chin (Mr Seah) (Managing Director)
Pn Shamshiah binti Hashim @ Abu Bakar (Pn Shamshiah) (Director)
Encik Azmi bin Mohd (Encik Azmi) (Director)
YBhg Datuk Haji Jalaludin bin Haji Ibrahim (Datuk Jalaludin)
Ms Lim Yoke Moi (Ms Lim)
YBrs Dr. Hj. Badrul Hisham bin Mohd Yusoff (Dr. Badrul)

Shareholders and Proxy - As per Attendance List attached

In Attendance : Puan Wan Razmah Binti Wan Abd Rahman (Joint Company Secretary)
Ms Wong Shey Lan (Joint Company Secretary)

By Invitation : As per Attendance List

1.	WELCOME & INTRODUCTION On behalf of the Board of Directors, the Chairman of the Company's Thirty-First Annual General Meeting ("AGM"), YBhg Dato' Abdul Jalil bin Abdul Karim ("Dato' Chairman"), welcomed all members to the AGM.
1.1	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, the Company Secretary, and the auditors, Baker Tilly Monteiro Heng PLT.

1.	WELCOME & INTRODUCTION (...continue)
1.2	Dato' Chairman then called the Meeting to order after confirming with the Company Secretary that there was sufficient quorum present.
2.	CHAIRMAN ADDRESS
2.1	Dato' Chairman informed that there were eight (8) Ordinary Resolutions to be tabled for consideration and approval by the shareholders. The ordinary resolutions required a simple majority of more than 50% from the members or proxies present. 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.
2.2	Dato' Chairman also informed that Plantation Agencies Sdn Bhd, was appointed as the Poll Administrator to conduct the poll process, and Usearch Corporate Services Sdn. Bhd. was appointed as Independent Scrutineer to supervise polling process and verify the poll results. The poll would be taken at the end of the Meeting.
2.3	Dato' Chairman notified that proxy holders, Ms Cheong Bee Lian and Ms Lee Bee Lan had offered to be proposer and seconder for all the resolutions of the AGM.
3.	AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON
3.1	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 2026 together with the Reports of the Directors and Auditors thereon, copies of which have been circulated, were tabled before the Meeting.
3.2	Dato' Chairman explained to the shareholders that the Audited Financial Statements for the financial year ended 31 March 2026 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.

3.	AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON (...continue)
3.3	He further informed to the shareholders that the Company had received a letter dated 20 August 2026 from the Minority Shareholder Watch Group ("MSWG"). The Company's written reply on the questions raised by MSWG on Operational and Financial, Sustainability and Corporate Governance matters will be sent to MSWG and will be posted on the Company's website after the Meeting. Dato' Chairman then invited Puan Wan Razmah Binti Wan Abd Rahman, the Company Secretary to read out the questions raised by MSWG and the Company's responses therein as set out in Appendix A of the Minutes of the Meeting.
3.4	Dato' Chairman informed that the Board and the Management shall attend to the questions during the Q&A session.
4.	RE-ELECTION OF MR SEAH HENG CHIN
4.1	Members of the floor ("Members") were informed that the proposed Ordinary Resolution 1 was to re-elect Mr Seah Heng Chin 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.
5.	RE-ELECTION OF PN SHAMSHIAH BINTI HASHIM @ ABU BAKAR
5.1	Members were informed that the proposed Ordinary Resolution 2 was to re-elect Pn Shamshiah binti Hashim @ Abu Bakar 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-ELECTION OF YBRS DR. HJ. BADRUL HISHAM BIN MOHD YUSOFF
6.1	Members were informed that the proposed Ordinary Resolution 3 was to re-elect YBrs Dr. Hj. Badrul Hisham bin Mohd Yusoff who retired as a Director of the Company in accordance with Clause 78 of the Company's Constitution and being eligible, had offered himself for re-election.
7.	RE-ELECTION OF ENCIK AZMI BIN MOHD
7.1	Members were informed that the proposed Ordinary Resolution 4 was to re-elect Encik Azmi bin Mohd who retired as a Director of the Company in accordance with Clause 78 of the Company's Constitution and being eligible, had offered himself for re-election.
8.	RE-APPOINTMENT OF AUDITORS
8.1	Members were informed that the proposed Ordinary Resolution 5 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.
9.	DIRECTORS' FEES AND DIRECTORS' BENEFITS
9.1	Members were informed that the proposed Ordinary Resolution 6 was to approve the payment of Directors' fees for the financial year ended 31 March 2026 and Directors' benefits from 28 August 2026 until the next Annual General Meeting of the Company up to an aggregate amount of RM500,000.00.

10.	RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
10.1	Members were informed that the proposed Ordinary Resolution 7 was to seek approval from shareholders for the issuance of new ordinary shares of up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company, pursuant to Section 75 and 76 of the Companies Act 2016. This Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and for general corporate purpose as deemed necessary. The full text of the resolution is set out in the Notice of Meeting.
11.	RENEWAL OF AUTHORITY FOR SHARE BUY-BACK
11.1	Members were informed that the proposed resolution 8 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 30 July 2026 and the resolution was as follows: -
11.2	"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

11.	RENEWAL OF AUTHORITY FOR SHARE BUY-BACK (...continue)
	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").
11.3	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,
11.4	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.
11.5	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;

11.	RENEWAL OF AUTHORITY FOR SHARE BUY-BACK (...continue) 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. 11.6 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." 11.7 Dato' Chairman informed 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. 12. ANY OTHER BUSINESS 12.1 Dato' Chairman informed that the Company did not receive any other notice under any other business.
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13.	QUESTIONS & ANSWERS SESSION
13.1	Dato' Chairman proceeded to address the questions and answers sessions and then invited questions from the shareholders to the motion.
13.2	The questions raised by Members during the Meeting, are as set out in Appendix B of the Minutes of the Meeting.
13.3	There being no further queries from the Meeting, Dato' Chairman then proceeded with the voting of the 31st AGM.
14.	BRIEFING ON POLLING PROCEDURES
14.1	Dato' Chairman informed the shareholders that the Share Registrars, Plantation Agencies Sdn Bhd, would facilitate the poll administrator and Usearch Corporate Services Sdn. Bhd. has been appointed the Scrutineer.
14.2	He then briefed all present at the Meeting on the voting procedures which was conducted manually and said polling would commence immediately after the briefing.
15.	ADJOURNED OF MEETING FOR POLL VOTING
15.1	The Meeting was adjourned at 10.40 am for the poll voting to commence immediately.
16.	DECLARATION OF POLL RESULT
16.1	The Meeting resumed at 10.55 a.m. with the requisite quorum being present.
16.2	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.

16.

DECLARATION OF POLL RESULT (...continue)

16.3

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

Result On Voting by Poll

Resolutions	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Resolutions 1	56,310,126	100.0000	0	0.0000	56,310,126	100.0000
Resolutions 2	56,310,126	100.0000	0	0.0000	56,310,126	100.0000
Resolutions 3	56,310,126	100.0000	0	0.0000	56,310,126	100.0000
Resolutions 4	56,310,126	100.0000	0	0.0000	56,310,126	100.0000
Resolutions 5	56,310,126	100.0000	0	0.0000	56,310,126	100.0000
Resolutions 6	56,310,026	99.9998	100	0.0002	56,310,126	100.0000
Resolutions 7	56,310,126	100.0000	0	0.0000	56,310,126	100.0000
Resolutions 8	56,310,126	100.0000	0	0.0000	56,310,126	100.0000

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

17.

CLOSURE

17.1

Dato’ Chairman thanked all shareholders for their support and participation at the Meeting.

17.2

Dato’ Chairman further informed that the Company would be providing Touch n Go e-wallet top-up of RM20.00 to the shareholders who logged-in and participated at the AGM.

17.3

Dato’ Chairman informed that the EGM will commence immediately after this Meeting.

17.4

There being no other business to discuss, the Meeting ended at 10.58 a.m. with a vote of thanks to Dato’ Chairman.

SIGNED AS A CORRECT RECORD


CHAIRPERSON

Date: 27 August 2026

YLI Holdings Berhad**Answers to Questions posed in relation to the MSWG Letter dated 20 August 2026****A. Operational & Financial Matters**

1. In FY2026, the Group recognised a RM13.5 million fair value gain on investment properties, while certain properties were written off amounting to RM14.1 million and others were disposed of at a loss of RM2.643 million during the same period (Note 6, Pages 93-95 of the Annual Report (AR) 2026, and Note 26, Page 119 of AR 2026).
 - a) Which investment properties contributed to the fair value gain? Please explain the key factors that drove the valuation uplift.
 - b) How many investment properties were written off during FY2026, and what were the locations, carrying values and original acquisition dates of these properties? Why were they written off only in FY2026?
 - c) Were any of the written-off properties acquired, reclassified, revalued, or subject to significant fair value gains in recent years prior to their write-off?
 - d) Did the Board or Audit Committee previously review the written-off properties, and were any concerns raised in earlier years regarding their recoverability?
 - e) Following the write-offs, are there any other investment properties within the portfolio that may be at risk of impairment or write-down in FY2027?
 - f) Considering that the combined write-offs and disposal losses exceeded RM16 million, effectively offsetting the RM13.5 million fair value gain, what is Management's assessment of the overall economic return generated by the Group's investment property portfolio, and what steps are being taken to improve shareholder value going forward?

Answer:

1. (a) The RM13.5 million fair value gain arose from the remeasurement of the Group's investment properties to their fair values as at 31 March 2026. The portfolio comprised freehold land, leasehold land, buildings on freehold land and buildings on leasehold land under Yew Lean Foundry & Co Sdn Bhd, Zenith Eastern (M) Sdn Bhd and Damini Corporation Sdn Bhd. Fair values were determined using valuation techniques including the comparison method and cost method, based on relevant valuation assumptions and prevailing market conditions.
1. (b) The RM14.1 million write-off related to investment properties held under Yew Lean Foundry & Co Sdn Bhd in Prai acquired in 1994 & 1999 where buildings on leasehold land had been demolished upon request from the purchaser. The write-off arose when the relevant buildings were demolished and were no longer available for use.
1. (c) No, there isn't written-off properties acquired, reclassified, revalued, or subject to significant fair value gains in recent years prior to their write-off.
1. (d) Yes. The investment property portfolio forms part of the Group's regular financial reporting and asset management review. The Board and Audit Committee review significant financial reporting matters, including material movements in investment property valuations and the related accounting treatment.
1. (e) The Group continuously reviews its investment property portfolio and assesses fair values at each reporting date. As at 31 March 2026, the remaining investment properties had a total fair value of RM65.6 million. Based on information currently available, Management is not aware of any specific matter requiring a further write-down. Valuations on annual basis will nevertheless continue to be reassessed based on market conditions and relevant assumptions.
1. (f) Generating positive return to the Shareholder on the existing investment property portfolio has always been the main agenda for the management and the Group subject always to the market preference & condition at the point of disposal. The remaining portfolio will be managed with a focus on positive return and value enhancement.

2. The Construction and Project Management segment's loss widened from RM438,000 in FY2025 to RM4.264 million in FY2026, while net liabilities deepened to RM9.302 million. The segment also recorded a first-time impairment of RM3.793 million on contract assets (Note 15, Page 109 of AR 2026, and Note 34, Pages 136-137 of AR 2026).
- a) What contracts caused the RM3.793 million impairment on contract assets, and is recovery, including legal action, being pursued?
- b) What is the plan to address this segment's growing net liabilities?
- c) Is Haluan Prisma Sdn Bhd's Grade 7 CIDB tendering capacity affected (Page 18 of AR 2026)?

Answer:

2. (a) The construction contract is namely "Naiktaraf Kompleks Majlis Sukan Negara". Management continues to pursue recovery despite impairment made through appropriate contractual and legal channels where applicable.
2. (b) We had on 29 June 2026 to announce entering Property Development industry via joint development of vacant land located in Puncak Alam. This will complement with our existing Construction and Project Management segment moving forward with more development projects forthcoming.
2. (c) Haluan Prisma Sdn Bhd's Grade 7 CIDB license is still valid until 30 January 2029 and our tendering capacity is unaffected by this impairment arising from the applicable approved Accounting treatment.

B. Environmental, Social And Governance Matters

3. Two Industrial Court disputes at Yew Lean Foundry & Co Sdn Bhd (YLF), a Group subsidiary, stem from a reduced working-day schedule and a retrenchment exercise. The Court has fixed both matters for hearing in October and December 2026, after this AGM (Note 36, Page 138 of AR 2026).
- a) In light of these disputes, has the Group identified any changes needed to its employee consultation, restructuring, or workforce management processes?
- b) If so, have those changes been made at YLF, and what are they?

Answer:

3. (a) The Board recognises the importance of effective employee communication and consultation, particularly during restructuring. The Group would like to stress that any restructuring action done by the Group on the Human Resources planning are always adhere to applicable employment and industrial relations requirements after in consultation with relevant external professional, including legal counsel. Nevertheless, moving forward, the Management will always explore options to strengthen the process via more effective communication to affected employees and consultation with employee representatives where appropriate.
3. (b) YLF has ceased its manufacturing operations and is now focused on trading activities with minimal workforce. Nevertheless, the Management will continue to apply strengthened employee engagement and restructuring processes for future workforce changes with the appointment of appropriate professional advisers, if applicable.

YLI Holdings Berhad

Answers to Questions Raised by Shareholders during the 31st AGM

A. ENCIK NURHISHAM SIDEK (MSWG Representative)

Q1. Regarding the cash position, the Company level current cash balance is approximately RM54,000. How do the Board of Directors ("Board") and Management plan to build up the Company's cash reserves over the next few years?

Answer:

Upon the successful completion of the Group's ongoing disposal of lands and buildings, the Group expects its cash position to improve significantly. With the proceeds from the said disposals and the progress of existing projects and the potential of prospective new ventures, the Board and Management remain confident in strengthening the Group's financial position and rebuilding a sustainable cash reserve in the years ahead.

Q2. We noted that the Company has shifted its focus from manufacturing to trading this year. Is this due to the Company's financial challenges, and what impact will this have on the Group's profit margins going forward?

Answer:

YLI Holdings Berhad has strategically expanded into micro trading and completed the acquisition of Damini Group, which has contributed significantly to the Group's overall performance. In addition, the Group has announced its expansion into the property development sector.

Going forward, the Group will no longer rely solely on its manufacturing business but will diversify its operations across trading, water-related solutions, and property development. This strategic diversification is not driven by financial challenges but is part of the Group's long-term growth strategy to broaden its revenue streams, strengthen business resilience, and enhance earnings potential. The Board and Management believe that this diversified business portfolio will contribute positively to the Group's profitability and support sustainable margin growth over time.

Q3. Regarding the share capital reduction, what are the prospects for a turnaround over the next two to three years? While the exercise may strengthen the balance sheet, it may not directly impact operational performance. We would like to understand the target timeframe and key benchmarks for the turnaround as set by the Board and Management.

Answer:

With the Group's strategic entry into the property development sector this year, we expect this segment to contribute meaningfully to the Group's future financial performance. The proposed development is supported by an estimated Gross Development Value (GDV) of approximately RM130 million and will complement the Group's existing trading and core business operations.

Based on the progress of our current business initiatives and expansion plans, the Board and Management are cautiously optimistic that the Group can achieve a meaningful turnaround within the next two to three years. While the proposed share capital reduction does not directly improve operational performance, it is an important strategic exercise to strengthen the Company's balance sheet, eliminate accumulated losses, and enhance the overall financial position of the Group.

This will provide a stronger platform for future growth, improve stakeholders' confidence, and support the execution of the Group's long-term turnaround and value-creation strategy. The Board and Management will continue to monitor the performance of the Group's business segments and focus on achieving sustainable profitability and positive cash flow over the medium term.

B. MR TAN KAY WEE (Shareholder)

Q4. According to page 76, Statements of Cash Flows, of the Annual Report 2026, changes in working capital for inventories is RM32.589 million. Could you please elaborate on the composition of these inventories? It is encouraging to note the reduction in inventory levels, and we would appreciate further details on this development.

Answer:

The Group's inventories mainly comprise physical stocks of ductile iron pipes and fittings, water meters, electric smart meters, and related water infrastructure products held to support operational requirements and ensure supply continuity for customers.

The movement disclosed in the cash flow statement represents the net utilisation and realisation of these inventories during the financial year, as inventory holdings were progressively converted into sales and cash.

The reduction in inventory levels is a positive development, as it demonstrates the Group's efforts in managing its working capital more efficiently. The effective utilisation and monetisation of inventory holdings have contributed positively to the Group's cash flow position during the financial year. Going forward, the Group will continue to optimise its inventory management practices to balance operational requirements with working capital efficiency, while supporting future business growth.