

**PROGRESSIVE IMPACT CORPORATION BERHAD**  
**REGISTRATION NO. 199001011782 (203352-V)**  
(Incorporated in Malaysia)

**MINUTES OF THE 30TH ANNUAL GENERAL MEETING (“AGM”) CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SUITE 5.02, MERCU PICORP, LOT 10, JALAN ASTAKA U8/84, BUKIT JELUTONG, 40150 SHAH ALAM, SELANGOR DARUL EHSAN, MALAYSIA ON THURSDAY, 23 JUNE 2022 AT 10.00 A.M.**

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- Present: : Datuk Abdul Hamid bin Sawal – *Chairman*  
Zaid bin Abdullah – *Deputy Executive Chairman*  
Dato’ Dr Lukman bin Ibrahim – *Group Executive Director*  
Zaidah binti Mohd Salleh – *Non-Independent Non-Executive Director*  
Dato’ Hajjah Rosnani binti Ibarahim – *Independent Non-Executive Director*  
Lee Weng Chong – *Independent Non-Executive Director*  
Kamarul Baharin bin Albakri – *Independent Non-Executive Director*
- Usamah bin Zaid – *Alternate Director to Zaid bin Abdullah*  
Fatimah Zahrah binti Zaid – *Alternate Director to Zaidah binti Mohd Salleh*
- In attendance : Ms Kuan Hui Fang – *Company Secretary*  
Representatives from Ernst & Young PLT  
Representative from cfSolutions Sdn. Bhd.

The attendance of members, corporate representatives, proxies is as per the Summary of Attendance List via the Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website.

### **OPENING ADDRESS**

The Chairman welcomed the members and attendees to the Company’s 30th AGM. The Chairman informed that the 30th AGM was conducted entirely through live streaming from the Broadcast Venue located at PICORP’s office. The Chairman then introduced the Board members to the shareholders.

In addition to the Board members, the Company Secretary, Auditors and Advisors also joined the meeting via video conferencing.

### **NOTICE**

The notice convening the meeting, having been circulated earlier to all members of the Company within the prescribed period, was taken as read.

### **QUORUM**

The Chairman advised the meeting that the Constitution of the Company required the presence of at least two (2) members or proxies or corporate representatives to form a quorum. For a fully virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

The Chairman informed that the quorum requirement had been met at the start of the meeting and called the meeting to order.

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The Chairman advised that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. Pursuant to the Constitution of the Company, the Chairman declared that Resolutions 1 to 13 in the Notice of the 30th AGM shall be voted by poll.

The Chairman advised that for Ordinary Resolutions 11 to 13, a two-tier voting would be conducted to seek shareholders' approval to retain Dato' Hajjah Rosnani binti Ibarahim, Datuk Abdul Hamid bin Sawal and Mr Lee Weng Chong as Independent Non-Executive Directors. The poll would be conducted after all items on the agenda have been dealt with.

The Chairman then briefed the shareholders on the flow of the meeting and informed that the poll administrator was Tricor Investor & Issuing House Services Sdn. Bhd. ("Poll Administrator") and the independent scrutineer was Asia Securities Sdn Berhad ("Scrutineer").

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 ("AFS 2021") TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON**

The Chairman informed that the AFS 2021 together with the Directors' and Auditors' Reports were meant for discussion only as the Companies Act 2016 did not require a formal approval of the shareholders for the AFS 2021. Therefore, the item was not put forward for voting.

The Chairman declared the AFS 2021 together with the Directors' and Auditors' Reports thereon be received.

**2. RESOLUTION 1  
**SINGLE TIER FINAL DIVIDEND OF 0.30 SEN PER SHARE FOR THE YEAR ENDED 31 DECEMBER 2021****

The Chairman proceeded to the second item on the agenda i.e. Resolution 1 on the payment of a Single Tier Final Dividend of 0.30 sen per share for the financial year ended 31 December 2021. He put the following motion to the meeting for consideration:

*"THAT the payment of a Single Tier Final Dividend of 0.30 sen per share for the year ended 31 December 2021 be hereby approved."*

**3. RESOLUTION 2  
**RE-ELECTION OF ZAID BIN ABDULLAH PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY****

The Chairman informed that Resolution 2 was on the re-election of Zaid bin Abdullah as Director and put the following motion to the meeting for consideration:

*"THAT Zaid bin Abdullah retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected as Director of the Company."*

4. **RESOLUTION 3**  
**RE-ELECTION OF DATO' HAJJAH ROSNANI BINTI IBARAHIM PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY**

The Chairman moved on to Resolution 3 on the re-election of Dato' Hajjah Rosnani binti Ibarahim as Director and put the following motion to the meeting for consideration:

*"THAT Dato' Hajjah Rosnani binti Ibarahim retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected as Director of the Company."*

5. **RESOLUTION 4**  
**RE-ELECTION OF KAMARUL BAHARIN BIN ALBAKRI PURSUANT TO CLAUSE 78 OF THE CONSTITUTION OF THE COMPANY**

The Chairman informed that Resolution 4 was on the re-election of Kamarul Baharin bin Albakri as Director and put the following motion to the meeting for consideration:

*"THAT Kamarul Baharin bin Albakri retiring pursuant to Clause 78 of the Constitution of the Company and who being eligible, be hereby re-elected as Director of the Company."*

6. **RESOLUTION 5**  
**PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES**

The next item on the agenda was on the payment of Non-Executive Directors' fees.

The Chairman put the following motion to the meeting for consideration:

*"THAT the payment of Non-Executive Directors' Fees of RM244,200 for the period commencing from the date immediately after the 30th Annual General Meeting up to the date of the next Annual General Meeting to be held in 2023 be hereby approved."*

7. **RESOLUTION 6**  
**PAYMENT OF DIRECTORS' BENEFITS**

Moving on to the next item on the agenda, the Chairman informed that Resolution 6 was on the payment of Directors' benefits.

He put the following motion to the meeting for consideration:

*"THAT the payment of Directors' Benefits of RM282,000 for the period commencing from the date immediately after the 30th Annual General Meeting up to the date of the next Annual General Meeting to be held in 2023 be hereby approved."*

8. **RESOLUTION 7**  
**RE-APPOINTMENT OF ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY**

The Chairman informed that Resolution 7 was on the re-appointment of Ernst & Young PLT as Auditors.

The Chairman put the following motion to the meeting for consideration:

*“THAT Ernst & Young PLT be hereby re-appointed as Auditors of the Company at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next Annual General Meeting”.*

**9. RESOLUTION 8**  
**PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman informed the meeting that the next item on the agenda was on the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

He informed that the Directors who were deemed interested in the Proposed Renewal of Shareholders’ Mandate and persons connected with them had abstained and would continue to abstain from all deliberations and voting on this resolution.

He then put the following motion to the meeting for consideration:

*“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (“the Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 27 April 2022 (“the Related Parties”) provided that such transactions are:*

- (a) necessary for the day-to-day operations;*
- (b) undertaken in the ordinary course of business at arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and*
- (c) not detrimental to the minority shareholders of the Company,*

*(“Proposed Renewal of Shareholders’ Mandate”).*

*THAT such approval, shall continue to be in force until:*

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which the Proposed Renewal of Shareholders’ Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or*
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or*
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,*

*whichever is earlier.*

*AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."*

**10. RESOLUTION 9**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY**

Moving on to the next item on the agenda, the Chairman informed that Resolution 9 was on the Proposed Renewal of Shareholders' Mandate to purchase Ordinary Shares of up to 10% of the total number of issued shares in the Company.

The Chairman put the following motion to the meeting for consideration:-

*"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") 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").*

*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:*

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which this resolution is passed, at which time the authority shall lapse unless by ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;*
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or*
- (c) 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*

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*accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.*

*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 charged with the responsibility for companies may by order prescribe; and/or*
- (viii) to deal with the treasury shares in any other manner 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.*

*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. RESOLUTION 10**  
**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairman informed that Resolution 10 was to seek authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016. This Resolution was a renewal of the previous year's mandate. The mandate would provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval to avoid incurring additional costs and time.

He then put the following motion to the meeting for consideration:

*“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 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 from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”*

**12. RESOLUTION 11**  
**APPROVAL FOR DATO’ HAJJAH ROSNANI BINTI IBARARIM TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Chairman moved on to Resolution 11 which was on Dato’ Hajjah Rosnani binti Ibarahim’s continuation in office as an Independent Non-Executive Director.

The Chairman informed the meeting that the Board of Directors had, through the Nomination Committee, conducted an annual performance evaluation and assessment on Dato’ Hajjah Rosnani binti Ibarahim’s independence and recommended her continuation in office as an Independent Non-Executive Director. The resolution would be voted using the two-tier voting process.

He then put the following motion to the meeting for consideration:

*““THAT subject to passing of Ordinary Resolution 3, approval be and is hereby given for Dato’ Hajjah Rosnani binti Ibarahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”*

**13. RESOLUTION 12**  
**APPROVAL FOR DATO’ ABDUL HAMID BIN SAWAL TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

As Resolution 12 was on the Chairman’s continuation in office as an Independent Non-Executive Director, the Chairman requested Dato’ Dr Lukman bin Ibrahim, the Group Executive Director, to take the meeting through this item.

Dato’ Dr Lukman informed the meeting that the Board of Directors had, through the Nomination Committee, conducted an annual performance evaluation and assessment on Datuk Abdul Hamid bin Sawal’s independence and recommended his continuation in office as an Independent Non-Executive Director. The resolution would be voted using the two-tier voting process.

He then put the following motion to the meeting for consideration:

*“THAT approval be and is hereby given for Datuk Abdul Hamid bin Sawal who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until 31 May 2023.”*

Dato' Dr Lukman then handed the chair back to the Chairman.

**14. RESOLUTION 13**  
**APPROVAL FOR MR LEE WENG CHONG TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Resolution 13 was on Mr Lee Weng Chong's continuation in office as an Independent Non-Executive Director.

The Chairman informed the meeting that the Board of Directors had, through the Nomination Committee, conducted an annual performance evaluation and assessment on Mr Lee Weng Chong's independence and recommended his continuation in office as an Independent Non-Executive Director. The resolution would be voted using the two-tier voting process.

He then put the following motion to the meeting for consideration:

*“THAT authority be and is hereby given to Lee Weng Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until 31 May 2023.”*

**ANY OTHER BUSINESS**

The Chairman informed that no notice for other business pursuant to the Companies Act 2016 and the Constitution of the Company had been received.

**Q&A SESSION**

At the invitation of the Chairman, Dato' Dr Lukman addressed the questions submitted prior and during the 30th AGM by the shareholders.

The Q&A session attached hereto as “Appendix A”, shall form part of these minutes.

**CONDUCT OF POLL**

Having dealt with all with items on the agenda, the meeting then proceeded to vote on Resolutions 1 to 13 by poll. The Chairman adjourned the meeting at 10.50 a.m. for the counting of votes.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairman resumed the meeting at 11.25 a.m. for the declaration of the results of the poll.

Based on the poll results attached hereto as “Appendix B”, the Chairman declared Resolutions 1 to 13 carried.



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**CLOSURE**

The Chairman thanked those present for their attendance and closed the meeting at 11.30 a.m.

**READ AND CONFIRMED BY**

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**CHAIRMAN**

Dated:

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**QUESTION AND ANSWER SESSION OF THE 30TH ANNUAL GENERAL MEETING OF THE**  
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**Question 1:**

With COVID-19 pandemic almost behind us, does the company have any concrete plans to boost its revenue, any joint ventures or M&A in the pipelines?

**The Company's response:**

*The Group faced challenges during the COVID-19 pandemic as it could not meet and engage with customers. The Group spent time during the pandemic period to prepare itself for the post-pandemic period and carried out product development and engagements with existing and new principals so that it could provide better offerings to its customers.*

*The Group's businesses are divided into two (2) business segments, i.e. Laboratory Testing Services and Environmental Monitoring, Consultancy and Services ("EMCS").*

*The Laboratory Testing Services has been growing steadily and profitably. New test methods (for food safety analysis) have been introduced to the Malaysian and Indonesia markets. For EMCS, apart from offering domestic wastewater solution, the Group has widened its product offering by introducing the MyHero solution to address palm oil mill effluent. The development of MyHero has been completed and it is ready to be launched in the market.*

*There is a collaboration with Intelligent Aqua Sdn Bhd ("IASB") to develop a water treatment solution for drinking water. The first order for a mini water treatment plant in Jelawat Kelantan has been received from Air Kelantan. The project is expected to be delivered to the customer in November 2022. The Company is also aiming for another larger scale project with Air Kelantan.*

*These are the efforts organically planned to improve the top and bottom lines. At the same time, the Company does not rule out the possibility on carrying out merger and acquisition to boost long-term performance. The Company will make the appropriate announcement when there is a concrete plan.*

*On monitoring side, it is known that Lembaga Urus Air Selangor ("LUAS") is currently working on its zero-discharge policy. This is good for the monitoring business and the Group hopes that there are opportunities in this area.*

**Question 2:**

As seen from the Annual Report, the GP margin and profit margin is decreasing compared to 2021 and 2022. With further price increase of items, do the company expect more pressure on profitability in 2022?

**The Company's response:**

*Business risks have increased with the increase in oil price, rising Overnight Policy Rate and the war between Russia and Ukraine. The Company needs to address the pressure on the top-line as well as control its costs through process improvement plan. The Company hopes to have better profit margins and cost improvement by offering value added solutions.*

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**Question 3:**

Can the company share if it manages to get any new orders to date? Noted from the annual report that Indonesia Chevron/ Pertamina contract is ending in August 2022. Is the company working on getting an extension for that contract?

**The Company's response:**

*As of 31 March 2022, the Group had orders amounting to RM16 million, of which RM13 million was from the laboratory testing services and the remaining RM3 million from EMCS. Management is putting in efforts to obtain an extension of the current contract which will be expiring in August 2022 from Pertamina. The Company believes there is a good chance as P.T. ALS Indonesia offers a complete solution. PT ALS Indonesia will also look into other sectors in Indonesia such as food safety analysis, apart from the oil and gas sector. P.T. ALS Indonesia will explore the setting up new branches in different provinces in Indonesia to better serve the market.*

**Question 4:**

Assalamualaikum Chairman & Directors. Does PICORP have any new products to introduce to the market?

**The Company's response:**

*As mentioned in the reply to Question 1, the Company has identified new product offerings for Laboratory Testing Services and EMCS.*

*The Company is also looking into several other new products from the principals to boost the monitoring business and make the necessary preparation to meet the requirements of LUAS in the event the zero-discharge policy is implemented.*

*The Company has also introduced a new revenue segment in the Kingdom of Saudi Arabia ("KSA"), i.e integrated pest management services to cater to private businesses and residential areas.*

**Question 5:**

As Salam Dato' Chairman. Is there any impact to ALS with Pertamina taking over from the Chevron contract? Can ALS survive this taking over?

**The Company's response:**

*Although there has been a decrease in orders since the contract was taken over by Pertamina, the ALS team has been putting in effort to ensure the continuity of the contract with Pertamina. Apart from the contract, P.T. ALS Indonesia has also focused on expanding its business in the food safety sector in Indonesia as this is a growing sector and there are good orders from this sector.*

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**Question 6:**

Assalamualaikum Sirs. Did PICORP get involved with the state government to resolve the water shortage issue? And what do you do with Air Selangor on water monitoring?

**The Company's response:**

*The Group is working closely with Air Selangor and its subsidiary to address water shortage and water quality monitoring and has been involved directly with Air Selangor and Landasan Lumayan Sdn Bhd ("LLSB") in the River Monitoring System ("RMS"). To-date, the Group has installed four (4) units of RMS for Air Selangor and another four (4) units of RMS for LLSB.*

*With regard to water quality monitoring, 190 units of Online Analyser (OLA) System have been installed for Air Selangor to monitor the level of chlorine, turbidity and drinking water distribution pipeline before it reaches consumers.*

**Question 7:**

*Would like to suggest future AGM to be held in location easily accessible via public transport such as Bangsar South / around Jln Sultan Ismail, nearby KLCC.*

**The Company's response:**

*The Company takes note of the suggestion and will consider holding physical meetings in the future.*

**Question 8:**

Dear BOD – Kindly give us some e-vouchers, food vouchers or e-wallet (no discount vouchers please) for being loyal shareholders and attending this meeting. Times are bad now. Please be considerate to us shareholders during these trying times. TQ.

**The Company's response:**

*The Company will provide Grab e-vouchers to shareholders holding at least 1,000 shares and participating at this AGM.*