

JADI IMAGING HOLDINGS BERHAD (“JADI” OR “THE COMPANY”)

Registration No. 200001023711 (526319-P)

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-THIRD (“23RD”) ANNUAL GENERAL MEETING OF JADI IMAGING HOLDINGS BERHAD HELD ON A VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT LOT 4.1, 4TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON MONDAY, 30 SEPTEMBER 2024 AT 10:00 A.M.

Present at Broadcast Venue	: <u>Board of Directors</u> Mr. Ong Gim Hai – <i>Executive Director (in the Chair)</i> Mr. Leow Wey Seng – <i>Independent Non-Executive Director</i> Mr. Ling Chi Hoong – <i>Independent Non-Executive Director</i> Ms. Tan Su Ning – <i>Independent Non-Executive Director</i>
In Attendance	Ms. Adeline Tang Koon Ling – <i>Company Secretary</i>
By Invitation	Ms. Elaine Chan – <i>Finance Manager</i> Mr. Teh Wei Xuan } <i>Messrs HLB Ler Lum Chew PLT,</i> Ms. Goh Yoke Ting } <i>External Auditors</i>
Attended via Video Conferencing	Ms. Tan Soo Pooi } <i>Representatives from</i> Ms. Nor Syazwana Binti Khairul Baki } <i>Workshire Corporate Services Sdn. Bhd.</i>

Attendance of Shareholders

The attendance of members/corporate representatives/proxies is as per the Summary of Attendance List via the Remote Participation and Voting (“RPV”) facilities operated by InsHub Sdn. Bhd. (“InsHub”) in Malaysia via <https://rebrand.ly/JADI-AGM>.

CHAIRMAN

On behalf of the Board of Directors of Company, Mr. Ong Gim Hai, the Executive Director of the Company and the appointed Chairman of the meeting, welcomed the members and attendees to the Company’s 23rd Annual General Meeting (“23rd AGM”).

Chairman then introduced the Board members, company secretary and the External Auditors to the members.

NOTICE

The notice convening the meeting dated 31 July 2024, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

QUORUM

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

Upon confirming the presence of the requisite quorum pursuant to the Company’s Constitution as confirmed by the Company Secretary, the Chairman called the meeting to order at 10:00 a.m.

JADI IMAGING HOLDINGS BERHAD (“JADI” OR “THE COMPANY”)

Registration No. 200001023711 (526319-P)

MINUTES OF THE 23RD ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2024

POLLING AND ADMINISTRATIVE MATTERS

Chairman informed that pursuant to Paragraph 8.29A of 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. The poll would be conducted after all items on the agenda were dealt with.

Chairman then briefed the members on the flow of the meeting as follows:-

- (1) The meeting to go through all the six (6) ordinary resolutions of the Company as set out in the Notice of the 23rd AGM.
- (2) Questions and Answers (“Q&A”) session whereby the Board addressed the questions submitted by the members using Q&A panel via the RPV facilities operated by InsHub.
- (3) After having dealt with the Q&A, all the six (6) ordinary resolutions be put to vote electronically via RPV application operated by InsHub.

The members were informed that the Company had appointed Workshire Share Registration Sdn. Bhd. as the poll administrator to conduct the polling process and SharePolls Sdn. Bhd. as the Independent Scrutineer (“Scrutineer”) to verify the poll results.

The guide on the remote voting procedures and the manner to navigate through the RPV application were then shared to the members.

Chairman informed that the online voting on all the ordinary resolutions would remain open until the closure of voting session to be declared by himself.

LETTER FROM THE MINORITY SHAREHOLDERS WATCH GROUP

Chairman informed the meeting that the Company received a letter dated 24 September 2024 from the Minority Shareholders Watch Group (“MSWG”) and the Company had prepared a letter of reply accordingly.

The questions raised by MSWG together with the Company’s response were displayed on screen for ease of reading by all present.

The letter dated 18 September 2024 from the MSWG together with the Company’s replies marked as “Appendix A” is attached hereto, and shall formed part of these minutes.

Chairman then proceeded with the business of the agenda of the 23rd AGM.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

The Audited Financial Statements for the financial year ended 31 March 2024 (“AFS FYE 2024”) together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled to the meeting.

Chairman informed that the AFS FYE 2024 was meant for discussion only as pursuant to the Companies Act 2016, the AFS FYE 2024 does not require a formal approval of the members. Therefore, it was not put forward for voting.

Chairman declared that the AFS FYE 2024 together with the Reports of the Directors and Auditors thereon be received.

2. ORDINARY RESOLUTION 1 – DIRECTORS’ FEES OF RM408,000 FOR THE PERIOD FROM THE 23RD ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Chairman proceeded to ordinary resolution 1 on the payment of the Directors’ Fees of RM408,000 for the period from the 23rd Annual General Meeting until the next Annual General Meeting of the Company. The following resolution was put to the meeting for consideration and voting:-

“THAT the payment of the Directors’ Fees of RM408,000 for the period from the 23rd Annual General Meeting until the next Annual General Meeting of the Company be approved.”

3. ORDINARY RESOLUTION 2 – DIRECTORS’ BENEFITS UP TO AN AMOUNT OF RM30,000 FOR THE PERIOD FROM THE 23RD ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Chairman moved on to ordinary resolution 2 on the payment of the Directors’ Benefits up to an amount of RM30,000 for the period from the 23rd Annual General Meeting until the next Annual General Meeting of the Company. The following resolution was put to the meeting for consideration and voting:-

“THAT the payment of the Directors’ Benefits up to an amount of RM30,000 for the period from the 23rd Annual General Meeting until the next Annual General Meeting of the Company be approved.”

4. ORDINARY RESOLUTION 3 – RE-ELECTION OF MR. LEOW WEY SENG WHO RETIRES PURSUANT TO CLAUSE 76 OF THE COMPANY’S CONSTITUTION

Chairman then moved on to ordinary resolution 3 on the re-election of Mr. Leow Wey Seng. The following resolution was put to the meeting for consideration and voting:-

“THAT Mr. Leow Wey Seng retiring pursuant to Clause 76 of the Company’s Constitution and being eligible, be re-elected as Director of the Company.”

5. ORDINARY RESOLUTION 4 – RE-APPOINTMENT OF MESSRS HLB LER LUM CHEW PLT AS AUDITORS OF THE COMPANY

Chairman moved on to ordinary resolution 4 on the re-appointment of auditors. The Chairman informed that Messrs HLB Ler Lum Chew PLT had indicated their willingness to continue in office. He then put the following resolution to the meeting for consideration and voting:-

“THAT Messrs HLB Ler Lum Chew 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 AND THAT the Directors be authorised to fix their remuneration.”

6. ORDINARY RESOLUTION 5 – AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Chairman then moved on to ordinary resolution 5 on the authority for the Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

Chairman declared that the full text of the proposed resolution read together with the amendment made thereof be taken as read.

He further informed that the ordinary resolution 5 if passed, will give the Directors of the Company, from the date of this Annual General Meeting, an authority to allot ordinary shares of not more than 10% of the total number of issued shares of the Company, for such purposes as the Directors consider would be in the interest of the Company. This authority shall, unless be revoked or varied by the Company at a General Meeting, expires at the next Annual General Meeting.

The following resolution was put to the meeting for consideration and voting:-

“THAT subject always to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 23rd Annual General Meeting or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Clause 12(2) of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

7. ORDINARY RESOLUTION 6 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)

Chairman informed that ordinary resolution 6 was on Proposed Renewal of Share Buy-Back Mandate. He informed that the details of the Proposed Renewal of Share Buy-Back Mandate were set out in the Statement to Shareholders as contained in the Annual Report 2024, announced and published by the Company on 31 July 2024.

7. ORDINARY RESOLUTION 6 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”) (CONTINUED...)

He then put the following resolution to the meeting for consideration and voting:-

“THAT subject always to the Act, the Constitution of the Company, the MMLR of 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”).

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:

(a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution is passed, 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;

(b) the expiration of the period within which the next Annual General Meeting 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 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:

7. ORDINARY RESOLUTION 6 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”) (CONTINUED...)

- (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 responsibility for companies 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.*

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.”

8. ANY OTHER BUSINESS

Chairman informed that the Company had not received notice for any other business pursuant to the Companies Act 2016.

Q&A SESSION

After tabling all resolutions, the Chairman addressed the questions and comments posed by the members during the meeting.

The summary of the questions posed by the members and the responses from the Board marked as “Appendix B” is attached hereto, shall formed part of the minutes.

JADI IMAGING HOLDINGS BERHAD (“JADI” OR “THE COMPANY”)**Registration No. 200001023711 (526319-P)****MINUTES OF THE 23RD ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2024****CONDUCT OF VOTING BY POLL**

After having dealt with all the items on the agenda and the Q&A session, the meeting continued for another 5 minutes to allow shareholders, corporate representatives and proxies to complete their voting on the ordinary resolutions 1 to 6 by poll via RPV.

After 5 minutes, the Chairman announced the closing of the voting session, the meeting was adjourned for approximately 20 minutes, to facilitate the counting of votes by the poll administrator and verification of poll results by the Scrutineer.

ANNOUNCEMENT OF POLL RESULTS

Upon the availability of the poll results, Chairman called the meeting to resume.

The results of the poll which had been verified by the Scrutineer was projected on the screen for the members' information.

Based on the results of the poll attached, Chairman declared that the ordinary resolutions 1 to 6 were carried as follows:-

ORDINARY RESOLUTION 1

“THAT the payment of the Directors' Fees of RM408,000 for the period the 23rd Annual General Meeting until the next Annual General Meeting of the Company be approved.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
41	482,676,095	99.9912	21	42,280	0.0088	

ORDINARY RESOLUTION 2

“THAT the payment of the Directors' Benefits up to an amount of RM30,000 for the period from the 23rd Annual General Meeting until the next Annual General Meeting of the Company be approved.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
43	482,681,295	99.9923	19	37,080	0.0077	

ORDINARY RESOLUTION 3

“THAT Mr. Leow Wey Seng retiring pursuant to Clause 76 of the Company's Constitution and being eligible, be re-elected as Director of the Company.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
49	482,697,926	99.9958	13	20,449	0.0042	

JADI IMAGING HOLDINGS BERHAD (“JADI” OR “THE COMPANY”)**Registration No. 200001023711 (526319-P)****MINUTES OF THE 23RD ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2024****ANNOUNCEMENT OF POLL RESULTS (CONTINUED...)****ORDINARY RESOLUTION 4**

“THAT Messrs HLB Ler Lum Chew 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 AND THAT the Directors be authorised to fix their remuneration.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
52	482,399,632	99.9961	9	18,743	0.0039	

ORDINARY RESOLUTION 5

“THAT subject always to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 24th Annual General Meeting or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Clause 12(2) of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
47	482,695,959	99.9954	15	22,416	0.0046	

ANNOUNCEMENT OF POLL RESULTS (CONTINUED...)

ORDINARY RESOLUTION 6

“THAT subject always to the Act, the Constitution of the Company, the MMLR of 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”).

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:

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution is passed, 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;
- (b) the expiration of the period within which the next Annual General Meeting 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 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;

JADI IMAGING HOLDINGS BERHAD (“JADI” OR “THE COMPANY”)

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MINUTES OF THE 23RD ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2024

ANNOUNCEMENT OF POLL RESULTS (CONTINUED...)

ORDINARY RESOLUTION 6 (CONTINUED...)

- (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 responsibility for companies 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.

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.”

Votes in Favour			Votes Against			Results
No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%	Accepted
48	482,696,159	99.9954	14	22,216	0.0046	

CLOSURE OF MEETING

There being no further business, the meeting was closed at 11:00 a.m. with a vote of thanks to the Chair, the Directors, invitees, shareholders and proxies for their online participation.

SIGNED AS A CORRECT RECORD

SIGNED

CHAIRMAN OF THE MEETING

Dated: 30 September 2024

Questions raised by MSWG together with the Company’s response

Operational & Financial Matters

1. The Group recorded a 9.2% decline in revenue to RM26.4 million in FY2024. Meanwhile, the cost of sales increased 11.8% to RM30.8 million. (page 78 of Annual Report (AR) 2024)

(a) What were the reasons for the significant increase in the cost of sales despite a decline in revenue?

(i) Forex Depreciation (Ringgit Malaysia)

The weakening Ringgit has increased the cost of imported goods, raising overall expenses

(ii) Provision for Obsolete Stock

Additional provision for outdated inventory has been made, impacting the cost of sales

(iii) Increase in Utilities

Higher utility costs have led to increased operational expenses, affecting manufacturing costs

(b) Please provide the breakdown of the Group’s cost of sales for FY2024 and FY2023.

Category	FY2024 (RM)	FY2023 (RM)
Cost of good sold	17,744,701	13,109,767
Manufacturing cost	3,779,228	3,171,493
Direct labour cost	2,241,575	2,539,065
Indirect labour expenses	940,306	1,100,128
Factory, Plant & Machinery Maintenance	5,295,394	6,761,764
Warehousing cost	27,040	51,476
QC labour cost	478,109	498,537
QC overhead	307,779	322,738
Grand Total	30,814,132	27,554,968

(c) What are the measures that the Group has taken or plans to take to improve its cost structure?

(i) Introduction of new products with high margins.

(ii) Implementation of better cost management practices, including the installation of digital power meters to monitor electricity usage.

(iii) Adoption of lean management strategies, including the consolidation of production plants and reduction in manpower.

(d) What is the outlook for the remainder of FY2025?

Jadi Group has faced challenges in growing its toner manufacturing business. To reduce reliance on this segment, the Group expanded into healthcare, personal care, and consumer electronics in FY2021. With a positive outlook in ICT and Consumer Electronics industries, the Group plans to further expand its Consumer Electronics Business to diversify revenue streams its Consumer Electronics Business to diversify revenue streams.

2. **With the proliferation of technology and e-commerce in the global markets, JADI has taken bold steps to ride on the trend by diversifying its income stream into trading and distribution of general merchandise. Going forward, the management intends to add other general merchandise such as information technology (IT) products and solutions, pharmaceutical and health care products into its e-commerce ecosystem in its effort to garner more sales. (page 7 of AR 2024).**

Please provide more details on the IT products and solutions, pharmaceutical and health care products that the Group plans to introduce to the market. What are your strategies to compete in the highly competitive e-commerce marketplace with low barriers to entry?

Please refer to the circular to shareholders regarding the proposed diversification of the existing businesses of JADI Imaging Holdings Berhad, dated 13 September 2024.

Corporate Governance Matters

3. **Practice 5.9 of the Malaysian Code of Corporate Governance (MCCG) stipulates that the Board should comprise at least 30% women directors.**

As of FY2024, there was only one woman director, representing 25% of the total number of directors on the Board.

Has the Company interviewed any women candidates for the independent director position? When does the Group expect to adopt Practice 5.9?

The group has been actively searching for a qualified female director, as required, but has yet to identify a suitable candidate. In the meantime, the position will remain vacant until a qualified individual is appointed.

4. **Practice 1.2 of the MCCG stipulates that the Chairman of the board plays a critical role in instilling good corporate governance practices, leadership, and effectiveness of the Board.**

JADI departs from Practice 1.2 and has been without a Chairman since Mr. Liew Kim Siong's resignation on 3 January 2022.

What are the challenges faced by the Company in appointing a board Chairman? When does the Company expect to adopt Practice 1.2?

The Chairman position will remain unfilled until a suitable candidate is appointed.

Sustainability Matters

5. **For the Environment Pillar under Sustainability Framework, the Group disclosed the data for water and energy consumption for the last three financial years. However, it did not disclose the data for waste and GHG emissions. (page 26-28 of AR 2024)**

What were the reasons for not disclosing the data for waste and GHG emissions? And when will the Company start disclosing the data? In the future Sustainability Statement, please include the Group’s targets and timelines for reduction in GHG emissions, water consumption, waste generated, and energy consumption.

According to Bursa Malaysia’s Annexure PN9-A of Practice Note 9, for mainboard-listed companies, the disclosure of indicator data on waste management and GHG emissions is only effective from the financial year ending on or after 31 December 2024. Therefore, this data was not presented in the Company’s FY31.3.2024 sustainability statement.

Management is currently working to implement systems for compiling and analyzing the data, and will disclose it accordingly in the Company’s FY31.3.2025 sustainability statement when such disclosure becomes mandatory.

We acknowledge the feedback and will enhance our reporting by including our targets and timelines in the FY2025 sustainability statement.

Summary of the questions posed by the members and the responses from the Board

1. When will Company starts to make profit? What are the top 3 challenges?

The business environment is very challenging due to ongoing increase of logistical cost, political instability in the Middle East and central Europe, trade war between China and America, significant fluctuation in foreign currencies, increase in cost and utilities.

Company is taking extra measures to control costs and margins engaging and hope that with the diversification exercise, the management be able put the Company back on track in the near future.

2. The ink jet business is sunset?

Currently, the Company does not produce ink jet ink but we are the toner manufacturer.

3. How much does the company spend on this virtual AGM?

The virtual AGM cost is based on market rate and it is more cost effected compared to holding physical AGM.

4. Would the board consider any door gift for shareholder attending this AGM?

No door gift to be given to shareholders attending this AGM but the management would consider giving door gift at the next AGM.