



INSAS BERHAD

Registration No. 196101000026(4081-M)
(Incorporated in Malaysia)

Key Matters Discussed at the 61ST Annual General Meeting of Insas Berhad held on 27 November 2023

No.	Questions raised by shareholders/proxy	The Company's responses
1.	<p>During FY 2023, M & A Securities has acted as principal adviser and successfully listed 6 (FY 2022: 7) companies on the ACE Market. M & A Securities has continuously been ranked as one of the top principal advisers in the IPO market for ACE and LEAP Markets. M & A Securities will continue its niche in the stock broking and corporate finance advisory role in promoting SME and growth companies to list on the ACE and LEAP Markets.</p> <p>M & A Securities recorded a slightly lower pre-tax profit of RM19.8 million in FY 2023 as compared to RM22.8 million in FY 2022, mainly due to lower revenue generated by M & A Securities.</p> <p>Referring to EGM key matters discussed:</p> <p>M&A Securities will continue to focus on the financial services industry, and intend to expand and strengthen its corporate finance, stock-broking and margin financing businesses. Its future plans include potential investment in asset management businesses and the setting up of a Labuan investment bank to become a diversified financial services group with primary objective to increase the long-term business sustainability and enhance shareholders' value.</p> <p>What is the planned timeline for M&A Securities to become a diversified financial services group?</p>	<p>In October 2023, M&A Equity has signed a Sale & Purchase Agreement to acquire 75% equity interest in Value Partners Asset Management Malaysia Sdn Bhd, a licensed fund management company in Malaysia for a total cash consideration of RM2.75 million. The proposed acquisition will provide opportunity for M&A Equity to add on to its stockbroking, corporate finance & related businesses of M&A Securities to become a full fledge financial services provider. The proposed acquisition is pending approval of the relevant regulatory authority.</p>

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2.	Any plans to expand M&A Securities' corporate finance advisory role in promoting SME and growth companies to list on the Main Markets?	M&A Securities is licensed to provide corporate advisory, sponsorship, placement agent and underwriting for the Main Market, ACE Market & LEAP Market on the Bursa Securities, but its strength and forte is to provide corporate advisory services to the entrepreneur-owned SME & growth companies, mainly for the IPO and fund raising in the ACE Market and LEAP Market. We have successfully transferred some of the corporations listed by M&A Securities in the ACE Market to the Main Market of Bursa Securities
3.	<p>During the financial year, Melium Group's sales have improved considerably to almost pre-Covid level for many of the brands Melium carries. In FY 2023, Melium Group posted a net profit of RM15.4 million as compared to RM2.5 million in FY 2022 as its business continued to improve basing on the numbers of inbound tourists from China are encouraging.</p> <p>Any planned timeline to list Melium in Bursa?</p>	The Board of Melium is currently evaluating proposals for IPO but there is no planned timeline at this stage.
4.	<p>The manufacturing and distribution of consumer products and services was a new segment in the 4th quarter of FY 2022, reported revenue of RM4 million (FY 2022: RM0.8 million) and a higher pre-tax loss of -RM2.3 million in FY 2023 (FY 2022: -RM0.6 million) mainly due to intangible assets written off of RM0.7 million and higher operating expenses incurred in FY 2023.</p> <p>The Group will be evaluating its options for the food manufacturing business in FY 2024.</p> <p>What are the options under evaluation and what is the planned timeline to turnaround this new segment?</p>	<p>The management of QBI is currently evaluating various options to increase sale and lower costs of production in light of the higher raw material costs, higher labour costs due to minimum wages, competitive environment and higher costs of living.</p> <p>The installation of the plant and machineries for the manufacturing of sweetened creamer products have been completed and the plant is in advance stage of testing and R&D for the creamer products. Barring unforeseen circumstances, the QBI management is cautiously targeting to turnaround this segment within the next 2 years.</p>
5.	<p>The property investment and development unit suffered pre-tax loss of -RM3.7 million in FY 2023 (FY 2022: pre-tax loss -RM6.9 million), primarily due to the continual loss contribution from Ho Hup Group.</p> <p>The performance of Ho Hup has improved mainly due to</p>	The projected gross development value of Flex @ Bukit Jalil is in excess of RM850 million.

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	<p>increase in property development activities contributed by newly launched project Flex @ Bukit Jalil in 4th Quarter of FY 2023 and current on-going projects ie. The Crown Suites project in Kota Kinabalu and Laman Iskandaria, Kulai.</p> <p>What is the projected net development value of Flex @ Bukit Jalil?</p>																
6.	<p>What are the total units Crown Suites project in Kota Kinabalu and Laman Iskandaria, Kulai for sales and how many units already confirmed sold?</p>	<p>The total units sold and available for sale as at 20 Oct 2023 are as follows:</p> <table border="1" data-bbox="1016 555 2058 691"> <thead> <tr> <th>Project</th> <th>Total Units</th> <th>Sold</th> <th>Booked</th> <th>Unsold</th> </tr> </thead> <tbody> <tr> <td>The Crown Suites</td> <td>470</td> <td>315</td> <td>106</td> <td>49</td> </tr> <tr> <td>Laman Iskandaria, Kulai</td> <td>457</td> <td>455</td> <td>2</td> <td>-</td> </tr> </tbody> </table>	Project	Total Units	Sold	Booked	Unsold	The Crown Suites	470	315	106	49	Laman Iskandaria, Kulai	457	455	2	-
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The Crown Suites	470	315	106	49													
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7.	<p>What are the rental incomes for the two newly acquired properties, namely:-</p> <p>a) 3 storey office premise cum factory at address No. 8A, Jalan Utarid U5/16, Seksyen U5, 40150 Shah Alam, Selangor with carrying amount of RM7.6mil;</p> <p>b) 2 warehouse buildings at address No.1, Jalan Halba Satu 16/16A, Seksyen 16, 40200 Shah Alam, Selangor with carrying amount of RM16.5mil.</p>	<p>The 3 storey office premise cum factory at Seksyen U5 is rented out while the factory/warehouse building at Seksyen 16 is partially rented out. Both premises were rented out at market rate and generating rental yield of 3.8% to 6.6%.</p>															
8.	<p>On Singapore properties:-</p> <p>(i) 8A, Orange Grove Road #11-03, D'Grove Villas Singapore Apartment for lease. Carrying amount: RM 20,721,000</p> <p>(ii) 5, Draycott Drive #15-02, The Arc at Draycott Singapore: Apartment for lease. Carrying amount: RM 11,051,000</p> <p>(iii) 21 Claymore Road #07-02, The Tate Residences Singapore: Apartment for lease. Carrying amount: RM 18,995,000</p>	<p>All the above 4 properties in Singapore were rented out at prevailing market rate, generating rental yield of 2.3% to 3.0%.</p>															

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	<p>(iv) 38, Jalan Pemimpin #07-08 M38 Singapore 577178 1 unit factory/office: premise for lease Carrying amount: RM 8,979,000</p> <p>(v) 38, Jalan Pemimpin #07-09 M38 Singapore 577178 1 unit factory/ office premise for own use as operational premise: Carrying amount: RM 7,212,000</p> <p>Are properties (i) to (iv) all leased out and what are the rental income?</p>	
9.	Refer to Question 8, Property (v) is used by which subsidiary company of INSAS as operational premise?	This industrial/office premise, approximately 2,820 sq ft, is jointly occupied by Insas Technology Pte Ltd and Montego (S) Pte Ltd, both indirect 100% owned subsidiary companies of Insas.
10.	<p>In many of previous AGM BOD reason to keep the earning in financial assets is to support M&A Securities financial need of stock broking, share margin financing, collateralised trading, corporate finance advisory, underwriting and placement of securities (IPO, PP and M&A activities).</p> <p>Referring to Insas EGM key matters discussed: The rationale for the RTO exercise is to unlock the value of Insas' investment in M&A Securities by monetizing and securitizing the shares in M&A Securities via SYF. This will enable M&A Securities as a separate listed entity under SYF to raise its future funding requirement through the capital market independently from Insas.</p> <p>My congratulations to BOD for successful listing of M&A Securities through RTO and M&A Securities is now a separate listed entity that can raise its future funding requirement through the capital market independently from Insas.</p> <p>Will BOD kindly reward Insas shareholders with a fairer, equitable and better yearly dividend since the reason to provide financial support to M&A securities is now solved?</p>	<p>We expect FY2024 to be another tough and challenging year due to numerous global and domestic negative factors such as inflation risk, rising borrowing costs, rising costs of living, the on-going Russian-Ukraine war and the Israel-Palestine conflict. The prudent and conservative approach of the management and the Board in maintaining sufficient cash reserves to meet the funding requirements of key business unit such as moneylending and investment divisions, and also provide flexibility for the Group to invest in good investment opportunities that may come along.</p> <p>The Board, after careful consideration, has proposed to maintain a stable 2.5 sen cash dividend per ordinary share which will provide a reasonable dividend yield of 2.8% at current market price, and to preserve and reinvest the retained earnings for the long-term growth of the Company, for prudent and cautious financial management practices and to safeguard against the global economic uncertainties.</p>

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11.	<p>Return of Equity (%): FY2023 a poor 5.2% is not the fault of Insas Management Team but mainly due to BOD keep too much retained earnings (Equity keep growing) and hence will BOD kindly rectify the imbalance by distributing portion of the retained earnings to shareholders in the form of special dividend?</p>	<p>As stated in Question 10, the Board will review and evaluate the financial performance, the availability of free cash and funding commitments of the Group & the Company and the global economic outlooks for the next 1 year before deciding any additional dividend that may be proposed and declared by the Company.</p>
12.	<p>Icapital.biz Bhd (ICAP) is introducing a dividend policy to proactively narrow the gap between share price and net asset value (NAV) and possibly bring its share price back to trade at a premium, just as it did during the first three years as a listed company.</p> <p>The dividend policy, subject to market and economic conditions and ICAP's value, will be on a base rate of one percent of the NAV per share plus eight percent of the difference between ICAP's share price and the NAV.</p> <p>ICAP is introducing a dividend policy to proactively narrow the gap between share price and NAV.</p> <p>May I know the reasons why Insas BOD had yet to implement a dividend policy to proactively narrow the gap between Insas share price and Insas Net Assets Per-Share of RM 3.53 as at 30/6/2023?</p>	<p>The Board understands the suggestion of shareholders to have a formal dividend policy, even though the dividend policy is not mandatory. However, the Board is mindful of the profit and cashflow volatility due to the nature of the Group's businesses and the global uncertain economic outlooks as a result of rising costs and on-going wars. The Board will continuously consider, evaluate and propose the appropriate dividend pay-outs to shareholders, taking into consideration of various factors such as earnings, debts, risks, growth and potential investment opportunities.</p> <p>The Board will pursue the proposal for the waiver of MGO (Mandatory General Offer) with the major shareholders and its PAC (persons acting in concert) and evaluate the process of share buyback with a view to enhance shareholders' value.</p>
13.	<p>The renewal of authority will provide flexibility to the Company for any possible share buy-back activities and to avoid any delay and costs involved in convening general meeting to approve such share buy-back authority in the event:</p> <p>(i) the shareholdings of Dato' Sri Thong and PAC reduce to a level which allows such Share Buy-Back scheme to be undertaken; or</p> <p>(ii) Dato' Sri Thong and PAC seek and obtain waiver of MGO from the shareholders and relevant regulatory authorities.</p>	<p>The Board has not received any notice from any major shareholders and PAC on the proposed waiver application. However, the Board will pursue the proposal for the waiver of MGO with the major shareholders and evaluate the process of share buyback with a view to enhance shareholders' value. The Board will announce the waiver application as soon as such notice is received. The waiver application will be subjected to the approval of the relevant authorities and non-interested shareholders of the Company at an extraordinary general meeting to be held.</p>

No.	Questions raised by shareholders/proxy	The Company's responses
	Is Dato' Sri Thong and PAC in the process to seek and obtain waiver of MGO from the shareholders and relevant regulatory authorities in the coming AGM?	
14.	<p>Y.A.M. Tengku Aishah, Dato' Wong and Dato' Dr Tan have declared that they are not persons acting in concert with Dato' Sri Thong Kok Khee.</p> <p>Since Y.A.M. Tengku Aishah, Dato' Wong and Dato' Dr Tan have declared that they are not persons acting in concert with Dato' Sri Thong Kok Khee. Will Y.A.M. Tengku Aishah, Dato' Wong and Dato' Dr Tan please kindly give support to Insas by buying more Insas shares from the open market?</p>	<p>The Board is of the view that it is not appropriate to comment on this matter as this is the personal investment decision of each director, but we can confirm that the directors will objectively discharge their fiduciary duties and responsibilities at their best knowledge, ability and belief, and will always act with integrity in the best interest of the Company.</p>
15.	<p>Based on the Statements of Financial Position as at 30 June 2023, there are nearly about 1billion of Cash Deposits in the licensed banks and financial institutions.</p> <p>What is the interest rate/ profit from the licensed banks and financial institutions?</p>	<p>The global deposit rates with licensed banks and financial institutions have increased during the period under review for FY2023. The effective interest rates during FY2023 for RM is between 1.50% to 4.10% and for foreign currencies, it is between 0.48% to 5.00%.</p>
16.	<p>Based on the Employee satisfaction survey conducted, the average satisfaction score drops significantly (13%) and lowest score is at the compensation and benefits. It seems like both employee and shareholder are not satisfied with the company. Only the top management and BOD are satisfied. What company will do to earn back employee and shareholder trust?</p>	<p>The management highly values both employees and shareholders satisfaction. The management commits to take dedicated efforts to improve employees' satisfaction such as engage in open and transparent communication with employees and offer competitive employees' remuneration package.</p> <p>The management ensures there is effective, transparent and regular communication with its shareholders to facilitate mutual understanding of each other's objectives, expectations and build up trusts. The management also commits to build on strong fundamentals to deliver sustainable earnings, maximise returns to shareholders and enhance shareholders' value in the long term.</p>
17.	Is the management concern about the share price, which is far below NTA? If so, what will the management do to unlock the value for shareholders?	<p>The share price of Insas is currently traded at a deep discount to its net asset value (NAV) and a low price earning (PE) multiples, and there are many factors affecting performance of the share price including and not limited to demand & supply of Insas shares, Malaysian & global economic outlooks, political scenario, inflation, rising interest rates & market sentiments, most of which are beyond the control of the Board and the management.</p>

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		<p>The Board focuses in the long-term growth investment with the aim to deliver sustainable returns on its capital & assets, and pay consistent and stable rewards to shareholders. The Board will always carry out its fiduciary duties diligently with due care and good & sound corporate governance in the best interest of the Company and always adhere to our primary objectives, which is to create and enhance shareholders' value.</p>
18.	<p>I notice insas has investment properties RM205mil plus development properties RM82mil and this business segment has been losing monies for many quarters and for many years, can management brief us more on what exactly are these business, why is it losing monies for so many years and what action have been done to turn it around?</p> <p>What is the management objective of doing and keeping this business?</p>	<p>The Group's property portfolio comprises a mix of landed and high-rise residential units and shops/office spaces held to generate rental income and for resale. Occupancy for our shops/office spaces remain encouraging with near full occupancy during FY 2023 whereas occupancy rate for the residential properties remained soft primarily due to the oversupply of residential properties in the Klang Valley. The division will continue its efforts to market its property portfolio during financial year ending 30 June 2024 in order to capture opportunities in the property resale market. Those properties that were rented out generated reasonable rental income over the years.</p> <p>Included in RM82 million land and property development costs are 2 parcels of freehold land in Semenyih with total carrying value of RM68 million which were part of the landed assets owned by SYF Resources Berhad (now renamed M & A Equity Holdings Berhad) that was acquired by M&A Securities via the RTO (Reverse Take-Over) exercise. M & A Equity intends to dispose off the land at the appropriate time and price to focus on the financial services business.</p>
19.	<p>Page 71 and page 157 of annual report. For the 1st time Insas has a contract assets of RM 75mil, can management explain what is this item about?</p> <p>Can management generate profitability on this contract assets?</p>	<p>The contract assets with total carrying value of RM75 million as at 30 June 2023 were part of the high-rise residential project in Bandar Sungai Long, Selangor being developed by SYF Resources Berhad (now renamed M & A Equity) that was acquired by M&A Securities via the RTO exercise. The project is 100% sold and vacant possession of the apartments has been delivered to the end-purchasers in July/August 2023.</p>
20.	<p>Page 156 under inventories. There is RM15.6mil unit of apartments and shoplots compare with last year RM5.5mil. Why is management increasing another RM10mil in this segment when insas has been losing monies in this area for many years? Why is insas pouring money in this sector, when it does not have a competitive advantage?</p>	<p>The increase of RM10mil is mainly due to the completed apartments & shoplots developed by SYF Resources Berhad (now renamed M & A Equity) that was acquired by M&A Securities via the RTO exercise. These apartments & shoplots were retained by SYF Resources earlier for rental & capital appreciation purposes. M & A Equity is currently working with property agents to market and sell these units to realise the cash and to focus on the financial services business.</p>

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21.	On Page 91 Cashflow statement there is a deemed disposal of equity amounting RM5.7mil. Please explain what transaction is this item and why this is it considered as deemed disposal?	RM5.7mil net gain on deemed disposal of equity interest in associate companies is the accounting treatment as required under MFRS & IFRS as a result of dilution of the Group's effective interest in the associate companies during FY2023 pursuant to corporate exercises undertaken at the associated companies level that do not involve the participation of the Group, and such reduction in effective interest is taken as deemed disposals, even though the Group did not dispose the shares in associated companies during the financial year.
22.	Page 93 Purchase of investment properties of RM24.9mil, what is the potential return on this property and please explain to us why management decide to invest? How is this investment funded?	<p>Purchase of investment properties of RM24.9mil are mainly on purchase of:</p> <p>a) 3 storey office premise cum factory at address No. 8A, Jalan Utarid U5/16, Seksyen U5, 40150 Shah Alam, Selangor with carrying amount of RM7.6 mil;</p> <p>b) 2 factory/warehouse buildings at address No.1, Jalan Halba Satu 16/16A, Seksyen 16, 40200 Shah Alam, Selangor with carrying amount of RM16.5 mil.</p> <p>The prospects for the industrial property market remain positive with the anticipated gradual economic recovery in year 2023.</p> <p>The two properties purchased during the financial year were financed by internal generated fund of the Group and both properties were currently rented out. Both premises were rented out at prevailing market rate and generating rental yield of 3.8% to 6.6%.</p>
23.	<p>Page 146 Note 11 associate companies</p> <p>Under other associate companies net assets is RM220mil and insas' proportion shares is RM96mil and this segment contribute over RM13mil profit to insas which is quite credible.</p> <p>Can the management tell us who are the top 3 profit contributors in this item here?</p>	The main contributors are involved in investment holding and trading of securities and other financial instruments businesses and design, manufacture and repair of semiconductor equipment business.
24.	Page 85 balance sheet	Kindly refer to our reply in Question 10.

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	<p>Insas has the following liquid assets of:-</p> <ol style="list-style-type: none"> 1. Bank deposits and cash RM1,047mil 2. Financial investment assets RM256mil 3. Total cash and investment RM1,303mil <p>Its loan and preference shares</p> <ol style="list-style-type: none"> 1. Loans RM242mil 2. Preference shares RM128mil <p>Total RM370mil</p> <p>Thus, insas effectively has net liquid cash and investment equivalent of RM933mil or RM1.34 per share, why dividend of insas is a mere 2.5 sen or RM16.6mil payout?</p> <p>Surely insas can afford to pay better.</p>	
25.	<p>The group hold insas treasury shares amounting RM30.3mil, thus effectively insas treasury owning its own share will be the 3rd largest shareholders.</p> <p>If insas chose to distribute this share to the shareholders, it can afford to distribute 4% to its shareholders.</p> <p>Management should consider distribute Insas treasury shares, if it chose to conserve cash as a means of rewarding its shareholders.</p>	<p>The management take note of the suggestion of the shareholder and will evaluate the merit and demerit of distribution of the Treasury Shares to shareholders as share dividend.</p>
26.	<p>I am very sad and disappointed that BOD only gave a mere dividend of 2.5 cents despite my fair and reasonable reasoning for a fairer/better dividend and moreover as at 30/9/2023:</p> <p>Cash and bank balances: RM 154,302,000 Deposits with licensed banks and financial institution: RM 938,066,000 Total: RM 1,092,367,000 Less: Cash and bank balances pledged: RM (2,205,000)</p>	<p>As Chairperson, Y.A.M Tengku Aishah's primary responsibility is to provide leadership to the Board and to represent the Board's decision to shareholders. The Chairperson noted the shareholder's comments on the dividend proposed in 1Q 30 September 2023 and as stated earlier, the Board is mindful of the profit and cashflow volatility due to the nature of Group's businesses and the global uncertain economic outlooks as a result of rising costs and on-going wars in Ukraine and the Middle-East. The Board will continuously evaluate and propose the appropriate dividend pay-outs to shareholders in FY2024, taking into consideration of various factors such as earnings, debts, risks, growth and potential investment opportunities.</p>

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	<p>Fixed deposits pledged: RM (231,576,000) Un-pledged cash and cash equivalents: RM 858,586,000</p> <p>Surely the company is more than capable to give a fairer, equitable and better yearly dividend and not this mere 2.5 cents dividend amount to RM 16,575,549</p> <p>Since the Chairperson is primarily responsible to provide leadership at Board level and represents the Board to the shareholders. Will Y.A.M. Tengku Aishah provide the needed leadership to the Board and for the best interest of shareholders and company revise the dividend amount, give a special dividend and formulate a dividend policy?</p>	<p>The Board will also pursue the proposal for the waiver of MGO with major shareholders of the Company and their PACs and evaluate the process of share buyback with a view to enhance shareholders' value.</p>
27.	<p>Is the current BOD free to make decisions on dividend, special dividend and dividend policy or is BOD still taking instruction from controlling shareholder Dato' Sri Thong Kok Khee?</p>	<p>The Board highly values inputs, views and opinion from all shareholders including the controlling shareholder, and the Board, after evaluating and careful consideration of all facts, information and factors, will deliberate and decide at the Board meetings in the best interest of the Company.</p>
28.	<p>If the current BOD lead by Chairperson Y.A.M. Tengku Aishah is free to make decisions on dividend, special dividend and dividend policy then will BOD please decide on the spot at this AGM to revise the dividend amount, give a special dividend and formulate a dividend policy?</p>	<p>As discussed in Question 12 and Question 27, the decision on dividend payment involves careful consideration and analysis. The Board is committed to monitor the Company's financial performance and build sustainable value for the shareholders. Any surplus cash retained by the Group companies are intended to use for reinvestment purposes, to invest in viable investment opportunities, working capital and for business expansion.</p> <p>Though the Company does not have a formal dividend policy currently, the Board has endeavor to pay a stable dividend sum close to FD rates to reward our shareholders for their trust, confidence and loyalty, ranging between 2.8% to 3.3% for FY 2022 to 2024. The Board is also pleased to note the share price of Insas has also been performing year-on-year from 77.5 sen on 30 June 2022, 81.5 sen on 30 June 2023 and 88 sen on 30 September 2023.</p>
29.	<p>Please give door gifts</p>	<p>The meeting is being conducted on a fully virtual basis and as advised in our administrative guide for the 61st AGM published on Bursa website, there will be no distribution of door gifts or food vouchers for this virtual AGM.</p>

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30.	<p>How much does the Company spend on this virtual AGM? Would the Board kindly give e-wallet as a token of appreciation for attending this RPV meeting May I know when the Company going back to physical AGM, so that the shareholders can meet the management physically?</p>	<p>We are not allowed to disclose fees charged by Tricor due to restrictions under the confidentiality agreement but we can confirm that the total costs incurred in holding this virtual AGM is much lower as compared to the costs to hold a physical meeting.</p> <p>The Board wishes to highlight that MCCG encourages listed companies to leverage on technology to facilitate greater shareholders' participation and enhance the proceedings of general meetings. Currently, more than 90% of the PLCs are conducting AGMs virtually.</p>
31.	<p>The Group's share of profit for "Other Associates Companies" increased by more than 100% to RM13.326 million in FY2023 (FY2022:RM220,000) (Note 11 pages 146 to 147 of AR 2023) (a) What are the reasons for the huge increase in profit contribution from "other associate companies"? (b) Please name the associate companies which contributed to this improvement.</p>	<p>Please see answer to Question 23</p>
32.	<p>Will 2024 be better year than 2023 or be worse due to new challenges?</p>	<p>We expect FY2024 to be another tough and challenging year due to numerous global and domestic negative factors such as inflation risk, rising borrowing costs, rising costs of living, the on-going Russian-Ukraine war and the Israel-Palestine conflict. The prudent and conservative approach of the management in maintaining sufficient cash reserves to meet the funding requirements of key business units such as moneylending and investment divisions, and also provide flexibility for the Group to invest in good investment opportunities that may come along.</p> <p>We are cautiously optimistic that FY2024 will remain profitable.</p>
33.	<p>Plans for DFX</p>	<p>Short term plan is to exit the Affected Listing Corporation ("ALC") Status, DFX submitted waiver application to uplift the Company from its ALC status two months ago and is pending Bursa's decision. We hope to hear some positive news from Bursa soon; The long term plan for DFX is to grow the technology business in Information and Communication Technology ("ICT").</p>

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34.	<p>Trade receivables which are 120 days past due but not impaired remained consistently high at RM59 million in the past 2 financial years (Note 19- page 158 of AR 2023)</p> <p>(1) Why are past due trade receivables not collected after 2 financial years? (2) The reason(s) for no provision for impairment despite the trade receivables are unsecured.</p>	<p>Most of the RM59 million trade receivables are secured against shares and other collaterals. We do not foresee any issues on the full recoverability and accordingly, the management did not provide any impairment of this trade receivables. This has been verified and confirmed by our External Auditors.</p>
35.	<p>Business outlook and strategy for next 6 to 9 months?</p>	<p>We expect FY2024 to be a tough and challenging year. The Board focuses on long-term growth investment with the aim to deliver sustainable returns on its capital & assets, and consistent and stable rewards to shareholders.</p> <p>The Board is cautiously optimistic that M&A Securities Sdn Bhd will be able to deliver reasonable profit as they have secured numerous mandates for new IPOs on the Bursa and fund raising exercises for PLCs listed on Bursa.</p>
36.	<p>The Group has acquired 130 acres of freehold land in Bukit Tinggi Resort in 1995 but has been left vacant for more than 20 years (List of properties – page 226 of AR 2023)</p> <p>(1) Has there been any income generated from this property since acquisition? (2) What is plan for this property which was acquired more than 20 years ago?</p>	<p>Currently: (1) there is no income generated; and (2) there is no development plan for this property.</p>
37.	<p>On your 1. Financial Assets at fair value through comprehensive income amounting to RM34 million, can you let us know your top 3 investment here? 2. Financial Assets at fair value through P&L amount to RM222 million, can you let us know your top 5 investment here? 3. Your financial assets at amortised cost why no items here? Where is your omesti preference share recorded?</p>	<p>(1) The financial assets at fair value through comprehensive income is mainly related to investment in property investment & development company in London. (2) The financial assets at fair value through P&L of RM222 million is mainly from investment in listed equities which are primarily in the financial services, REITS and technology related sectors. (3) Financial assets at amortised cost is Nil as at 30 June 2023. For investment in Omesti preference shares, all shares are marked to market and traded through P&L.</p>

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38.	<p>Your associate company, Ho Hup still losing monies, what are your strategy to turn around this group?</p> <p>What is the rationale supporting v disinvesting in this Ho Hup group?</p>	<p>The local property and construction sectors have been negatively affected by the rising building material costs, inflationary pressures, higher costs of living and over supply of office space and apartments. Ho Hup is currently undertaking a rationalization and degearing exercises to streamline and re-focus its core business activities, and barring unforeseen circumstances, its recently launched development project in Pavilion Bukit Jalil Kuala Lumpur is expected to return Ho Hup Group to profitability in FY2024/2025.</p>
39.	<p>Your DFX group are not doing well, what are your strategies to turn around this Group?</p>	<p>DFX achieved RM9.7mil pre-tax profit and RM7.4mil profit after tax in FY2023. DFX is currently doing reasonable well and has already turned around.</p> <p>DFX will continue to focus on the current strategy focusing on ICT. DFX will also focus to exit from the ALC status. Expansion plans for the DFX group has been held back due to its ALC status.</p>
40.	<p>I noticed Insas is doing well in its overall business portfolio but there are many business and assets under performing and losing monies, when was the last time the Board review all those underperforming businesses and assets for turnaround and disposal, and what is the strategy to hold on to these investments if the Board decides to hold on to this non-performing assets?</p>	<p>The BOD monitors and reviews financial performance of all businesses and associate companies on a regular basis.</p> <p>The BOD evaluates options to turn around these companies and businesses, if they are not doing well and the chances of turnaround is low, the BOD will dispose the companies and the assets when good opportunities arise.</p>
41.	<p>Has management explore the possibility of listing Melium group?</p>	<p>Please refer to answer for Question 3</p>
42.	<p>This question might have been asked every year by other shareholders. Does the management think they will consider distributing more dividend considering the current OPR is higher? Either to give a boost to the depressed share price which makes Insas might be the most undervalued company in Bursa, or to improve Insas ROE.</p>	<p>Please refer to answer for Question 10 (Dividend) and Question 17 (Share price)</p>
43.	<p>Hi Chairman, shareholders attending this virtual AGM are expecting a door gift or e-wallet. You are drawing huge allowances and salaries but distribute a meagre dividend. Please do not misplace the trust and loyalty of the shareholders in you.</p>	<p>The meeting is being conducted on a fully virtual basis and as advised in our administrative guide for the 61st AGM published on Bursa website, there will be no distribution of door gifts or food vouchers for this virtual AGM.</p> <p>The BOD has taken note of your comments and will continuously consider, evaluate</p>

No.	Questions raised by shareholders/proxy	The Company's responses
	Please execute integrity, honesty and responsibly to the shareholders. Be conscientious and grateful to the shareholders.	and propose the appropriate dividend pay-outs to shareholders, taking into consideration of various factors such as earnings, debts, risks, growth and potential investment opportunities.
44.	Does the Board take the significantly lower share price vs its book value to be one of the board's responsibility to work on? If yes, what are the potential actions to be taken?	Please refer to answer for Question 17
45.	Hello Board, be grateful to the shareholders attending this AGM. Your dividend and rewards to the shareholders are miserable. Do not marginalize the shareholders.	<p>Please refer to answer for Question 10</p> <p>The decision on dividend payment involves careful consideration and analysis. The Board is committed to monitor the Group and the Company's financial performance and build sustainable value for the shareholders. Any surplus cash retained by the Group and the Company are intended to use for reinvestment purposes, to invest in viable investment opportunities, working capital and for business expansion. The Board will consider and evaluate the dividend payment every year.</p>
46.	<p>While the reply by the management for conserving cash that is for future opportunities and to be prudent in conducting its business affairs.</p> <p>However, these challenges will continuously be present in the business environment, there will always be future business opportunities, there will always be geopolitical tensions somewhere.</p> <p>Is it acceptable to Insas if Inari or other subsidiary were to give reason as above when they failed to deliver return to Insas?</p>	<p>The earnings and cash flow generated by Insas Group is volatile due to the nature of the Group's businesses. Whereas for Inari, the earnings and cash flow of Inari is consistent, hence Inari is able to declare and pay dividend regularly.</p> <p>The BOD will look into payment of dividend after taking into consideration of financial performance, the availability of free cash and funding commitments of the Group and the global economic outlook in the next one year.</p>
47.	Your BOD and management have been performing below par. Kindly buck up or send your staff for training. You get huge allowances but shareholders get nothing for attending this AGM.	<p>The allowances paid to the BOD are comparable to other PLCs of similar size.</p> <p>The BOD will objectively discharge their fiduciary duties and responsibilities at their best knowledge, ability and belief, and will always act with integrity in the best interest of the Company.</p>

No.	Questions raised by shareholders/proxy	The Company's responses
48.	<p>What kind of risk exposure Insas is looking at that requires retaining cash at almost 5X of yearly revenue? Russian-Ukraine war and Israel-Palestine conflict are not new risks.</p>	<p>Please refer to answer for Question 10</p> <p>Other than tough and challenging economic outlook, it also provides flexibility for the Group to invest in good investment opportunities that may come along.</p>
49.	<p>I like to comment endeavor to maintain a dividend range of 2.5% to 3.3% pa but surely as a financial savvy person this dividend should not be based on highly undervalue share price of 88 sen but should be based on Insas NTA of RM3.50 per share as a reference point.</p> <p>If RM3.50 is a reference point, a FD rate of 3% pa, it will mean Insas should be paying dividend of 10 sen per share and not 2.5 sen.</p> <p>Surely achieving a minimum hurdle return rate exceeding the current dividend rate or 2.5% pa.</p>	<p>Please refer to answer for Question 17</p> <p>Share prices affected by various factors which are beyond the control of the BOD.</p>
50.	<p>On your Oct 10 2023 Bursa announcement on provision for financial assistance, I noticed 3 out of 5 companies in which Insas has lended exceed credit limit, please explain why is this happening?</p>	<p>The Board clarified that only 2 loans out of the 5 loans exceeded credit limit.</p> <p>The 2 loans that exceeded credit limit are mainly secured loan.</p>
51.	<p>I hope the BOD should not get insulted for not giving any gifts by harsh words of Lee..I think gift is not essential, most importantly the BOD take care of the Company and its shareholders.</p>	<p>The BOD has taken note of your comments and the BOD will objectively discharge their fiduciary duties and responsibilities at their best knowledge, ability and belief, and will always act with integrity and in the best interest of the Company and the shareholders.</p>