

VIZIONE HOLDINGS BERHAD

(199701026873) (442371-A)



VIZIONE[®]

Dedication, Innovation, Creation

Minutes of the **Twenty-Fourth Annual General Meeting** (24th AGM) (Meeting) of **VIZIONE HOLDINGS BERHAD** (Vizione or the Company) duly convened and held on a fully virtual basis from a broadcast venue at Boardroom, Level 22, PJX-HM Shah Tower, No. 16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 26 October 2023 at 10.00 a.m.**

DIRECTORS' PRESENT : Dato' Mohd Zaihan bin Mohd Zain – Chairman
Dato' Ng Aun Hooi – Managing Director
Mr. Bee Jian Ming – Executive Director
Mr. Chong Yee Hing (CYH)
– Executive Director cum Chief Financial Officer
Mr. Leow Wey Seng – Independent Non-Executive Director
Mr. Ling Chi Hoong – Independent Non-Executive Director
Ms. Tan Li Peng – Non-Independent Non-Executive Director

MEMBERS PRESENT : As per attendance list

BY INVITATION : Guests as per attendance list

IN ATTENDANCE : Ms. Wong Yuet Chyn – *Company Secretary*

NOTICE

Dato' Chairman welcomed the shareholders, proxies and Corporate Representatives to the 24th AGM of the Company, took the chair and called the Meeting to order at 10.00 a.m. Dato' Chairman then proceeded to introduce the Board members and Company Secretary.

Based on the registration data as at 24 October 2023, there were 55 members or proxies or corporate representatives had registered for attendance of the AGM and as of 10.00 a.m., 26 October 2023, there were 9 members or proxies or corporate representative had joined virtually of the AGM.

As informed by the Company Secretary that there being a quorum present, the Dato' Chairman declared the Meeting duly convened.

Dato' Chairman notified that the Notice convening the 24th AGM on 29 September 2023 had been sent to all the shareholders and the said Notice was advertised in the New Straits Times on 29 September 2023 in accordance with the Company's Constitution. He proposed and the Meeting consented that the Notice be taken as read.

Dato' Chairman informed that in compliance with the Bursa Malaysia Securities Berhad (Bursa Securities) Listing Requirements, the resolutions as set out in the Notice will be voted by poll. The polling will be conducted electronically via the remote participation and voting facility and voting session will commence between 10.00 a.m. until the announcement of end of voting session. In this respect, the Share Registrar, Workshire Share Registration Sdn. Bhd. has been appointed as the Poll Administrator and Symphony Corporate Services Sdn. Bhd., the Scrutineer for the poll voting exercise.

Dato' Chairman informed that the Minority Shareholders Watch Group (MSWG) had vide its letter dated 16 October 2023 addressed to the Board of Directors (Board) sought information and clarification on the

following matters. On behalf of the Board, Dato' Chairman thanked MSWG for giving the Company notice of their questions to enable the Board to officially reply to their letter.

For the information of the members present, the following questions from and the corresponding replies to MSWG were read out by the CYH during the meeting:

OPERATIONAL & FINANCIAL MATTERS

1. In financial period ended 31 May 2023 (FPE2023) (For a cumulative 18-month results for the financial period from 1 December 2021 to 31 May 2023), the Group recorded a net loss of RM94.6 million, primarily arising from impairments on goodwill and receivables amounting to RM28.6 million and RM18.2 million respectively (Page 17 of the Annual Report 2023).
 - (a) How does the Board plan to address the financial performance of the Group? What are the immediate measures taken to improve the financial result of the Group?

Answer

The construction industry was and is still gravely hit by the after-effects of COVID-19, restrictions imposed during the MCOs, and steep hike in labour and material cost throughout FPE2023. The Board has been taking steps to speed up existing projects while sourcing competitive prices of materials to address the Group's financial performance. In addition, special focus is given in recuperating receivables.

In addressing the extended project duration, the Group has started to gear up construction activities when the endemic phase started. We have seen increase in construction activities which generated higher revenue and the Group has been hastening the project progress which was affected during the pandemic.

Separately, the Group has successfully secured the RM654 million National Robotic and Cybernetics project through a JV Company with Permata Rebana Sdn. Bhd. to replenish the order book.

On top of this, the Group has renegotiated a new development mix in our Putrajaya project to improve the gross profit margin. The Group is consistently tendering new projects and explore other business opportunities. We are also evaluating to dispose off non-core assets.

- (b) Does the Group expect to recognise another impairment on goodwill and receivables in the financial year 2024 (FY2024)? If so, to what extent will it affect the Group's performance in FY2024?

Answer

Goodwill impairment is a prudent approach for financial reporting and accounting, as it helps ensure that a company's financial statements accurately reflect the true value of its assets and liabilities.

Sierac Corporate Advisers Sdn. Bhd. (SCA) is engaged as the independent valuer to re-assessment of the recoverable amount of the cash generating unit to which the Goodwill is

allocated. SCA has relied upon the forward-looking financial information in preparing the report. The opinion of SCA is based on the prevailing market, economic and other conditions, of which conditions can change over relatively short periods of time.

Impairment of goodwill prevents the overstatement of intangible asset, reducing the risk of misleading investors and stakeholders which we opine that it will not affect the future earnings of the Company, while we stay focus to improve our efficiency and productivity amidst the challenging market condition.

In term of receivables, the Group will continuously monitor and pursue against debtors for payment. The Group will initiate necessary legal action when the situation requires. In FPE 2023, the Group has taken legal action against defaulted debtors to recover the debts owed and successfully recuperated some of the long outstanding debts. We will continue to evaluate all the possible actions.

The Group will persist in our efforts on the existing order books, engage in new tenders and secure new projects, if there are any.

2. Vizione's gross profit margin (GPM) decreased from a GPM of 14.89% [(RM42,576,100/RM285,990,535) X 100] in the previous financial year (a 12-month results) to a single-digit GPM of 3.35% [(RM13,110,268/RM391,778,673) X 100] in FPE2023 (Page 76 of AR2023).

- (a) What are the immediate measures taken by the Group to halt the diminishing of the GPM?

Answer

The GPM dropped mainly due to the following: -

- i. drastic and significant increase in materials price during the financial period,
- ii. the increase of minimum wages since May 2022 and reduce working hours from Jan 2023;
- iii. the Group incurred extra cost to remobilize the sites which were temporary halted with the few MCOs during the pandemic of Covid-19;
- iv. higher interest cost incurred due to increase of OPR from 1.75% from Dec 2021 to 3.00% during the financial period;
- v. In financial year 2021, the healthcare segment of the Group's business operation had high GP margin of 30% due to the high demand of medical gloves during the COVID-19 pandemic. In FPE2023, the healthcare market faced challenges due to excess supply of gloves, affect the average selling price (ASP), followed by persisting low utilisation rates, causing the Group GPM to drop to certain degree.

On the other hand, we are unable to transfer the costs to the Clients since the contracts signed. While for the Perkeso project which was awarded in 2H2022, we have taken into consideration for the higher costing, hence Perkeso project's margin is reasonable.

The Group is consistently monitoring the relevant construction progress, we are looking at further streamline in operations and improve overall efficiency, including value engineering process, reengineering workflows, reduce waste, tighten inventory management and evaluating cost cutting measures.

In view of the intense competition in the industry and collection issue of the private projects, the Group will tender very selectively and focus its own development project, i.e. Precint 7, Putrajaya in the coming periods besides its effort to recover its debts. The Group believe the GPM will eventually improve over the time despite the challenging business environment.

- (b) Are the factors such as the increase in raw materials and direct labour costs, etc., which are disclosed on page 17 of AR2023, expected to prolong? What is the expectation of the GPM in FY2024?

Answer

As at date of answering this question, we have seen some downward trend due to oversupply of labour cost. However, labour cost increased in FPE2023 due to amendments in our labour laws in Malaysia, but the Group anticipate the increase of labour cost in FY2024 will be minimal.

In terms of building material prices, there is high fluctuation in logistics and material costs which are beyond our control and it is subject to the world commodities price index.

It is hard to predict the expectation of the GPM in FY2024 since it is market oriented, while the Board and management are monitoring closely and strive for cost efficiency as abovementioned.

3. A significant impairment loss was made for the trade receivables amounting to RM14.63 million in FPE2023 (Previous financial year: RM1.4 million) (Page 79 of AR2023).

- a) What are the reasons for the significant increase in the impairment?

Answer

The impairment of trade receivables is a general provision based on the judgement made by the Management on the risk of default and expected credit loss of trade receivables. These assumptions and inputs are determined by identifying impaired receivables, assessing probability of defaults, estimating the loss given default and etc.

The significant increase in the impairment for the trade receivables is due to the current challenging economy condition, changes of creditworthiness of the clients and etc. To address this issue, the Group is enhancing our credit risk assessment processes and closely monitoring customer payment behaviour.

- b) Which trade receivables are involved in the impairment exercises?

Answer

The impairment evaluation encompasses the entire trade receivables. To the best of our knowledge, there is no single specific trade receivable fully impaired as at FPE2023.

- c) What are the measures taken to recover the amount?

Answer

Currently, the Group has taken legal actions against the debtors who defaulted in their payment terms and the Group had successfully recovered part of these outstanding amount. The Group is working hard to follow up closely with the clients or debtors to recover the outstanding balances. We are looking into all possible actions to improve the debt collection.

- d) How much of the amount has been recovered, to-date? What is the expected amount to be recovered in FY2024?

Answer

From 1 June 2023 to 30 September 2023, the Group received RM70.2 million from the trade receivables. The Group will persist in our efforts to collect the outstanding amount from trade receivables.

- e) Given the significant increase in impairment level, is there a need to review the credit policy of the Group?

Answer

The Group will review the credit policy over the times.

4. The Group recorded a share of losses of associate companies of RM4,041,732 in FPE2023 (Previous financial year: Share of losses of RM341,441) (Page 76 of AR2023).

- a) What are the main reasons for the losses incurred by the respective associate companies? What is the outlook for their performance in FY2024?

Answer

The losses incurred by the associate company, Buildmarque Construction Sdn. Bhd. (BMSB), a 50% associate company.

The main reason for the losses in BMSB is mainly due to a dispute between the BMSB and the main contractor of the project. On a prudent basis, BMSB had impaired part of the receivables.

There was a mutual termination of the contract between BMSB and the main contractor in December 2021. In addition, BMSB has initiated a legal suit against the main contractor to claim the outstanding debts.

- b) What is the Board's plan regarding the Group's investment in the associate companies, moving forward?

Answer

The Group will evaluate the associate Company's tender for new projects. BMSB shall continue to follow up on the outstanding balances arising from the mutual termination of project with the main contractor. Separately, The Group will monitor the progress of legal suit.

5. Construction

- a) What is the progress of the Group's existing projects? Are the projects on schedule?

Answer

Currently, the Group is gearing up the progress of the existing projects which are affected during the Covid-19 pandemic. Besides, we are working closely with our clients and consultants to ensure successful completion of the projects.

Thus, we would expect the construction activities to improve in FY2024 in order to meet the respective projects' schedule.

- b) What is the Group's current construction orderbook? How long will the current orderbook last?

Answer

The Group has a remaining active order book of approximately RM1.35 billion. We expect the current orderbook last for the next 4 to 5 years.

- c) Vizione will actively bid for new jobs within its core expertise areas - infrastructure, institutional and commercial buildings, etc. (Page 19 of AR2023).

- i. Is the Group actively tendering for any construction projects? If so, how much contract value is expected to be awarded to the Group under the current project tenders?

Answer

Yes, the Group is actively tendering for new projects though the market is very competitive and we become more selective in tender.

- ii. What is the targeted orderbook replenishment in the next two financial years?

Answer

The business environment is very challenging amidst the Russia/Ukraine war and currently the Israel/Palestine conflict. The world economy has a lot of uncertainties with

the interest rate hike. As such, we are cautious and selective in our tender in new projects. Historically our tender success rate is between 20% to 30%.

6. Group has completed properties in the inventories amounting to RM11,935,208 (Previous financial year: Nil) (Page 113 of AR2023).

How much of these inventories are expected to be cleared in FY2024?

Answer

We are taking our efforts to clear all the inventories in 2024.

Corporate Governance Matters

7. The Company has departed from applying Practice 1.4 of the Malaysian Code on Corporate Governance (MCCG) (Page 7 of CG Report).

Practice 1.4 of MCCG states that the Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee.

In the Company's case, despite the Chairman of the Board having resigned as a member of the Nomination Committee on 30 June 2023, the Chairman of the Board remains a member of the Audit Committee (AC).

The Chairman of the board should not be involved in these committees to ensure there is check and balance as well as objective review by the board (Guidance/G1.4 of MCCG).

Please take note.

Answer

Dato' Chairman has vast experience in construction and property development, the AC requires his support and advice in this respect on the deliberation of the financial reports', budget and profit forecast of the Company and its subsidiaries. In view of this, Dato' Chairman remains as a member of AC.

Dato' Chairman thanked CYH and then proceeded to the agendas for the Meeting.

1. AUDITED FINANCIAL STATEMENTS (AFS) FOR FPE2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Dato' Chairman declared that the AFS for the FPE2023 together with the Reports of the Directors and Auditors as received and duly tabled at the 24th AGM in accordance with Section 340(1)(a) of the Companies Act 2016 (CA 2016). Dato' Chairman explained that the AFS were for discussion only, as they did not require shareholders' approval. Hence, the AFS would not be put forward for voting.

2. PAYMENT OF DIRECTORS' FEES FOR THE FPE2023

Ordinary Resolution 1 was on the proposed payment of Directors' fees of up to RM342,000.00 for the FPE2023.

3. PAYMENT OF DIRECTORS' BENEFITS FOR THE NON-EXECUTIVE DIRECTORS FPE2023

Ordinary Resolution 2 was on the proposed payment of Directors' Benefits comprised of Meeting Allowance to the Non-Executive Directors of the Company of up to RM77,000.00 for the FPE2023.

4. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH CLAUSES OF THE COMPANY'S CONSTITUTION

Dato' Chairman informed that three (3) Directors who retired in accordance with Clauses of the Company's Constitution were eligible for re-election. The retiring Directors who offered themselves for re-election under Ordinary Resolutions 3, 4 and 5 were as follows: -

(i) Re-election of Dato' Ng Aun Hooi

Ordinary Resolution 3 was on the proposed re-election of Dato' Ng Aun Hooi as Director in accordance with Clause 134 of the Company's Constitution.

(ii) Re-election of Mr. Bee Jian Ming

Ordinary Resolution 4 was on the proposed re-election of Mr. Bee Jian Ming as Director in accordance with Clause 134 of the Company's Constitution.

(iii) Re-election of Mr. Chong Yee Hing

Ordinary Resolution 5 was on the proposed re-election of Mr. Chong Yee Hing as Director in accordance with Clause 119 of the Company's Constitution.

5. RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 6 was on the proposed re-appointment of Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

A representative from Messrs. UHY, Mr. Lim Yang Yue, introduced himself to the Members. He informed that Messrs. UHY had indicated their willingness to accept the re-appointment.

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE CA 2016

Ordinary Resolution 7 was to provide authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016.

“**THAT** subject always to Sections 75 and 76 of the CA 2016, 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 25th AGM 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 CA 2016 read together with Clause 65 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

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. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS (RRPT) OF A REVENUE AND/OR TRADING NATURE (PROPOSED RENEWAL SHAREHOLDERS’ MANDATE)

Ordinary Resolution 8 was on the Proposed Renewal Shareholders’ Mandate for RRPT of a revenue and/or trading nature.

“**THAT**, authority be and is hereby given in line with Paragraph 10.09 of the MMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 3.3 of the Circular to Shareholders in relation to the Proposed Renewal Shareholders’ Mandate dated 29 September 2023 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal Shareholders’ Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or

- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal Shareholders' Mandate in the best interest of the Company."

8. PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (PROPOSED NEW SHAREHOLDERS' MANDATE")

"THAT, authority be and is hereby given in line with Paragraph 10.09 of the MMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 3.3 of the Circular to Shareholders in relation to the Proposed New Shareholders' Mandate dated 29 September 2023 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents,

agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company.”

9. ANY OTHER BUSINESS

The Company Secretary confirmed that the Company had not received any notice for transaction of any other business for today's Meeting.

Dato' Chairman then proceeded with the Question and Answer (Q&A) session for the Board and Management to deal with the questions from the shareholders.

The following questions were raised by shareholders and the responses made by the Board Members and Management.

Question 1

Mr. Teh Peng Tin (Shareholder) (Mr. Teh) enquired on how much does the Company spend on this virtual AGM?

Response to Question 1

CYH replied that it was cost about RM20,000.

Question 2

Mr. Teh requested an e-voucher as a token of appreciation for attending the Meeting.

Response to Question 2

CYH replied that the Company would arrange accordingly.

Question 3

Mr. Teh enquired on what are the outlook prospects for the Company?

Response to Question 3

CYH referred the shareholder to page 19 of the Company's Annual Report 2023.

Question 4

Encik Norhisam bin Sidek (Corporate Representative of MSWG) enquired if all the Directors attended the Meeting.

Response to Question 4

Dato' Chairman informed that all the Directors had attended the Meeting.

There being no further questions raised by shareholders. With that, Dato' Chairman concluded the Q&A session. Dato' Chairman then announced the allocation of a further 5 minutes for the shareholders to complete casting their votes.

Dato' Chairman announced the end of the voting session of the Meeting, and then adjourned the Meeting for approximately 25 to 30 minutes for the poll votes to be counted by the Poll Administrator in the presence of the appointed scrutineer.

The Meeting resumed at 11.15 a.m., Dato' Chairman mentioned that the Scrutineer have completed the verification of poll results and the results are shown on the screen as follow:

RESULTS OF THE REMOTE VOTES ON RESOLUTION TABLED AT THE AGM ON 26 OCTOBER 2023

Resolution	Voted For			Voted Against		
	No. of shares	%	No. of shareholders	No. of shares	%	No. of shareholders
Ordinary Resolution 1 Payment of Directors' fees for the FPE2023	773,542,741	99.9969	20	23,845	0.0031	14
Ordinary Resolution 2 Payment of Directors' Benefits for the Non-Executive Directors for the FPE2023	773,527,499	99.9950	17	38,987	0.0050	16
Ordinary Resolution 3 Re-election of Dato' Ng Aun Hooi	773,549,471	99.9978	27	17,115	0.0022	7
Ordinary Resolution 4 Re-election of Mr. Bee Jian Ming	773,549,471	99.9978	27	17,115	0.0022	7
Ordinary Resolution 5 Re-election of Mr. Chong Yee Hing	773,549,471	99.9978	27	17,115	0.0022	7
Ordinary Resolution 6 Re-appointment of Auditors	773,549,471	99.9978	27	17,115	0.0022	7
Ordinary Resolution 7 Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the CA 2016	773,548,899	99.9977	24	17,687	0.0023	10
Ordinary Resolution 8 Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue and/or Trading Nature.	761,842,138	99.9978	25	17,117	0.0022	8
Ordinary Resolution 9 Proposed New Shareholders' Mandate for RRPT of a Revenue and/or Trading Nature.	761,842,138	99.9978	25	17,117	0.0022	8

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Dato' Chairman then declared all the resolutions for the day carried.

CONCLUSION OF MEETING

There being no other business too be transacted, the Meeting concluded at 11.25 a.m. with a vote of thanks to the Chair.

C O N F I R M E D B Y

CHAIRMAN

Date: 26 October 2023