

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the content of this Circular to Shareholders in relation to the Proposed Amendments to the Clauses of the Company’s Constitution (“Circular”) as it is an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**C.I. HOLDINGS BERHAD**

[Registration No. 197801000889 (37918-A)]

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED AMENDMENTS OF NEW CONSTITUTION OF THE COMPANY**

The Notice of Forty-Third Annual General Meeting (“**43<sup>rd</sup> AGM**”) of C.I. Holdings Berhad (“**CIHB**”) to be conducted on fully virtual basis meeting via Remote Participation and Electronic Voting (“**RPEV**”) Facilities through live streaming broadcast at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) from Boardroom, Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur on **Wednesday, 27 October 2021 at 9:30 a.m.** is sent together with this Circular.

You are requested to complete, sign and return the Proxy Form attached with the Notice of 43<sup>rd</sup> AGM and deposit it at the registered office of the Company at Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur not less than forty-eight (48) hours before the date and time for holding the meeting, or any adjournment thereof, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, if you are not able to attend the 43<sup>rd</sup> AGM. Alternatively, the Proxy Form can be submitted electronically via <https://investor.boardroomlimited.com> before the Proxy Form submission cut-off time as mentioned in the above. The completion and lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so. The completion and lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Monday, 25 October 2021 at 9:30 a.m.  
Date and time of AGM : Wednesday, 27 October 2021 at 9:30 a.m.

This Circular is dated 28 September 2021

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	The Malaysian Companies Act, 2016 as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board”	:	The Board of Directors of C.I. Holdings Berhad
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Director(s)”	:	Shall have the meaning given in Section 2 of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the Company, its subsidiary or holding company
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
“Major Shareholder(s)”	:	A person who has an interest or interests in one or more voting shares in a company and the number or aggregate number of those shares, is — (a) 10% or more of the total number of voting shares in the company; or (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company.  For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act
“Person(s) Connected”	:	Shall have the same meaning as defined in Chapter 1 of the Listing Requirements
“Proposal”	:	Proposed Amendment to the Clauses in the Company’s Constitution
“CIHB” or “the Company”	:	C.I. Holdings Berhad [Registration No. 197801000889 (37918-A)]
“CIHB Group” or “the Group”	:	Collectively, CIHB and its subsidiaries
“Annual Report 2021”	:	Annual Report of CIHB issued for the financial year end 30 June 2021

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**C.I. HOLDINGS BERHAD**

[Registration No. 197801000889 (37918-A)]

(Incorporated in Malaysia)

**Registered Office:**

Suite A-11-1, Level 11, Hampshire Place  
Office, 157 Hampshire  
No. 1, Jalan Mayang Sari  
50450 Kuala Lumpur

28 September 2021

**Board of Directors:**

Datuk Seri Johari bin Abdul Ghani (*Non-Independent Non-Executive Chairman*)  
Megat Joha Bin Megat Abdul Rahman (*Group Managing Director*)  
Datin Mariam Prudence Binti Yusof (*Non-Independent Non-Executive Director*)  
Dato' Sukumaran s/o Ramasamy (*Non-Independent Non-Executive Director*)  
Nor Hishammuddin Bin Dato' Mohd Nordin (*Senior Independent Non-Executive Director*)  
Teh Bee Tein (*Independent Non-Executive Director*)  
Kasinathan a/l Tulasi (*Independent Non-Executive Director*)  
Datuk Haji Ariffin Bin Imat (*Independent Non-Executive Director*)  
Lee Cheang Mei (*Non-Independent Non-Executive Director*)  
Fung Heen Choon (*Alternate Director to Lee Cheang Mei*)

To: The Shareholders of CIHB

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION  
("PROPOSED AMENDMENTS")**

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**1. INTRODUCTION**

The purpose of this Circular is to provide you with the relevant information of the Proposed Amendments and to seek your approval on the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming 43<sup>rd</sup> AGM of the Company.

**SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION IN RELATION TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING AGM.**

**2. DETAILS OF THE PROPOSED AMENDMENTS**

The Company wishes to amend the Clauses in the Company's Constitution with immediate effect. A copy of amendments to the Clause in the Company's Constitution proposed to be adopted is set forth in the Appendix II of this Circular.



### **3. RATIONALE OF THE PROPOSED AMENDMENTS**

The Proposed Amendments are necessary to provide greater clarity and to ensure compliance with the relevant requirements and laws so as to update in according to the latest development of governance.

### **4. EFFECTS OF THE PROPOSED AMENDMENTS**

The Proposed Amendments will not have any effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders' shareholdings of the Company and the Group.

### **5. CONDITION OF THE PROPOSED AMENDMENTS**

The Proposed Amendments is conditional upon the approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened by way of a special resolution.

### **6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM**

None of the Directors, major shareholders and/or persons connected with them has any interest, direct or indirect, in the Proposed Amendments.

### **7. DIRECTORS' STATEMENTS AND RECOMMENDATION**

The Board, having considered the Proposed Amendments, is of the opinion that the Proposed Amendments are in the best interest of the Company and the Group and hereby recommend the shareholders vote in favour on the special resolution pertaining to the Proposed Amendments at the AGM to be convened.

### **8. AGM**

The special resolution to vote on the Proposed Amendments is set out in the Notice of AGM contained in Annual Report 2021 which was sent to you together with this Circular. The AGM will be conducted fully virtual basis through live streaming from the broadcast venue at the Boardroom, Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur on Wednesday, 27 October 2021 at 9:30 a.m.

If you are unable to attend and vote in person at the AGM, you should complete and return the Proxy Form enclosed with the Notice of AGM, in accordance with the instructions printed therein, to the Company's Registered Office, at Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur not less than 48 hours before the time set for the 43<sup>rd</sup> AGM, or any adjournment thereof, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll. Alternatively, the Proxy Form can be submitted electronically via <https://investor.boardroomlimited.com> before the Proxy Form submission cut-off time as mentioned in the above. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 43<sup>rd</sup> AGM should you subsequently wish to do so.

**9. FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I in this Circular for further information.

Yours faithfully  
For and on behalf of the Board  
**C.I. HOLDINGS BERHAD**

**ENCIK NOR HISHAMUDDIN BIN DATO' MOHD NORDIN**  
Senior Independent Non-Executive Director

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**FURTHER INFORMATION**

**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of CIHB, and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which could make any statement herein false or misleading.

**2. MATERIAL CONTRACTS**

There are no material contracts (not being contracts entered into in the ordinary course of business) entered into by CIHB and/or its subsidiaries within the past two (2) years immediately preceding the date of this Circular.

**3. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company during business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the date of the AGM:-

- (a) the Constitution of CIHB; and
- (b) the Audited Financial Statements of CIHB for the past two (2) financial years ended 30 June 2020 and 30 June 2021.

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**APPENDIX II**

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION**

Clause Number	Existing Clause	Proposed Clause
<b>The New and Existing Clauses Number will be re-numbered accordingly</b>		
7.	N/A	Main Venue A primary physical venue is Malaysia where the Chairperson of the general meeting or any adjournment thereof is physically present.
13.	The Company may, subject to it obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws. The provisions of Clause 63 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause.	<b>The Company may, subject to its obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, the Company from time to time by resolution of a general meeting, acquire by purchase its own shares in good faith and in the best interests of the Company, the Company's own shares through the Exchange on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares and will not become insolvent by incurring the debt arising from the obligation to pay for the shares so purchased. The provisions of Clause 49 and 50 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause.</b>
14	(1) Subject to the Act, the Company shall have power with the sanction of an ordinary resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit.	(1) Subject to the Act, the Company shall have power with the sanction of an ordinary resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference shares ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and <b>at an issue price</b> at an issue price as they may think fit.



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<b>66.</b> (Newly added Clause)	N/A	The main venue of all meetings of members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at that main venue of the meeting. The Board may whenever it so decide by resolution convene a meeting of Members other than annual general meeting.
<b>67.</b> (Newly added Clause)	N/A	The meeting of Members may be held at more than (1) one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.
<b>69.</b> (Newly re-numbered Clause, previously Clause 67)	(1) The notices convening general meeting shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company at least fourteen (14) days before the meeting where meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.	(1) The notices convening general meeting shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>69.</b> (Newly re-numbered Clause, previously Clause 67) Cont'd</p>	<p>(2) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a general meeting shall be in writing and shall be given to the Members either:-</p> <p>(a) in hard copy;</p> <p>(b) in electronic form; or</p> <p>(c) partly in hard copy and partly in electronic form.</p> <p>(3) A notice:-</p> <p>(a) given in hard copy shall be sent to any Member either personally by post to the address supplied by the Member to the Company for such purpose; or</p> <p>(b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on the Company's website.</p> <p>(4) A notice of a general meeting shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.</p> <p>(5) If the notice is given by means of a website, the Company shall notify a Member of the publication of the notice on the website and such notifications shall be in given in hard copy or electronic form stating:-</p> <p>(a) that it concerns a general meeting;</p> <p>(b) the place, date and time of the meeting; and</p> <p>(c) whether the meeting is an annual general meeting.</p>	<p>(2) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a general meeting shall be in writing and shall be given to the Members either:-</p> <p>(d) in hard copy;</p> <p>(e) in electronic form; or</p> <p>(f) partly in hard copy and partly in electronic form.</p> <p>(3) A notice:-</p> <p>(a) given in hard copy shall be sent to any Member either personally by post to the address supplied by the Member to the Company for such purpose; or</p> <p>(b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on the Company's website.</p> <p>(4) A notice of a general meeting shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act.</p> <p>(5) If the notice is given by means of a website, the Company shall notify a Member of the publication of the notice on the website and such notifications shall be in given in hard copy or electronic form stating:-</p> <p>(a) that it concerns a general meeting;</p> <p>(b) the place, date and time of the meeting; and</p> <p>(c) whether the meeting is an annual general meeting.</p>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>69.</b> (Newly re-numbered Clause, previously Clause 67) Cont'd</p>	<p>(6) If the notice is given by means of a website, the notice shall be made available on the website throughout the period beginning from the date of the notification referred to paragraph (5) of this Clause until the conclusion of the meeting.</p>	<p>(6) If the notice is given by means of a website, the notice shall be made available on the website throughout the period beginning from the date of the notification referred to paragraph (5) of this Clause until the conclusion of the meeting.</p> <p><b>(7) Where the notice of document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published.</b></p>
<p><b>75.</b> (Newly re-numbered Clause, previously Clause 73)</p>	<p>No business shall be transacted at general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of this Constitution "member" includes a person attending as a proxy, personal representative or as representing a corporation which is a Member.</p>	<p>(1) No business shall be transacted at general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of this Constitution "member" includes a person attending as a proxy, personal representative or as representing a corporation which is a Member. <b>For the purposes of constituting a quorum:-</b></p> <p>(i) <b>one or more representatives appointed by a corporation shall be counted as one member; or</b></p> <p>(ii) <b>one or more proxies appointed by a person shall be counted as one member.</b></p> <p>(2) <b>Where a meeting is conducted using technology approved by the Directors under this Constitution, and where permitted by law, the two (2) Members referred to in Clause 64(1) need not be physically present at the same place (or at any place) or as the case may be outside Malaysia.</b></p>



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>75.</b> (Newly re-numbered Clause, previously Clause 73) Cont'd</p>		<p><b>Participation by a member by using any technology or method that allows member to participate and exercise his rights to speak and vote at the meeting shall be deemed as present at the meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the meeting is to be held or as the case may be, the member being outside of Malaysia.</b></p>
<p><b>80.</b> (Newly re-numbered Clause, previously Clause 78)</p>	<p>The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. The Company shall furnish to the Exchange a notice in respect of an adjourned meeting and the reasons therefor. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<p>(1) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. The Company shall furnish to the Exchange a notice in respect of an adjourned meeting and the reasons therefor. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> <p>(2) <b>Subject to the Act, where a general meeting is convened by the Board, the Chairman may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting or adjourn the meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.</b></p>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>80.</b> (Newly re-numbered Clause, previously Clause 78) Cont'd</p>		<p>This Clause shall not apply to a general meeting convened in accordance with Section 310(b) and 311 of the Act by a member or members without prior written consent of the person who called or requisitioned the meeting.</p> <p>(a) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:</p> <p>(b) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper;</p> <p>(c) given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange; and</p> <p>(d) subject to the Act and Listing Requirements, given in any other manner determined by the Board.</p> <p>(3) A notice of postponement of a general meeting must specify:</p> <p>(a) the postponed date and time for the holding of the general meeting;</p> <p>(b) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the meeting; and</p>



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>80.</b> (Newly re-numbered Clause, previously Clause 78) Cont'd</p>		<p>(c) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.</p> <p>The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.</p> <p>Notice of the business to be transacted at such moved and/or postponed meeting is not required. The Board must take reasonable steps to ensure that Members trying to attend the general meeting at the original time, date/or place are informed of the new arrangements for the general meeting.</p> <p>(4) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.</p> <p>(5) Where by the terms of an instrument appointing a proxy or attorney or an appointment of a representative:</p> <p>(a) the appointed person is authorised to attend and vote a general meeting to be held on or before a specified date; and</p>

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**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>80.</b>                      (Newly re-numbered Clause, previously Clause 78)                      Cont'd</p>		<p>(b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the member appointing the proxy, attorney or representatives gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.</p> <p>(6) The non-receipt of notice of cancellation or postponement of a general meeting by or the accidental omission to give notice of cancellation or postponement of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.</p> <p>(7) A Director is entitled to receive notice and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.</p> <p>(8) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the members who requisitioned the meeting withdraw their requests prior to the date of the meeting.</p>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>81.</b> (Newly added Clause)</p>	<p>N/A</p>	<p><b>A person requested by the Directors or Chairman to attend a general meeting, is entitled to be present (and if invited by the Chairman, to speak) at the meeting, irrespective of whether the person is a Member.</b></p>
<p><b>83.</b> (Newly re-numbered Clause, previously Clause 80)</p>	<p>A resolution put to vote at any general meetings shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may, in addition to the powers of adjourning meetings contained in Clause 78, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.</p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.</p>	<p>A resolution put to vote at any general meetings shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may, in addition to the powers of adjourning meetings contained in Clause 78, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. <b>If such scrutineer is interested in a resolution to be passed at the meeting, the scrutineer must refrain from acting as the scrutineer for that resolution.</b></p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices or if the meeting to be held virtual, the poll may be conducted virtually using any electronic means via any online platform, website or mobile application by any features available of that online platform, website or mobile application. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.</p>



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>84.</b> (Newly added Clause)</p>	<p>N/A</p>	<p><b>Subject to the provisions of the Act and the Listing Requirements, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail and facsimile.</b></p>
<p><b>94.</b> (Newly re-numbered Clause, previously Clause 90)</p>	<p>The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p>	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised <b>and shall be in any form (including electronic) that the Directors prescribe or accept. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</b></p>
<p><b>95.</b> (Newly re-numbered Clause, previously Clause 91)</p>	<p>An instrument appointing a proxy may be in the usual common form or in such other form as the Director may accept. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.</p>	<p>An instrument appointing a proxy may be in the usual common form or in such other form as the Director may accept <b>(including electronic form) as the Directors may approve subject to the requirements of the Act, the Exchange and any other relevant authorities may require.</b> An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.</p>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p>97. (Newly re-numbered Clause, previously Clause 93)</p>	<p>(1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution.</p> <p>(2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p>(a) the identity of the Member and the proxy; and</p> <p>(b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.</p> <p>(3) Without prejudice to this Clause, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-</p> <p>(a) Notice calling the meeting;</p> <p>(b) Instrument of proxy sent out by the Company in relation to the meeting; or</p> <p>(c) Website maintained by or on behalf of the Company.</p>	<p>(1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication <b>or electronic means using any technology or method that enables the appointment of proxy</b> on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication or <b>electronic means</b> shall be in accordance with this Constitution.</p> <p>(2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p>(a) the identity of the member and the proxy; and</p> <p>(b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.</p> <p>(3) Without prejudice to this Clause, the appointment of proxy by electronic communication <b>or by any electronic means</b> must be received at the electronic address <b>or any online portal, website, mobile application, or any other platform</b> specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-</p> <p>(a) Notice calling the meeting;</p> <p>(b) Instrument of proxy sent out by the Company in relation to the meeting;</p>



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

<b>Clause Number</b>	<b>Existing Clause</b>	<b>Proposed Clause</b>
<p>97. (Newly re-numbered Clause, previously Clause 93) Cont'd</p>	<p>(4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to this Clause not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p>(5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.</p>	<p>(c) Website maintained by or on behalf of the Company; or</p> <p><b>(d) Electronic platform maintained by the Company or third parties.</b></p> <p>(4) An appointment of proxy by electronic communication or electronic means must be received at the electronic address or <b>any online portal, website, mobile application, or any other platform</b> specified by the Company pursuant to <b>Clause 96</b> not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p><b>(5) If the Instrument or form is otherwise unclear or incomplete, the Company may:</b></p> <p>(a) by oral or written communication, clarify with the member any instruction on the appointment; and</p> <p>(b) complete or amend the contents of any instrument or form to reflect the clarification in the instructions received from the member (which may occur later than the time specified in the notice of meeting for the receipt of direct votes or proxy appointments) and the member appoints the Company as its attorney for this purpose.</p>

PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)

Clause Number	Existing Clause	Proposed Clause
97. (Newly re-numbered Clause, previously Clause 93) Cont'd		(6) An appointment of proxy by electronic communication or electronic means which is not made in accordance with this Clause shall be invalid.
98. (Newly re-numbered Clause, previously Clause 94)	A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.	A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the registered office or by <b>electronic communication</b> before the commencement of the meeting or adjourned meeting at which the instrument is used.
		A proxy may only vote as directed on the proxy form. However, a member is not precluded from attending the meeting in person after lodging the instrument of proxy. Such attendance shall automatically revoke the authority tender to the proxy.

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**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

<b>Clause Number</b>	<b>Existing Clause</b>	<b>Proposed Clause</b>
<p><b>143.</b> (Newly added Clause)</p>	<p>N/A</p>	<p>Any register, index, minute book, accounting record or other book pursuant to the Act or the provisions of this Constitution to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept either in hard copy form or in electronic form, and arranged in the manner that the directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery.</p>
<p><b>150.</b> (Newly added Clause)</p>	<p>N/A</p>	<p>For the avoidance of doubt, any documents or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following person:</p> <ul style="list-style-type: none"> <li>(a) a holder of shares;</li> <li>(b) a Director;</li> <li>(c) an alternate Director;</li> <li>(d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative;</li> </ul>



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

<b>Clause Number</b>	<b>Existing Clause</b>	<b>Proposed Clause</b>
<b>150.</b> (Newly added Clause) Cont'd		shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.
<b>164.</b> (Newly re-numbered Clause, previously Clause 158)	The Company in general meetings may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that the sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on the condition that the same will not be paid in cash but will be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst the Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.	<p>The Director may, with the sanction of an ordinary resolution of the Company:-</p> <p>(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:</p> <p>(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>(ii) such other date as may be determined by the Directors, in the proportion to their holdings of shares; and/or</p> <p>(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of Depositors at the close of business on:</p> <p>(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>164.</b> (Newly re-numbered Clause, previously Clause 158) Cont'd</p>		<p>(ii) such other date as may be determined by the Directors, in proportion to their holding of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.</p> <p>The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issued or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit or any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Director may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p> <p>In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any distributable profits or other monies of the Company not required for the payment or provision of any Dividends on any shares entitled to cumulative or non-cumulative preferential Dividends (including profits or other monies carried and standing to any reserve</p>



**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

<b>Clause Number</b>	<b>Existing Clause</b>	<b>Proposed Clause</b>
<b>164.</b> (Newly re-numbered Clause, previously Clause 158) Cont'd		or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share option scheme or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit.
<b>166.</b> (Newly added Clause)	N/A	Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person pursuant to this Constitution, the Act and/or the Exchange, statements, reports or documents (including proxy forms) required to be sent to or completed by Members, shall be in writing either in hardcopy, in Electronic Form or partly in hardcopy and partly in Electronic Form.
<b>167.</b> (Newly re-numbered Clause, previously Clause 160)	A notice may be given by the Company to any Member either personally or by sending it electronically or by post to him at his registered address as appearing in the register of members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent electronically, service of the notice shall be deemed to be duly served and effected by properly addressing the notice to the electronic address supplied by the Member.	A notice may be given by the Company to any Member either personally or by sending it electronically or by post to him at his registered address as appearing in the register of members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent electronically, service of the notice shall be deemed to be duly served and effected by properly addressing the notice to the electronic address supplied by the Member. <b>The notice can partly in hardcopy and partly in electronic form.</b>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

<b>Clause Number</b>	<b>Existing Clause</b>	<b>Proposed Clause</b>
<p><b>170.</b> (Newly re-numbered Clause, previously Clause 163)</p>	<p>Notice of every general meetings shall be given in any manner hereinbefore authorised to:</p> <p>(a) every Member;</p> <p>(b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and</p> <p>(c) the Auditors.</p> <p>No other person shall be entitled to receive notices of general meetings.</p>	<p>Notice of every general meeting shall be given in any manner herein-before authorised to:-</p> <p>(a) every Member;</p> <p>(b) every person entitled to a share in consequences of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;</p> <p>(c) the auditor for the time of the Company;</p> <p>(d) every Director of the Company; <b>and</b></p> <p>(e) <b>the Exchange.</b></p> <p><b>Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.</b></p> <p><b>All notices served for and on behalf of the Company or the Director shall only be effectual if it bears the name of a Director or the secretary or a duly authorised Officer of the Company and which are issued by order of the Board pursuant a resolution duly passed by the Directors.</b></p> <p><b>Subject to the Laws and Listing Requirements, the Company does not have to send notices, documents or information to a shareholder whose address on the Register of Member or Record or Register of Depositors is outside Malaysia. This Clause applies to joint shareholders with an address outside Malaysia.</b></p>

**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

Clause Number	Existing Clause	Proposed Clause
<p><b>170.</b> (Newly re-numbered Clause, previously Clause 163) Cont'd</p>		<p>For a shareholder registered on a branch register, notices, documents or information can be posted or despatched in Malaysia or in the country where the branch register is kept.</p> <p>This Clause applies where, on two consecutive occasions, notices, documents or information sent or supplied by post have returned undelivered. If the shareholder registers a new address with the Company and the Depository (if the hold Depository Shares) where notices, documents or information can be sent or supplied, the shareholder is entitled to have notices, documents or information sent or supplied to them at that address. Otherwise, the shareholder is not entitled to receive any notices, documents or information from the Company.</p> <p>If a notice, proxy form, other document or information relating to a meeting or other proceeding is accidentally not sent or is not received, the meeting or other proceeding will not be invalid as a result.</p> <p>A shareholder present in person (including, by a representative) or by proxy at a shareholders' meeting is treated as having received proper notice of that meeting and, where necessary, of the purpose of that meeting.</p>

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**PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY'S CONSTITUTION (cont'd)**

<b>Clause Number</b>	<b>Existing Clause</b>	<b>Proposed Clause</b>
<p><b>175.</b> (Newly re-numbered Clause, previously Clause 168)</p>	<p>Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's business or any matter which is or may be in the nature of a trade secret, or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Company to communicate to the public.</p>	<p>(1) Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.</p> <p>(2) <b>Directors or officers of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.</b></p>

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