

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 adviser immediately.

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CAELY HOLDINGS BHD.
[Registration No.: 199601036023 (408376-U)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Special Resolution in respect of the above proposal will be tabled as Special Business at the 25th Annual General Meeting (“**AGM**”) of Caely Holdings Bhd. (“**CAELY**” or “**the Company**”) to be held at Plot 21, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas Phase IV, 11900 Bayan Lepas, Pulau Pinang on Wednesday, 22 September 2021 at 10.00 a.m., or at any adjournment thereof.

The notice of the AGM together with the Form of Proxy, are set out in the Annual Report 2021, which is circulated together with this Circular.

As a shareholder of CAELY, you are entitled to vote at the 25th AGM. Should you unable to attend the 25th AGM, you are entitled to appoint a proxy or proxies to attend and vote on your behalf. You should complete and deposit the Form of Proxy to the registered office of the Company at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 24 hours before the time and date fixed for the 25th AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 25th AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 21 September 2021 at 10.00 a.m.

This Circular is dated 20 August 2021

DEFINITIONS

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

“Act”	: Companies Act, 2016, including any amendment thereto that may make from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting of CAELY
“Annual Report 2021”	: Annual Report 2021 of CAELY
“Board”	: Board of Directors of CAELY
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Constitution”	: Constitution of CAELY
“Circular”	: This circular dated 20 August 2021 in relation to the Proposed Amendments to the Constitution
“Director(s)”	: A director of our Company (as the case may be) within the meaning given in Section 2 of the Act and Section 2(1) of the Capital Markets and Services Act, 2007 (including any amendment thereto that may be made from time to time and any re-enactment thereof), and “Directors” shall be construed accordingly.
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time.
“CAELY or the Company”	: Caely Holdings Bhd.
“CAELY Group or Group”	: CAELY and its subsidiaries
“CAELY Share(s) or Share (s)”	: Ordinary Share(s) in CAELY
“CAELY Shareholder(s) or Shareholder(s)”	: Shareholder(s) of CAELY

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine gender and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to “**our Company**” in this Circular are to CAELY, references to “**our Group**” are to our Company and our subsidiaries, collectively and references to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and save where the context requires, shall include our subsidiaries.

All references to “**you**” in this Circular are to CAELY Shareholder(s).

Any reference in this Circular to any enactment is a reference to that enactment or guidelines as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be reference to Malaysian time, unless otherwise stated.

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CAELY HOLDINGS BHD.
(Company No. 408376-U)
(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

20 August 2021

Board of Directors

Dato' Wira Ng Chun Hau (Executive Chairman)
Datin Fong Nyok Yoon (Executive Director)
Lim Chee Pang (Non-Independent Non-Executive Director)
Tan Loon Cheang (Independent Non-Executive Director)
Ng Boon Kang (Independent Non-Executive Director)
Beh Hong Shien (Independent Non-Executive Director)
Lim Say Leong (Independent Non-Executive Director)

To: The Shareholders of Caely Holdings Bhd

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 27 July 2021, the Board of CAELY announced that CAELY proposes to seek its shareholders' approval at the forthcoming 25th AGM on the Proposed Amendments to the Constitution of the Company.

The purpose of this Circular is to provide you with the details of the Proposed Amendments to the Constitution of the Company and to seek your approval for the Special Resolution pertaining to the Proposed Amendments to the Constitution of the Company to be tabled at the forthcoming 25th AGM. The notice of the 25th AGM and the Form of Proxy are enclosed together with Annual Report 2021.

You are advised to read and carefully consider the contents of this Circular before voting on the Special Resolution pertaining to the Proposed Amendments to the Constitution of the Company to be tabled at the forthcoming 25th AGM.

2. DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The details of the Proposed Amendments to the Constitution of the Company are set out in Appendix II of this Circular. The purpose of the Proposed Amendments to the Constitution of the Company is to enhance administrative efficiency and provide greater clarity to the Company's Constitution.

3. EFFECTS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION

The Proposed Amendments to the Constitution of the Company is administrative in nature and will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets, gearing or earnings of the Company.

5. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND PERSONS CONNECTED WITH THEM

None of the Directors and/or Substantial Shareholders of the Company and/or persons connected with them has any interest, direct or indirect, in the Proposed Amendments to the Constitution of the Company.

6. APPROVAL REQUIRED

The Proposed Amendments to the Constitution of the Company is subject to the approval of the Shareholders of the Company at the forthcoming 25th AGM by way of a Special Resolution.

7. DIRECTORS' RECOMMENDATION

The Board of CAELY having considered all aspects of the Proposed Amendments to the Constitution of the Company, and after careful deliberation, the Board is of the opinion that the Proposed Amendments to the Constitution of the Company is fair and in the best interest of the Company and its shareholders.

Accordingly, the Board recommends that you vote **in favour** of the Special Resolution pertaining to the Proposed Amendments to the Constitution of the Company to be tabled at the forthcoming 25th AGM.

8. ANNUAL GENERAL MEETING

The Special Resolution on the Proposed Amendments to the Constitution will be tabled as Special Business at the 25th AGM, the notice of which is enclosed in the Annual Report 2021. The 25th AGM will be held at Plot 21, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas Phase IV, 11900 Bayan Lepas, Pulau Pinang on Wednesday, 22 September 2021 at 10.00 a.m., or at any adjournment thereof.

If you are unable to attend and vote in person at the 25th AGM, please complete, sign and send the Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Registered Office of the Company at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not later than 24 hours before the time fixed for holding the 25th AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 25th AGM should you subsequently wish to do so.

9. ADDITIONAL INFORMATION

Shareholders are advised to refer to the attached Appendix I for additional information.

Yours faithfully
For and on behalf of the Board
CAELY HOLDINGS BHD.

DATO' WIRA NG CHUN HAU
Executive Chairman

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ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given. The Board hereby confirms that after making all reasonably enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular, or other facts the omission of which would make any information herein false or misleading.

**2. RESOLUTION TO APPROVE THE PROPOSED AMENDMENTS TO THE CONSTITUTION
SPECIAL RESOLUTION**

• **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

“THAT the Proposed Amendments to the Constitution of the Company as set out in Appendix II of the Circular to shareholders dated 20 August 2021, be and is hereby approved and adopted with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed New Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities.”

Note:

The above Special Resolution is for information purposes only. Please refer to the Notice of the 25th AGM set out in the Annual Report 2021 despatched together with this Circular.

3. DOCUMENTS AVAILABLE FOR INSPECTION

Copy of the Constitution of the Company is available for inspection at the registered office of the Company at 12th Floor, Menara Symphony. No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to the time set for convening the AGM.

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DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of the Company will be amended in the following manner:-

- By inserting new definition of words and amending the definition of words in Clause number 7 as follows:-

Existing Provisions		Proposed Amendments	
New		Broadcast Venue	a physical venue in Malaysia where the Chair of the general meeting is physically present. The essential individuals may also be present at the broadcast venue to facilitate the conduct of a fully virtual general meeting subject to the rules, regulations and laws at that time specified therein.
New		Business Day	A day (not being a Saturday, Sunday or public holiday) on which licensed financial institutions are open for general banking business in Kuala Lumpur
New		Main Venue	A primary physical venue in Malaysia where the Chairman of the general meeting or any adjournment thereof is physically present.
Central Depository	Bursa Malaysia Depository Sdn Bhd (165570-W) or which expression shall include any successors thereof.	Central Depository	Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)] or which expression shall include any successors thereof.
Company	CAELY HOLDINGS BHD. (Company No. 408376-U) or by whatever name the Company may from time to time be called.	Company	CAELY HOLDINGS BHD. [Registration No. 199601036023 (408376-U)] by whatever name the Company may from time to time be called.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name as it may assume from time to time.	Exchange	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] or such other name as it may assume from time to time.

2. By removing the existing Clause number 13 and replace as follows:-

Existing Provisions	Proposed Amendments
<p>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 62 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.</p>	<p>Subject to the provisions of the Act, the Listing Requirements and other requirements of the Exchange and/or any other relevant laws, regulations, guidelines and/or authorities, the Company may from time to time by resolution of a general meeting, acquire by purchase 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. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority.</p> <p style="text-align: right;">Share buy-back</p>

3. By amending Clause number 64 as follows:-

Existing Provisions	Proposed Amendments
<p>Notwithstanding the above, the Company may apply to the Exchange upon which the Company is listed for waiver of convening of Extraordinary General meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten percent (10%) of the issued capital.</p>	<p>Notwithstanding the above, the Company may apply to the Exchange upon which the Company is listed for waiver of convening of Extraordinary General meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten percent (10%) of the issued capital. the per centum of the issued capital as permitted by the Exchange from time to time.</p> <p style="text-align: right;">Waiver of general meeting</p>

4. By inserting new Clause number 72A as follows:-

Existing Provisions	Proposed Amendments
<p>New</p>	<p>a) The Board can decide to call a General Meeting at any time. The Board shall also call a General Meeting where the Act requires. Any Members representing at least ten per centum (10%) of the issued share capital of the Company may also call a General Meeting.</p> <p style="text-align: right;">Calling of General Meeting by the Board or Members</p>

4. By inserting new Clause number 72A as follows:- (Cont'd)

Existing Provisions	Proposed Amendments	
New	<p>b) The following may apply in relation to a General Meeting. These do not limit in any other ways in which a General Meeting may be held or limit in any way a General Meeting from being held using or relying on any of the provisions below in combination with any other ways in which a General Meeting may be held. The same applies to other matters relating to a General Meeting:</p> <p>(i) A General Meeting may be convened, held or conducted, whether wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic or other technological means or using one or more other similar technologies;</p> <p>(ii) The notice of General Meeting must specify a particular place or places at which the General Meeting is to be held with a main venue if more than one place. The Directors may, however, restrict the persons who may physically attend at that place or at those places. The Chairman of the General Meeting must be physically present at the main venue for the General Meeting, which must be in Malaysia. In the event that the Chairman is replaced by another, the other must be given access to the main venue. The meeting will be adjourned to a time and place to be notified by the Company to the Members which is no later than fourteen (14) days if the person replacing the Chairman is not able to attend the main venue within</p>	<p>No limit on the ways of a General Meeting may be held</p> <p>A General Meeting may be conducted via electronic or technological means</p> <p>Notice of General Meeting to specify main venue if more than 1 place, restriction of persons attend General Meeting physically, Chairman to be present at main venue, adjournment of meeting no later than 14 days</p>

4. By inserting new Clause number 72A as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>thirty (30) minutes of the decision to replace the Chairman;</p> <p>(iii) Members may be wholly or partly restricted from physically attending at the discretion of the Directors. Members restricted from physically attending must be given the option of participating in the General Meeting by electronic or other technological means. Members will be solely responsible to ensure that they obtain the necessary equipment and communications to be able to participate through those means. The Directors may regulate any physical attendance by ticketing or other means for booking available places for physical attendance. The Directors are entitled to limit physical attendance to persons who are not Members other than the Chairman of the General Meeting and Directors;</p> <p>(iv) All Members participating in the General Meeting (whether physically or by electronic or other technological means) shall be taken as present at the meeting for all purposes while so participating. These may include but are not limited to the quorum requirement, the casting of votes and proposals for resolutions and amendments. The General Meeting may be held even though those participating in the General Meeting are not together physically at the same place;</p> <p>Limit/ restriction of Members to attend General Meeting physically</p> <p>Members participation in General Meeting</p>

4. By inserting new Clause number 72A as follows:- (Cont'd)

Existing Provisions	Proposed Amendments	
New	<p>(v) A vote taken at the General Meeting may be cast, by electronic or other technological means or using one or more technologies or by any other means or in one or more combinations. These may include votes conducted by poll;</p> <p>(vi) Members participating by electronic or other technological means may do so through any other means which they are entitled to do in respect of Members attending the General Meeting physically, for example, through a corporate representative appointed under Section 333 of the Act or proxies;</p> <p>(vii) Members participating by electronic or other technological means may be required to adhere to certain procedures and protocols relating to their conduct in relation to the General Meeting. These may differ from those applying to Members participating physically at the General Meeting. The procedures and protocols may, for example, include requirements for questions and other communications with the Chairman of the General Meeting or other persons involved in the conduct of the General Meeting to be tabled or given in accordance with terms and conditions and restrictions specified by the Directors using electronic or other technological means and for the manner in which responses to</p>	<p>Vote to be casted at General Meeting</p> <p>Members' Participation & their rights in General Meeting</p> <p>Members to adhere to certain procedures and protocols of their conduct in General Meeting</p>

4. By inserting new Clause number 72A as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p>question and other matters may be given Questions and other communications and responses need not be seen or heard by persons participating in the General Meeting by whatever means other than the person tabling or giving the question or communication and the intended recipient of the question or communication. Questions or communications may be restricted to the Chairman of the General Meeting and Directors present physically at the General Meeting. The Chairman of the General Meeting may at their discretion allow questions or communications to be directed to others. The Chairman of the General Meeting may delegate his discretion in considering the questions to field to a person or persons charged by the Chairman with that task;</p> <p>(viii) The proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members, the Company or any other persons in order to participate in the General Meeting. If the Chairman of the General Meeting is of the opinion that the interruptions or deficiencies will or may have a material bearing on the conduct of the General Meeting, the Chairman of the General Meeting may adjourn the General Meeting. The determination of the Chairman in such</p> <p>Proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members</p>

4. By inserting new Clause number 72A as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
New	<p style="text-align: center;">circumstances shall be final and conclusive;</p> <p style="text-align: center;">(ix) The Chairman of the General Meeting shall have all the powers of the Directors specified in this clause; and</p> <p>The Directors may make additional regulations for the conduct of General Meetings and related matters where electronic and other technological means are used for participation by Members at General Meetings and for voting and other incidentals. The Directors may also make regulations for the conduct of General Meetings and related matters in connection with compliance with laws, regulations, guidelines or directives (whether legally enforceable or not) relating to matters of public health, for example, the control of disease, epidemics and pandemics.</p> <p style="text-align: right;">Power of Chairman in General Meeting</p> <p style="text-align: right;">Additional regulations to conduct General Meeting via electronic or technological means</p>

5. By amending Clause number 73 as follows:-

Existing Provisions	Proposed Amendments
<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>(a) 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>(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 73(a) need not be physically present at the same place (or at any place) or as the case may be outside Malaysia.</p> <p style="text-align: right;">Quorum</p>

5. By amending Clause number 73 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>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 out of Malaysia.</p> <p style="text-align: right;">Quorum</p>

6. By amending Clause number 76 as follows:-

Existing Provisions	Proposed Amendments
<p>(1) Where a meeting of members is convened by the Board, they may by three (3) days notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting. The cancellation or postponement of a meeting of members is subject to the Listing Requirements and other requirements by the Exchange.</p> <p>This Clause shall not apply to a meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.</p> <p>(2) Notice of cancellation or postponement of a meeting or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:</p> <ol style="list-style-type: none"> a. published in a daily newspaper circulating in Malaysia; b. given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange; and c. subject to the Act and the Listing Requirements, given in any other manner determined by the Board. 	<p>(1) Where a meeting of members is convened by the Board, they may by three (3) days notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting. The cancellation or postponement of a meeting of members is subject to the Listing Requirements and other requirements by the Exchange. the Chairman may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting or adjourn the meeting, before or after it has started, and whether or not quorum is present, if he considers that:</p> <ol style="list-style-type: none"> a. there is not enough room for the number of shareholders who wish to attend the meeting; b. the behaviour of the people presents prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or c. an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out. <p style="text-align: right;">Cancellation, postponement or adjournment of general meetings</p>

6. By amending Clause number 76 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>(3) A notice of postponement of a general meeting must specify:</p> <ul style="list-style-type: none"> a. the postponed date and time for the holding of the meeting; b. a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and c. if the 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>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>(4) The only business that may be transacted at a meeting of Members the holding of which is postponed 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> <ul style="list-style-type: none"> a. the appointed person is authorised to attend and vote at a meeting of Members to be held on or before a specified date; and 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 representative 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 	<p>The Chairman does not need the consent of the meeting to adjourn it for any of these reasons to a date and time or place which he decides. He may also adjourn the meeting to a later time on the same day or indefinitely. If the meeting is adjourned indefinitely, the Directors will fix the date, time and place of the adjourned meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.</p> <p>This Clause shall not apply to a meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.</p> <p>(2) Notice of cancellation or postponement of a meeting or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:</p> <ul style="list-style-type: none"> a. published in a daily newspaper circulating in Malaysia; b. given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange; and c. subject to the Act and the Listing Requirements, given in any other manner determined by the Board. <p>(3) A notice of postponement of a general meeting must specify:</p> <ul style="list-style-type: none"> a. the postponed date and time for the holding of the meeting; b. a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and c. if the 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.

6. By amending Clause number 76 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>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 meeting of Members by, or the accidental omission to give notice of cancellation or postponement of a meeting of Members to, a person entitled to receive notice does not invalidate any resolution passed at a postponed meeting or the cancellation or postponement of a meeting.</p> <p>(7) A Director is entitled to receive notice of and to attend all meetings of Members and is entitled to speak at those meetings.</p> <p>(8) If the Directors are required to convene and arrange to hold a meeting of Members as a result of a request by Members in accordance with Section 311 of the Act, the 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>	<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 meeting of Members the holding of which is postponed 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> <ol style="list-style-type: none"> a. the appointed person is authorised to attend and vote at a meeting of Members to be held on or before a specified date; and 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 representative 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.

6. By amending Clause number 76 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>(6) The non-receipt of notice of cancellation or postponement of a meeting of Members by, or the accidental omission to give notice of cancellation or postponement of a meeting of Members to, a person entitled to receive notice does not invalidate any resolution passed at a postponed meeting or the cancellation or postponement of a meeting.</p> <p>(7) A Director is entitled to receive notice of and to attend all meetings of Members and is entitled to speak at those meetings.</p> <p>(8) If the Directors are required to convene and arrange to hold a meeting of Members as a result of a request by Members in accordance with Section 311 of the Act, the 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>

7. By removing the existing Clause number 78 and replace as follows:-

Existing Provisions	Proposed Amendments
<p>If it appears to the Chairman of the meeting of members that:-</p> <p>a. the facilities at the main venue; or</p> <p>b. the means used for the remote communication,</p> <p>have become inadequate for the purposes referred to in Clause 77, then the chairman of the meeting of Members shall, without the consent of the Members at the meeting, interrupt or adjourn the meeting of Members. All business conducted at that meeting of members up to the adjournment shall be valid. The provisions of Clause 75 shall apply to that adjournment. No interruption or termination of any remote communication or the ability of a member to participate in a meeting by way of remote communication shall invalidate any meeting held using such remote communications or any such resolution decided upon at such meeting.</p>	<p>If, before or during a general meeting, it appears to the Chairman of the general meeting that:-</p> <p>(a) the facilities at the main venue or venue other than main venue for the conduct of general meeting; or</p> <p>(b) the means used for the remote communication,</p> <p>have become inadequate for the purposes referred to in Clause 77, any technical difficulty occurs, such that the Members do not have a reasonable opportunity to participate, then the chairman of the general meeting shall:</p> <p>(i) without the consent of the Members at the general meeting, interrupt or adjourn the general meeting until the difficulty is remedied; or</p>

7. By removing the existing Clause number 78 and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>(ii) without the consent of the Members at the general meeting, interrupt or adjourn the general meeting until the difficulty is remedied; or</p> <p>(iii) where a quorum remains present (either at the place at which the chairman is present or by technology as contemplated by Clause 76C) and able to participate, subject to the Constitution, continue the meeting.</p> <p>All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of Clause 75 shall apply to that adjournment. No interruption or termination of any remote communication or the ability of a Member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such resolution decided upon at such general meeting.</p>

8. By removing the existing Clause number 79(2) and replace as follows:-

Existing Provisions	Proposed Amendments
<p>Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders.</p>	<p>(1) Without prejudice to any other power which the chairman may:</p> <p>i. have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with the Applicable Laws, decide</p>

8. By removing the existing Clause number 79(2) and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>whether to admit new business at a general meeting;</p> <p>ii. if there is insufficient room at a venue used for the meeting, the Chairman may arrange another or a second or other venue (without giving notice or putting the matter to a vote).</p> <p>(2) The Chairman can propose amendments to an ordinary or special resolution if there are amendments to correct typographical errors in the resolution.</p> <p>(3) Save as stated in Sub-Clause (2) above, no other amendments can be proposed to a special resolution.</p> <p>(4) Amendments to an ordinary resolution which are within the scope of the resolution can be proposed if written notice of the proposed amendment is received at the Registered Office addressed to the Secretary at least three (3) clear Business Days before the day fixed for the meeting or adjourned meeting.</p> <p>(5) If the Chairman, acting in good faith, rules an amendment out of order, an error in that ruling will not affect the validity of a vote on the original resolution.</p>

9. By inserting new Clause number 79A as follows:-

Existing Provisions	Proposed Amendments
New	<p>A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.</p> <p>Director be entitled to attend and speak at meeting of members</p>

10. By inserting new Clause number 79B as follows:-

Existing Provisions	Proposed Amendments	
New	<p>A person requested by the Directors or the 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.</p>	<p>Director be entitled to present and speak</p>

11. By amending Clause number 82 as follows:-

Existing Provisions	Proposed Amendments	
<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 80, 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 80, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.</p> <p>The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution.</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</p>	<p>Poll may be taken forthwith or after an interval of an adjournment</p>

11. By amending Clause number 82 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

12. By inserting new Clause number 82A as follows:-

Existing Provisions	Proposed Amendments
New	<p data-bbox="1312 627 1451 653">Results of poll</p> <p data-bbox="760 632 1286 716">The Chairman may appoint scrutineers for the purposes of a poll, and may either:</p> <p data-bbox="760 753 1286 995">(a) adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll and for this purpose, the Chairman may delegate any other Director or the Secretary to be the Chairman of such adjourned meeting at which the result of the poll will be declared; or</p> <p data-bbox="760 1033 1286 1241">(b) determine that the results of the poll, if certified by any Director or the Secretary, shall be published on the Company's website without the requirement for the results being declared at any meeting or adjourned meeting,</p> <p data-bbox="760 1278 1286 1577">and any such declaration at an adjourned meeting or publication on the Company's website of the results of the relevant poll which shows that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall, in the absence of manifest error, be conclusive evidence of such fact.</p> <p data-bbox="760 1614 1286 1791">After the Chairman of general meeting shall have declared the meeting to be over and shall have left the chair no business and question shall under any pretext whatsoever be brought forward or discussed.</p>

13. By amending Clause number 84 as follows:-

Existing Provisions	Proposed Amendments
<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.</p>	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. 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 granted to the proxy.</p>

14. By inserting new Clause number 84A as follows:-

Existing Provisions	Proposed Amendments
<p>New</p>	<p>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, facsimile.</p>

15. By amending Clause number 92 as follows:-

Existing Provisions	Proposed Amendments
<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 (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 and shall be in any form (including electronic) that the Directors prescribe or accept. 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>

16. By amending Clause number 93 as follows:-

Existing Provisions	Proposed Amendments
<p>Instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve:-</p> <p style="text-align: center;">CAELY HOLDINGS BHD.</p> <p>I/We.....of.....being a member/members of the abovenamed Company hereby appoint.....of.....or failing whom.....of.....or failing whom the Chairman of the meeting as my/our proxy to vote for me/us and on my /our behalf at the Annual/Extraordinary* General meeting of the Company, to be held on the day of, 20... and at any adjournment thereat for/against* the resolution(s) to be proposed thereat.</p> <p>As Witness my/our hand/s this day of 20.....</p> <p>=====</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.)</p> <p>Note:</p> <p>To be valid this form duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.</p> <p>If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.</p>	<p>The instrument appointing a proxy shall be in such form as the Directors may from time to time prescribe or approve subject to such variations or circumstances as the Act or Listing Requirements may require.</p> <p style="text-align: right;">Form of Proxy</p>

17. By amending Clause number 95 as follows:-

Existing Provisions	Proposed Amendments
<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 Clause.</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</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 or electronic means using any technology or method that enables the appointment of proxy on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication or electronic means shall be in accordance with this Clause.</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 style="text-align: right;">Appointment of proxy via electronic communication</p>

17. By amending Clause number 95 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>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; (b) Instrument of proxy sent out by the Company in relation to the meeting; or (c) Website maintained by or on behalf of the Company.</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>(3) Without prejudice to this Clause, the appointment of proxy by electronic communication or by any electronic means must be received at the electronic address or any online portal, website, mobile application, or any other platform 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; (b) Instrument of proxy sent out by the Company in relation to the meeting; or (c) Website maintained by or on behalf of the Company.</p> <p>(4) An appointment of proxy by electronic communication or electronic means must be received at the electronic address or any online portal, website, mobile application, or any other platform 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) If the instrument or form is otherwise unclear or incomplete, the Company may:</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</p>

17. By amending Clause number 95 as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p style="text-align: center;">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> <p>(6) An appointment of proxy by electronic communication or electronic means which is not made in accordance with this Clause shall be invalid.</p>

18. By inserting new Clause number 95A as follows:-

Existing Provisions	Proposed Amendments
New	<p>A member is permitted to give the Company notice of revocation of a person's authority to act as proxy not less than forty-eight (48) hours before the time appointed for holding the meeting. The notice of revocation must be in writing and be deposited at the Office or any other designated office or by electronic communication, be send to the electronic address which specified by the Company as indicated in the form of proxy.</p> <p style="text-align: right;">Revocation of proxy</p>

19. By removing the existing Clause number 162, 163, and 164 and replace as follows:-

Existing Provisions	Proposed Amendments
<p>162 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</p>	<p>162 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.</p> <p style="text-align: right;">Mode of Servicing Notice</p>

19. By removing the existing Clause number 162, 163, and 164 and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>electronic address supplied by the Member.</p>	
<p>163 A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.</p>	<p>163 Any notice or Document required to be sent to Members shall state the place, date and time of the general meeting, may be given by the Company or the Secretary to any Member:-</p> <ul style="list-style-type: none"> i. in hardcopy or in Electronic Form as recorded or stored in a physical mode of storage, either personally or sent by post to him in a prepaid letter addressed to him at his last known address supplied by the Member to the Company; ii. in Electronic Form, and sent by the following Electronic Communication(s):- <ul style="list-style-type: none"> (a) transmitting to his last known electronic mail address; or (b) publishing the notice of general meeting, annual report or document on the Company's website for download provided that a notification of the said publication on the website via hardcopy or Electronic Communication(s) or short messaging service has been given to them accordingly; or (c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hardcopy or Electronic Communication(s) or short messaging service has been given to them

Content of notice and mode of servicing the notice

19. By removing the existing Clause number 162, 163, and 164 and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments	
	<p>accordingly; or</p> <p>iii. partly in hardcopy and partly in electronic form.</p>	
<p>164 A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.</p>	<p>164 Any notice or Document shall be deemed to have been served by the Company to a Member:-</p> <p>i. where the notice or Document is sent in hardcopy, or in Electronic Form as recorded or stored in a physical mode of storage, by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.</p> <p>In proving service by post, it shall be sufficient to prove that the letter, envelope or wrapper was properly addressed and put into a post office letter box or post box or by a letter from the Secretary certifying that the letter, envelope or wrapper was so addressed and posted.</p> <p>ii. where the notice or Document is left by the Company at a registered address of a Member, it shall be deemed to have been served on the day it was left there.</p> <p>iii. where the notice or Document is sent by Electronic Communication(s):-</p> <p>(a) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 163(ii)(a), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;</p>	<p>Notice deemed to have been served</p>

19. By removing the existing Clause number 162, 163, and 164 and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>(b) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 163(ii)(a); or</p> <p>(c) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 163(ii)(a).</p> <p>iv. where the notice or Document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published.</p> <p>In the event that service of a notice or Document pursuant to this Clause is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for the service of notice or document in hardcopy in accordance with this Constitution.</p>

20. By inserting new Clause number 165A, 165B, 165C, 165D, 165E, 165F and 165G as follows:-

Existing Provisions	Proposed Amendments
New	<p>165A A Member's address, electronic mail address and any other contact details provided to the Depository shall be deemed as the last known address, electronic mail address and contact details</p> <p>Contact details of Members for communication</p>

20. By inserting new Clause number 165A, 165B, 165C, 165D, 165E, 165F and 165G as follows:-
(Cont'd)

Existing Provisions	Proposed Amendments	
	<p>respectively for purposes of communication including but not limited to service of notices and/or Documents to the Member.</p>	
New	<p>165B Any notice and/or Document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a nationally circulated newspaper in Malaysia in the national language or in a nationally circulated newspaper in Malaysia in the English language.</p>	<p>Advertisement of Notice in newspaper</p>
New	<p>165C A Member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.</p>	<p>Members present deemed to have received notice of meeting</p>
New	<p>165D A notice and/or Document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt, or by any like description, at his last known address in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer transmission or other means</p>	<p>Notice in consequence of death or bankruptcy</p>

20. By inserting new Clause number 165A, 165B, 165C, 165D, 165E, 165F and 165G as follows:-
(Cont'd)

Existing Provisions	Proposed Amendments
	<p>whatsoever, shall become entitled to any share, shall be bound by every notice and/or document in respect of such share, which prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.</p>
	<p>165E i Notice of every general meeting shall be given in any manner hereinbefore specified to:</p> <ul style="list-style-type: none"> (a) every Member at his last known address; (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; (c) the Auditors of the Company; (d) the Directors of the Company; and (e) the Exchange. <p>ii. Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.</p> <p>iii. All notices served for and on behalf of the Company or the Directors 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</p>

Persons entitled to notice of general meetings

20. By inserting new Clause number 165A, 165B, 165C, 165D, 165E, 165F and 165G as follows:-
(Cont'd)

Existing Provisions	Proposed Amendments	
New	by order of the Board pursuant to a resolution duly passed by the Directors.	
New	<p>165F 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. 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>	Not require to send notices, documents etc to shareholder outside Malaysia
New	<p>165G This Clause applies where, on two (2) consecutive occasions, notices, documents or information sent or supplied by post have been returned undelivered. If the shareholder registers a new address with the Company and the Depository (if they 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>	Shareholder registers new address is entitled to receive notice, documents etc
New	<p>165H 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>	Shareholder present in person deemed to have receive proper notice of meeting

20. By inserting new Clause number 165A, 165B, 165C, 165D, 165E, 165F and 165G as follows:-
(Cont'd)

Existing Provisions	Proposed Amendments
New	<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>

21. By inserting new Clause number 168A as follows:-

Existing Provisions	Proposed Amendments
New	<p style="text-align: right;">Digital / Electronic Signature</p> <p style="text-align: center;">Authentication of Documents</p> <p>For the avoidance of doubt, any document 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 persons:</p> <ul style="list-style-type: none"> (a) a holder of shares; (b) a Director; (c) an alternate Director; (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; <p>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.</p>

22. By inserting new Clause number 168B as follows:-

Existing Provisions	Proposed Amendments
New	<p style="text-align: center;">MINUTES AND REGISTERS</p> <p style="text-align: right;">Minutes and Registers</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 hardcopy 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 hardcopy 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 hardcopy 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>

23. By removing existing Clause number 160 and replace as follows:-

Existing Provisions	Proposed Amendments
<p>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,</p>	<p style="text-align: right;">Power to capitalise profits</p> <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 style="margin-left: 20px;">i. the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p style="margin-left: 20px;">ii. such other date as may be determined by the Directors,</p> <p style="margin-left: 20px;">in the proportion to their holdings of shares; and/or</p>

23. By removing existing Clause number 160 and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
<p>and the Directors shall give effect to such resolution.</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> <p>ii. such other date as may be determined by the Directors,</p> <p>in proportion to their holdings 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 issue or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit for 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 Directors 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</p>

23. By removing existing Clause number 160 and replace as follows:- (Cont'd)

Existing Provisions	Proposed Amendments
	<p>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 undistributable 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 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.</p>

24. By amending Clause number 169 as follows:-

Existing Provision	Proposed Amendments
<p>Save as may be 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, manufacturing 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 members of the Company to communicate to the public.</p>	<p>i. Save as may be provided by the Act, no member shall be entitled to enter into or inspect any premises or property of the Company or to require disclosure of any information in respect of any detail of the Company's trading, manufacturing 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 members to communicate to the public.</p> <p style="text-align: right;">Secrecy</p>

24. By amending Clause number 169 as follows:- (Cont'd)

Existing Provision	Proposed Amendments
	<p>ii. 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.</p>

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