

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad has not perused this Circular and takes no responsibility for the contents of this Circular and 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.



MAJUPERAK HOLDINGS BERHAD

[Registration No. 200201017726 (585389-X)]
(Incorporated in Malaysia under the Companies Act, 1965
and deemed registered under the Companies Act, 2016)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Resolution in respect of the above proposal will be tabled at the Extraordinary General Meeting (“EGM”) of Majuperak Holdings Berhad (“MHB”). The EGM will be conducted through live streaming and online remote voting using the Lumi Remote Participation and Voting Facilities (“RPV”) meeting platform at <https://web.lumiagm.com>.

Form of Proxy should be lodged at the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or by electronic lodgement through the Share Registrar’s website, Boardroom Smart Investor Online Portal not later than 48 hours before the time set for the meeting or at any adjournment thereof. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your proxy form electronically.

Last date and time for lodging of the Form of Proxy	:	Monday, 8 February 2021 at 11.00 a.m.
Date and time of the AGM	:	Wednesday, 10 February 2021 at 11.00 a.m.
Broadcast Venue of the EGM	:	Meeting Room TR12-R02 12th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor

This Circular is dated 18 January 2021

DEFINITIONS

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

- “Act” : Companies Act, 2016 as amended from time to time and any re-enactment thereof
- “Board or Board of Directors” : Board of Directors of MHB
- “Bursa Malaysia” : Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
- “Circular” : The Circular dated 18 January 2021
- “Constitution” : The Constitution of the Company
- “Director” : For the purpose of this definition, “Director” shall have the meaning given in Section 2 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of MHB (or any other company which is its subsidiary or holding company or Chief Executive Officer of the Company, its subsidiary or holding company)
- “EGM” : Extraordinary General Meeting
- “Major Shareholder (s)” : A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-
- (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the company; or
 - (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of the Company
- (or any other company which is, its subsidiary or holding company) and includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.
- “MCCG” : Malaysian Code on Corporate Governance
- “MHB or Company” : Majuperak Holdings Berhad [200201017726 (585359-X)]
- “MHB Group” : Majuperak Holdings Berhad and its subsidiary companies, collectively.
- “MMLR” : Main Market Listing Requirement of Bursa Malaysia Securities Berhad and any amendment made thereto from time to time and any Practice Notes issued in relation thereto.

- “Person(s) connected” : Such person, in relation to the Director or Major Shareholder, who falls under any one of the following categories: -
- (a) A member of the Director’s or Major Shareholder’s family;
 - (b) A trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
 - (c) A partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
 - (d) A person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (e) A person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) A body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (g) A body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
 - (h) A body corporate in which the Director or Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
 - (i) A body corporate, which is a related corporation of the Director or Major Shareholder.

“Proposed Amendments to Constitution” : Proposed Amendments to the Existing Constitution of the Company

“Related Party(ies)” : Director(s), Major Shareholder(s) or person connected with such Director(s) or Major Shareholder(s) and include the Chief Executive Officer who is not a Director

“RM” and “sen” : Ringgit Malaysia and Sen respectively

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter gender and vice versa. Reference to persons shall include corporation.

Any reference in this Circular to any enactment is a reference to that enactment as amended or re-enacted from time to time.

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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MAJUPERAK HOLDINGS BERHAD
[Registration No. 200201017726 (585389-X)]
(Incorporated in Malaysia under the Companies Act, 1965
and deemed registered under the Companies Act, 2016)

Registered Office
55A, Medan Ipoh 1A, Medan Ipoh Bistari
31400 Ipoh Perak Darul Ridzuan
Malaysia

18 January 2021

Board of Directors:

Encik Mohd Ariff bin Yeop Ishak (*Executive Chairman*)
Encik Nizran bin Noordin (*Executive Director cum Group Chief Executive Officer*)
Mr. Lim Tian Huat (*Senior Independent Non-Executive Director*)
Encik Ahmad Najmi bin Kamaruzaman (*Independent Non-Executive Director*)
Encik Khairul Nizam bin Tajul Hasnan (*Non-Independent Non-Executive Director*)
Dato' Hj Tun Hisan bin Dato' Hj Tun Hamzah (*Independent Non-Executive Director*)
Datuk Abu Bakar bin Hassan (*Independent Non-Executive Director*)

To: **The Shareholders of MHB**

Dear Sir/ Madam,

Proposed Amendments to the Constitution Of The Company

1. Introduction

On 8 January 2021, the Company announced to Bursa Securities that the Board proposed to seek the shareholders' approval for amendments to the Constitution of the Company ("**Proposed Amendments to the Constitution**"). The purpose of this Circular is to provide you with details of the Proposed Amendments to the Constitution, as well as to seek your approval for the Special Resolution to be tabled at the forthcoming EGM of the Company. The Notice of EGM together with the Proxy Form and Administrative Guide are enclosed in this Circular.

2. Details and Rationale of the Proposed Amendments

The proposed amendments are necessary to provide better clarity and to ensure compliance with the relevant requirements and laws so as to update in according to the latest development of governance. The proposed amendments to be made to the Constitution are listed as per Appendix II of the Circular.

3. Effects of the Proposed Amendments to the Constitution

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

4. Interest of Directors, Major Shareholders and/or Persons Connected to them

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

5. Approval Required

The Proposed Amendments to the Constitution is subject to the approval of the Company's shareholders at the forthcoming EGM to be convened or at any adjournment thereof. Save and except for the approval of the Company's shareholders, there are no other approvals required for the Proposed Amendments to the Constitution.

6. Directors' Statement and Recommendation

The Board, having considered all aspects of the Proposed Amendments to the Constitution, is of the opinion that the Proposed Amendments to the Constitution is in the best interest of the Company and accordingly, the Board recommends that you vote IN FAVOUR of the Special Resolution pertaining to the Proposed Amendments to the Constitution to be tabled at the forthcoming EGM.

7. EGM

The EGM will be conducted through live streaming and online remote voting using the Lumi Remote Participation and Voting Facilities ("RPV") meeting platform at <https://web.lumiagm.com> as a fully virtual general meeting to be held at the Broadcast Venue at Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 10 February 2021 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions, with or without any modifications, to give effect to the Proposals.

If you are unable to attend and vote at the EGM, you may complete the Form of Proxy and deposit at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof either by hand, post, courier or electronic mail to bsr.helpdesk@boardroomlimited.com before the Form of Proxy lodgement cut-off time as mentioned above. Alternatively, the proxy form can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your proxy form electronically, also forty-eight (48) hours before the meeting. The completion and lodgement of the Form of Proxy shall not preclude you from attending and voting at the EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

8. Further Information

Shareholders are requested to refer to Appendix I for further information.

Yours faithfully

For and on behalf of the Board of
MAJUPERAK HOLDINGS BERHAD

ENCIK MOHD ARIFF BIN YEOP ISHAK
Executive Chairman/Non-Independent Executive Director

APPENDIX I

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Neither MHB nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as a plaintiff or defendant as at the date of this Circular and the Directors of MHB do not have any knowledge of any proceedings pending or threatened against MHB or its subsidiaries, or of any facts likely to give rise to any proceedings which might materially or adversely affect the position or business of the Group.

3. MATERIAL CONTRACTS

Save as disclosed below, there are no other material contracts (not being contracts entered into in the ordinary course of business) entered into by MHB and/or its subsidiary companies within the two (2) years immediately preceding the date of this Circular:

- Sale and Purchase Agreement dated 26 February 2020 between Syarikat Majuperak Berhad, a wholly-owned subsidiary of MHB and Keris Properties Holdings Sdn Bhd for the disposal of land measuring approximately 130.16 acres (52.67 hectares) (including ponds) in the Mukim of Sungai Terap, Daerah Kinta, Perak Darul Ridzuan for a total cash consideration of RM27,311,000. This Agreement is still ongoing and expected to complete by first Quarter 2021.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, during office hours and on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) The Constitution of MHB;
- (ii) The Audited Financial Statements of MHB Group for the past (2) financial years ended 31 December 2018 and 31 December 2019 and the Unaudited Results for the period ended 30 June 2020; and
- (iii) The material contracts referred to in Section 3 above.

APPENDIX II

PROPOSED AMENDMENTS TO BE MADE TO THE CONSTITUTION

CA 2016 - being the Companies Act 2016.
MMLR - being the Main Market Listing Requirements.

1. The existing Constitution of the Company is proposed to be amended by the relevant additions and deletions as specifically set out in the fourth column below:-

New Clause No.	Amended Article	Proposed Amendments
2.1 (NEW)	Nil	<p>Definition and Interpretation</p> <p>Broadcast Venue: a physical venue in Malaysia where the Chairperson of the annual and/or extraordinary general meeting or any adjournment thereof is physically present. The essential individuals may also be present at the broadcast venue to facilitate the conduct of a fully virtual annual and/or extraordinary general meeting or any adjournment thereof.</p>
11.3	<p>Waiver of Convening Extraordinary General Meeting</p> <p>Notwithstanding the preceding Clause, but subject always to the Act, the Company may apply to the Exchange upon which the Company is listed for waiver of convening meetings of members to obtain shareholders' approval for further issues of shares (other than bonus or right issues) where in accordance with the provisions of Section 76 of the Act, there is still in effect, a resolution approving the issuance of shares by the Company and the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued share capital of the Company.</p>	<p>Power to Issue Shares</p> <p>Subject to Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares except where the shares or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue.</p>

New Clause No.	Amended Article	Proposed Amendments
13.1	<p>Meeting of Members</p> <p>All meetings of members shall be held at such date, time and place as the Directors shall determine. 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. The main venue of the meeting of members shall be in Malaysia and the chairman shall be present at the main venue of the meeting.</p>	<p>Venue of meetings</p> <p>13.1 All meetings of members shall be held at such date, time and place as the Directors shall determine. 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. The main venue of the meeting of members shall be in Malaysia and the chairman shall be present at the main venue or Broadcast Venue (the only venue involved in the conduct of a virtual general meeting) of the meeting held in Malaysia, whichever is applicable of the meeting.</p>
13.2	<p>Annual General Meeting</p> <p>The Company shall hold an annual general meeting in every calendar year in addition to any other meetings held in that calendar year within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting.</p>	<p>Annual General Meeting</p> <p>13.2 The Company shall in each year hold a general meeting as the annual general meeting in addition to any other meetings in that year in accordance with Section 340 of the Act.</p>
14.1	<p>No business unless quorum</p> <p>No business shall be transacted at any meeting of members 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 or by proxy shall be a quorum. For the purposes of this Constitution "member" includes a person attending as a proxy or attorney or representing a corporation which is a member and one or more representatives appointed by a corporation shall be counted as one member, or one or more proxies appointed by a person shall be counted as one member.</p>	<p>No business unless quorum</p> <p>14.1(1) No business shall be transacted at any meeting of members 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 or by proxy shall be a quorum. For the purposes of this Constitution "member" includes a person attending as a proxy or attorney or representing a corporation which is a member and one or more representatives appointed by a corporation shall be counted as one member, or one or more proxies appointed by a person shall be counted as one member.</p> <p>14.1(2) 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 14.1(1) need not be physically present at the same place (or any place).</p>

New Clause No.	Amended Article	Proposed Amendments
14.3 (NEW)	Nil	<p>Amending resolutions</p> <p>14.3(5) (a) The chairman can propose amendments to an ordinary or special resolution if they are amendments to correct typographical errors in the resolution.</p> <p>(b) Save as stated in Clause 14.3(5)(a), no other amendments can be proposed to a special resolution.</p> <p>(c) 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 3 clear Business Days before the day fixed for the meeting or adjourned meeting.</p> <p>(d) 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> <p>Interruption or adjournment where facilities inadequate</p> <p>14.3(6) 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 Broadcast Venue; or</p> <p>(b) the means used for the remote communication,</p> <p>have become inadequate for the purposes referred to in Clause 14.3(3) 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> <p>ii) where a quorum remains present (either at the place at which the chairman is present or by technology as contemplated by Clause 14.3(3) and able to participate, subject to the Constitution, continue the meeting.</p>

New Clause No.	Amended Article	Proposed Amendments
		<p>All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of Clause 14.2 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>
<p>14.4 (1)</p> <p>14.4 (2) to 14.4 (11) (NEW)</p>	<p>Adjournment with consent of meeting</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 adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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>Nil</p>	<p>Adjournment with consent of meeting</p> <p>14.4(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 or sine die but no business shall be transacted at adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned sine die, the Board shall fix the time and place for the adjourned meeting. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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>Adjournment, Cancellation or Postponement of general meeting</p> <p>14.4(2) Subject to the Act, where a general meeting is convened by the Board, the Chairman may, in his 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> <ul style="list-style-type: none"> i) there is not enough room for the number of shareholders who wish to attend the meeting; ii) the behavior of the people presents prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out.

New Clause No.	Amended Article	Proposed Amendments
		<p>The Chairman does not need the consent of the meeting to adjourn if 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 general meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members or to a meeting convened by a court, without prior written consent of the person who called or requisitioned the meeting.</p> <p>14.4(3) 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> <ul style="list-style-type: none"> i) if practicable, published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper; ii) given to the Exchange and given in such manner required by the Listing Requirements or other requirements by the Exchange; and iii) subject to the Act and the Listing Requirements, given in any other manner determined by the Board. <p>14.4(4) A notice of postponement of a general meeting must specify:</p> <ul style="list-style-type: none"> i) the postponed date and time for the holding of the general meeting; ii) 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 general meeting; and iii) 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 general meeting in that manner.

New Clause No.	Amended Article	Proposed Amendments
		<p>14.4(5) The new time and place specified in the notice of postponement will be taken to be the time and place for the general meeting as if specified in the notice which called the general meeting originally.</p> <p>14.4(6) 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 and/or place are informed of the new arrangements for the general meeting.</p> <p>14.4(7) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the general meeting.</p> <p>14.4(8) 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"> i) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and ii) the date for holding the general 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 general meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the general meeting has been postponed. <p>14.4(9) 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>

New Clause No.	Amended Article	Proposed Amendments
		<p>14.4(10) A Director is entitled to receive notice of 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>14.4(11) 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 general meeting withdraw their requests prior to the date of the general meeting.</p>
14.9	<p>Chairman to promote orderly conduct of the business of all general meetings</p> <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 and the Chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the shareholders or so that the meeting reflects the wishes of the majority. 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>Chairman to promote orderly conduct of the business of all general meetings</p> <p>14.9 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 and the Chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the shareholders or so that the meeting reflects the wishes of the majority. 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>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>

New Clause No.	Amended Article	Proposed Amendments
19.2	<p>Meeting of Directors</p> <p>The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Director by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them. A Director may participate at a meeting of the Directors or committees of Directors by way of telephone or video conferencing or by means of other similar electronic telecommunication device or equipment which allows all persons participating in the meeting to hear and speak with each other. A Director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. A resolution passed by such a conference shall, despite the fact that the Directors are not present together in one place at the time of conference, be deemed to have been passed at a Directors' meeting held on the day on which and at the time (Malaysian time) at which the conference was held.</p>	<p>Meeting of Directors</p> <p>19.2 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Director by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them. A Director may participate at a meeting of the Directors or committees of Directors by way of telephone or video conferencing or by means of other similar electronic telecommunication device or equipment which allows all persons participating in the meeting to hear and speak with each other. A Director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Minutes of the proceedings A resolution passed by of such a conference shall, despite the fact that the Directors are not present together in one place at the time of conference, are sufficient evidence of such proceedings and of the observance of all necessary formalities, if the minutes are certified by the Chairman of the Board Meeting, be deemed to have been transpired passed at a Directors' meeting held on the day on which and at the time (Malaysian time) at which the conference was held.</p>
27.3 NEW	Nil	<p>Validity of electronic / digital signature</p> <p>27.3 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>

New Clause No.	Amended Article	Proposed Amendments
35.1	<p data-bbox="315 292 629 316">Power to Capitalise Profits</p> <p data-bbox="315 344 1160 895">35.1 The Company in general meeting 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 reserve account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that such 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 condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such 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 such 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> <p data-bbox="315 930 808 954">Power for applications of undivided profits</p> <p data-bbox="315 983 1160 1437">35.2 Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the</p>	<p data-bbox="1200 292 1989 316">Company may Capitalize Reserves and Undistributable Profits</p> <p data-bbox="1200 344 2163 432">35.1(1) The Director may, with the sanction of an ordinary resolution of the Company (including any ordinary resolution passed pursuant to Clause 3.2):-</p> <p data-bbox="1294 459 2163 576">(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register or (as the case may be) the Record of Depositors at the close of business on:</p> <p data-bbox="1373 608 2163 695">(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p data-bbox="1373 699 2163 815">(ii) in the case of an ordinary resolution passed pursuant to Clause 3.2, such other date as may be determined by the Directors, in the proportion to their then holdings of shares; and/or</p> <p data-bbox="1294 842 2163 1023">(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 data-bbox="1373 1046 2163 1134">(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p data-bbox="1373 1137 2163 1254">(ii) in the case of an ordinary resolution passed pursuant to Clause 3.2, such other date as may be determined by the Directors, in proportion to their then 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>

New Clause No.	Amended Article	Proposed Amendments
	<p>application thereto of their respective proportions to the profits resolved to be capitalised or the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such member.</p>	<p>35.1(2) 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 incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p> <p>35.1(3) 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>