

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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

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



REACH ENERGY BERHAD
(Registration No. 201301004557 (1034400-D))
(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE
PROPOSED AMENDMENTS TO THE CLAUSES IN THE COMPANY’S CONSTITUTION

The Notice of Eighth Annual General Meeting (“**8th AGM**”) of Reach Energy Berhad (“**Reach Energy**”) to be conducted fully virtual meeting via Remote Participation and Electronic Voting (“RPEV”) Facilities through live streaming broadcast at <https://web.lumiagm.com> from Symphony Square Auditorium 3A Floor, No. 5, Menara Symphony, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 24 June 2021 at 10.00 a.m.**, is sent together with this Circular.

You are requested to complete, sign and return the Proxy Form attached with the Notice of 8th AGM and deposit it at Boardroom Share Registrars Sdn Bhd’s office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan forty-eight (48) hours before the date and time for holding the meeting, if you are not able to attend the 8th AGM. Alternatively, the Proxy Form can be submitted electronically via <https://boardroomlimateed.my> before the Proxy Form submission cut-off time as mentioned in the above. The completion and lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Tuesday, 22 June 2021 at 10.00 a.m.
Date and time of AGM : Thursday, 24 June 2021 at 10.00 a.m.

This Circular is dated 24 May 2021

DEFINITIONS

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

“Act”	:	The Malaysian Companies Act, 2016 as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board”	:	The Board of Directors of Reach Energy Berhad
“Bursa Securities”	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Director(s)”	:	Shall have the meaning given in Section 2 of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of the Company, its subsidiary or holding company
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
“Major Shareholder(s)”	:	A person who has an interest or interests in one or more voting shares in a company and the number or aggregate number of those shares, is – (a) 10% or more of the total number of voting shares in the company; or (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act
“Person(s) Connected”	:	Shall have the same meaning as defined in Chapter 1 of the Listing Requirements
“Proposal”	:	Proposed Amendment to the Clause in the Company’s Constitution
“Reach Energy” or “the Company”	:	Reach Energy Berhad [Registration No. 201301004557 (1034400-D)]
“Reach Energy Group Group” or “the Group”	:	Collectively, Reach Energy and its subsidiaries
“Annual Report 2020”	:	Annual Report of Reach Energy issued for the financial year end 31 December 2020

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REACH ENERGY BERHAD
(Registration No. 201301004557 (1034400-D))
(Incorporated in Malaysia under the Companies Act, 1965)

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

24 May 2021

Board of Directors:

Tan Sri Dr. Azmil Khalili Bin Dato' Khalid	<i>(Non-Independent Non-Executive Chairman)</i>
Encik Izlan Bin Izhah	<i>(Senior Independent Non-Executive Director)</i>
Encik Nik Din Bin Nik Sulaiman	<i>(Independent Non-Executive Director)</i>
Dato' Jasmy Bin Ismail (Appointed on 3 September 2020)	<i>(Independent Non-Executive Director)</i>
Puan Noor Lily Zuriati Binti Abdullah (Appointed on 3 September 2020)	<i>(Independent Non-Executive Director)</i>
Mr. Berikkazy Seksenbayev (Appointed on 31 March 2021)	<i>(Independent Non-Executive Director)</i>
Mr. Yerlan Issekeshv (Appointed on 31 March 2021)	<i>(Independent Non-Executive Director)</i>
Y.M. Tunku Datuk Nooruddin bin Tunku Dato' Sri Shahabuddin	<i>(Executive Director)</i>
Encik Ku Azhar Bin Ku Akil	<i>(Executive Director)</i>

To : The Shareholders of Reach Energy Berhad

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this Circular is to provide you with the relevant information of the Proposed Amendments and to seek your approval on the special resolution pertaining to the Proposed Amendments to be tabled at the forthcoming 8th AGM of the Company.

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

2. DETAILS OF THE PROPOSED AMENDMENTS

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

3. RATIONALE OF THE PROPOSED AMENDMENTS

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

4. EFFECTS OF THE PROPOSED AMENDMENTS

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

5. CONDITION OF THE PROPOSED AMENDMENTS

The Proposed Amendments is conditional upon the approval being obtained from the shareholders of the Company at the forthcoming 8th AGM to be convened by way of a special resolution.

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

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

7. DIRECTORS' STATEMENTS AND RECOMMENDATION

The Board, having considered the Proposed Amendments, is of the opinion that the Proposed Amendments are in the best interest of the Company and the Group and hereby recommend the shareholders vote in favour on the special resolution pertaining to the Proposed Amendments at the 8th AGM to be convened.

8. AGM

The special resolution to vote on the Proposed Amendments is set out in the Notice of 8th AGM contained in Annual Report 2020 which was sent to you together with this Circular. The 8th AGM will be conducted fully virtual at Symphony Square Auditorium 3A Floor, No. 5, Menara Symphony, Jalan Prof. Khoo Kay Kim, seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 24 June 2021 at 10.00 a.m.

If you are unable to attend and vote in person at the 8th AGM, you should complete and return the Proxy Form enclosed with the Notice of 8th AGM, in accordance with the instructions printed therein, to Boardroom Share Registrars Sdn Bhd's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the 8th AGM or any adjournment thereof. Alternatively, the Proxy Form can be submitted electronically via <https://boardroomlimited.my> before the Proxy Form submission cut-off time as mentioned in the above. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 8th AGM should you subsequently wish to do so.

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9. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
REACH ENERGY BERHAD

TAN SRI DR. AZMIL KHALILI BIN DATO' KHALID
Non-Independent Non-Executive Director

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

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

3. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (a) the Constitution of Reach Energy; and
- (b) the Audited Financial Statements of Reach Energy for the past two (2) financial years ended 31 December 2019 and 31 December 2020.

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PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION

Clause Number	Existing Clause		Proposed Clause	
The New and Existing Clauses Number will be re-numbered accordingly				
7.	The Company	REACH ENERGY BERHAD [201301004557 (1034400-D)].	The Company	REACH ENERGY BERHAD [Registration No. 201301004557 (1034400-D)].
	The Exchange	Bursa Malaysia Securities Berhad (635998-W) or such other name as it may assume from time to time.	The Exchange	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] or such other name as it may assume from time to time.
	Depository	Bursa Malaysia Depository Sdn Bhd (165570-W) and its successors-in-title.	Depository	Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)] and its successors-in-title.
	N/A	N/A	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.
	N/A	N/A	Broadcast Venue	A physical venue in Malaysia where the Chairperson 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 the time specified therein.
	N/A	N/A	Main Venue	A primary physical venue is Malaysia where the Chairperson of the general meeting or any adjournment thereof is physically present.

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
9.	The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit.	The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and at an issue price as they may think fit.
11.	The Company may, subject to its 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 49 and 50 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause.	The Company many, subject to its obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, the Company from time to time by resolution of a general meeting, acquire by purchase its own shares in good faith and in the best interests of the Company, the Company's own shares through the Exchange on which the shares are quoted provided always that the Company is solvent at the date of purchase of the Company's shares and will not become insolvent by incurring the debt arising from the obligation to pay for the shares so purchased. The provisions of Clause 49 and 50 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause.

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
47.	<p>(1) Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, or renounced will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may, subject to this Constitution, dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any such new shares or securities which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.</p> <p>(2) Notwithstanding the foregoing and subject to the Act, the Company may apply to any Exchange to the waiver of convening an extraordinary general meeting to obtain shareholders' approval for further issue of shares (other than bonus or rights issue) where the aggregate issues of which in any one financial year do not exceed ten (10) per cent of the issued capital and where in accordance with the provisions of Section 75 of the Act, there is still in effect a resolution approving the issue of shares by the Company.</p>	<p>(1) Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, or renounced will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may, subject to this Constitution, dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any such new shares or securities which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.</p> <p>(2) Subject to the Act and the Listing Requirements without limiting the generality of Section 76 of the Act, the Company must not issue any ordinary or other securities with rights of conversion to ordinary shares, except where the share or securities are issued with the prior shareholders' approval in a general meeting of the precise terms and conditions of the issue.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
58.	<p>(3) Where the notice or document is sent by electronic means:-</p> <ul style="list-style-type: none"> (i) via electronic mail, at the time of transmission to a Member's electronic mail address, 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; (ii) 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; (iii) 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. 	<p>(3) Where the notice or document is sent by electronic means:-</p> <ul style="list-style-type: none"> (i) via electronic mail, at the time of transmission to a Member's electronic mail address, 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; (ii) 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; (iii) 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. <p>(iv) Where the notice of document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published.</p>
64.	<p>No business shall be transacted at any 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 purpose of this Article, "Member" includes a person attending as a proxy or as representing a corporation which is a Member.</p>	<p>(1) No business shall be transacted at any 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 purpose of this Clause, "Member" includes a person attending as a proxy or as representing a corporation which is a Member. For the purposes of constituting a quorum:-</p> <ul style="list-style-type: none"> (i) one or more representatives appointed by a corporation shall be counted as one member; or (ii) one or more proxies appointed by a person shall be counted as one member.

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>(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 64(1) need not be physically present at the same place (or at any place) or as the case may be outside Malaysia.</p> <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 outside of Malaysia.</p>
67. (Newly added Clause)	N/A	<p>(1) Subject to the Act, where a general meeting is convened by the Board, the Chairman may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting or adjourn the meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.</p> <p>This Clause shall not apply to a general meeting convened in accordance with Section 310(b) and 311 of the Act by a member or members without prior written consent of the person who called or requisitioned the meeting.</p> <p>(2) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:</p> <p>(a) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper;</p> <p>(b) given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange; and</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>(c) subject to the Act and Listing Requirements, given in any other manner determined by the Board.</p> <p>(3) A notice of postponement of a general meeting must specify:</p> <p>(a) the postponed date and time for the holding of the general meeting;</p> <p>(b) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the meeting; and</p> <p>(c) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.</p> <p>The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.</p> <p>Notice of the business to be transacted at such moved and/or postponed meeting is not required. The Board must take reasonable steps to ensure that Members trying to attend the general meeting at the original time, date/or place are informed of the new arrangements for the general meeting.</p> <p>(4) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>(5) Where by the terms of an instrument appointing a proxy or attorney or an appointment of a representative:</p> <p>(a) the appointed person is authorised to attend and vote a general meeting to be held on or before a specified date; and</p> <p>(b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the member appointing the proxy, attorney or representatives gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.</p> <p>(6) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.</p> <p>(7) A Director is entitled to receive notice and to attend all general meetings and all separate meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		(8) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the members who requisitioned the meeting withdraw their requests prior to the date of the meeting.
68. (Newly added Clause)	N/A	A person requested by the Directors or Chairman to attend a general meeting, is entitled to be present (and if invited by the Chairman, to speak) at the meeting, irrespective of whether the person is a Member.
72. (Newly re-numbered Clause, previously Clause 70)	<p>All resolutions set out in the notice of any meeting of Members 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 68, 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>All resolutions set out in the notice of any meeting of Members 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 69, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. If such scrutineer is interested in a resolution to be passed at the meeting, the scrutineer must refrain from acting as the scrutineer for that resolution.</p> <p>The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices or if the meeting to be held virtual, the poll may be conducted virtually using any electronic means via any online platform, website or mobile application by any features available of that online platform, website or mobile application. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
75. (Newly added Clause)	N/A	Subject to the provisions of the Act and the Listing Requirements, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail and facsimile.
81. (Newly re-numbered Clause, previously Clause 78)	The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.	The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer 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 instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
82. (Newly re-numbered Clause, previously Clause 79)	<p>The instrument appointing a proxy shall be in writing in the following form or a form as near thereto as circumstances admit or in such other form as the Directors may approve subject to the requirements of the Act, the Exchange and any other relevant authorities.</p> <p align="center"><u>REACH ENERGY BERHAD</u></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 or Extraordinary General Meeting of the Company as the case may be to be held on the day of and, at every and adjournment thereof for/against the resolution(s) to be proposed thereat.</p> <p>As witness my hand this day of 20</p> <p>*Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.)</p>	The instrument appointing a proxy shall be in writing in a form as near thereto as circumstances admit or in such other form (including electronic form) as the Directors may approve subject to the requirements of the Act, the Exchange and any other relevant authorities may require.

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
84. (Newly re-numbered Clause, previously Clause 81)	<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 or shall be in accordance with this Constitution.</p> <p>(2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p>(a) the identity of the member and the proxy; and</p> <p>(b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.</p> <p>(3) Without prejudice to this Clause, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-</p> <p>(a) Notice calling the meeting;</p> <p>(b) Instrument of proxy sent out by the Company in relation to the meeting;</p> <p>(c) Website maintained by or on behalf of the Company; or</p> <p>(d) Electronic platform maintained by the Company or third parties.</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 Constitution.</p> <p>(2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-</p> <p>(a) the identity of the member and the proxy; and</p> <p>(b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.</p> <p>(3) Without prejudice to this Clause, the appointment of proxy by electronic communication 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;</p> <p>(b) Instrument of proxy sent out by the Company in relation to the meeting;</p> <p>(c) Website maintained by or on behalf of the Company; or</p> <p>(d) Electronic platform maintained by the Company or third parties.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
	<p>(4) An appointment of proxy by electronic communication must be received at the electronic specified by the Company pursuant to Clause 88A(3) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p>(5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.</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 Clause 83 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p>(5) If the Instrument or form is otherwise unclear or incomplete, the Company may:</p> <p style="padding-left: 20px;">(a) by oral or written communication, clarify with the member any instruction on the appointment; and</p> <p style="padding-left: 20px;">(b) complete or amend the contents of any instrument or form to reflect the clarification in the instructions received from the member (which may occur later than the time specified in the notice of meeting for the receipt of direct votes or proxy appointments) and the member appoints the Company as its attorney for this purpose.</p> <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>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
85. (Newly re-numbered Clause, previously Clause 82)	A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the Share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office and/or such other place as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.	A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the Share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office and/or such other place or by electronic communication as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. A proxy may only vote as directed on the proxy form. However, a member is not precluded from attending the meeting in person after lodging the instrument of proxy. Such attendance shall automatically revoke the authority render to the proxy.
145. (Newly added Clause)	N/A	Any register, index, minute book, accounting record or other book pursuant to the Act or the provisions of this Constitution to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept either in hard copy form or in electronic form, and arranged in the manner that the directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery.
146. (Newly added Clause)	N/A	For the avoidance of doubt, any documents or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following person:

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>(a) a holder of shares;</p> <p>(b) a Director;</p> <p>(c) an alternate Director;</p> <p>(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> <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>
<p>160. (Newly re-numbered Clause, previously Clause 156)</p>	<p>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 profit and loss account or otherwise available for distribution, 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. A share premium account and a capital redemption reserve may, for the purposes of this regulation, be applied only in the paying up of unissued shares to be issued to Members of the Company, as fully paid bonus shares.</p>	<p>(a) The Director may, with the sanction of an ordinary resolution of the Company:-</p> <p>issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:</p> <p>(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>(ii) such other date as may be determined by the Directors,</p> <p>in the proportion to their holdings of shares; and/or</p> <p>(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of Depositors at the close of business on:</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<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 holding of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.</p> <p>The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issued or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit or any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Director may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any distributable profits or other monies of the Company not required for the payment or provision of any Dividends on any shares entitled to cumulative or non-cumulative preferential Dividends (including profits or other monies carried and standing to any reserve 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>
162. (Newly added Clause)	N/A	<p>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>
163. (Newly re-numbered Clause, previously Clause 158)	<p>Any notice or document required to be sent to Members may be given by the Company or the Secretary to any Member:-</p> <p>(a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;</p> <p>(b) in electronic form, and sent by the following electronic means:-</p> <p>(i) transmitting to his last known electronic mail address; or</p>	<p>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> <p>(a) in hard copy 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;</p> <p>(b) in electronic form, and sent by the following electronic means:-</p> <p>(i) transmitting to his last known electronic mail address; or</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
	<p>(ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or</p> <p>(iii) 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 hard copy or electronic mail or short messaging service has been given to them accordingly.</p>	<p>(ii) 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 hard copy or electronic communications(s) or short messaging service has been given to them accordingly; or</p> <p>(iii) partly in hardcopy and partly in electronic form.</p>
<p>164. (Newly re-numbered Clause, previously Clause 159)</p>	<p>Any notice or document shall be deemed to have been served by the Company to a Member:-</p> <p>(a) Where the notice or document is sent in hard copy, by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.</p> <p>In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.</p>	<p>Any notice or document shall be deemed to have been served by the Company to a Member:-</p> <p>(a) Where the notice or document is sent in hard copy, 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 providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.</p> <p>(b) 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>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
	<p>(b) Where the notice or document is sent by electronic means:-</p> <ul style="list-style-type: none"> (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 141(b)(i), 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; (ii) 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 141(b)(ii); or (iii) via electronic platform maintained by the Company or third parties, on the date of 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 141(b)(iii). <p>In the event that service of a notice or document pursuant to Clause 141A(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 141(a) hereof.</p>	<p>(c) Where the notice or document is sent by electronic means:-</p> <ul style="list-style-type: none"> (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 163(b)(i), 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; (ii) 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(b)(ii); or (iii) via electronic platform maintained by the Company or third parties, on the date of 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(b)(iii). <p>(iv) Where the notice of document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published.</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 service by serving the notice or document in hard copy in accordance with this Constitution.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
<p>166. (Newly re-numbered Clause, previously Clause 161)</p>	<p>(1) Notice of every general meeting shall be given in any manner herein-before authorised to:-</p> <p>(a) every Member;</p> <p>(b) every person entitled to a share in consequences of the death or bankruptcy or a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;</p> <p>(c) the auditor for the time of the Company; and</p> <p>(d) every Director of the Company.</p> <p>(2) No other person shall be entitled to receive notices of general meetings.</p>	<p>(1) Notice of every general meeting shall be given in any manner herein-before authorised to:-</p> <p>(a) every Member;</p> <p>(b) every person entitled to a share in consequences of the death or bankruptcy or a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;</p> <p>(c) the auditor for the time of the Company;</p> <p>(d) every Director of the Company; and</p> <p>(e) the Exchange.</p> <p>(2) 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>(3) All notices served for and on behalf of the Company or the Director shall only be effectual if it bears the name of a Director or the secretary or a duly authorised Officer of the Company and which are issued by order of the Board pursuant a resolution duly passed by the Directors.</p> <p>(4) 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.</p> <p>For a shareholder registered on a branch register, notices, documents or information can be posted or despatched in Malaysia or in the country where the branch register is kept.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>(5) This Clause applies where, on two consecutive occasions, notices, documents or information sent or supplied by post have returned undelivered. If the shareholder registers a new address with the Company and the Depository (if the hold Depository Shares) where notices, documents or information can be sent or supplied, the shareholder is entitled to have notices, documents or information sent or supplied to them at that address. Otherwise, the shareholder is not entitled to receive any notices, documents or information from the Company.</p> <p>(6) If a notice, proxy form, other document or information relating to a meeting or other proceeding is accidentally not sent or is not received, the meeting or other proceeding will not be invalid as a result.</p> <p>A shareholder present in person (including, by a representative) or by proxy at a shareholders' meeting is treated as having received proper notice of that meeting and, where necessary, of the purpose of that meeting.</p>
<p>167. (Newly re-numbered Clause, previously Clause 162)</p>	<p>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 Clause 160 and Clause 161 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by the advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.</p>	<p>(1) A Member's address, electronic mail address and any other contact details provided to the Depository shall deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
		<p>(2) 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 Clause 165 and Clause 166 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by the advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.</p> <p>(3) A member present, either in person or by proxy, at any meeting of the Company or 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>(4) 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 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>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
171. (Newly re-numbered Clause, previously Clause 166)	Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.	<p>(1) Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.</p> <p>(2) 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>
167.	Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officers (pursuant to the interpretation as stated in Section 4 of the Act) or auditors of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.	To be removed as covered under Clauses 175-180 (Newly re-numbered Clauses, previously Clauses 172-177)
168.	Subject to the provisions of the Act, the Company may purchase and maintain insurance against any liability falling upon its Directors or other Officers which arises out of their respective duties to the Company or in relation to its affairs.	To be removed as covered under Clauses 175-180 (Newly re-numbered Clauses, previously Clauses 172-177)

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
<p>175. (Newly re-numbered Clause, previously Clause 172)</p>	<p>For the purposes of the Clauses 176 to 180 of this Constitution:-</p> <p>“officer” includes:-</p> <p>(a) any Director, manager, secretary or employee of the Company;</p> <p>(b) a former officer;</p> <p>(c) a receiver or receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and</p> <p>(d) any liquidator of the Company appointed in a voluntary winding up, but does not include:-</p> <p>(i) any receiver who is not also a manager;</p> <p>(ii) any receiver and manager appointed by Court; or</p> <p>(iii) any liquidator appointed by the Court or by the creditors of the Company;</p> <p>“effect insurance” includes pay, whether directly or indirectly, the costs of the insurance; and</p> <p>“indemnify” includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.</p>	<p>N/A</p>
<p>176. (Newly re-numbered Clause, previously Clause 173)</p>	<p>Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company for any costs incurred by him or the Company in respect of any proceedings:-</p> <p>(a) that relate to the liability for any act or omission in his capacity as an officer or auditor; and</p> <p>(b) in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or is granted relief under this Act, or where proceedings are discontinued or not pursued.</p>	<p>N/A</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
<p>177. (Newly re-numbered Clause, previously Clause 174)</p>	<p>Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company in respect of:-</p> <p>(a) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or auditor;</p> <p>(b) any costs incurred by that Director or officer in defending or settling any claim or proceedings relating to such liability except:-</p> <p>(i) any liability of the Director to pay:-</p> <p>(1) a fine imposed in criminal proceedings; or</p> <p>(2) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or</p> <p>(ii) any liability incurred by the Director:-</p> <p>(1) in defending any criminal proceedings in which he is convicted; or</p> <p>(2) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or</p> <p>(c) any costs incurred in connection with an application for relief under the Act.</p>	<p>N/A</p>
<p>178. (Newly re-numbered Clause, previously Clause 175)</p>	<p>The Company may, with the prior approval of the Board, effect insurance for an officer or auditor of the Company in respect of:-</p> <p>(a) civil liability, for any act or omission in his capacity as a Director or officer or auditor; and</p> <p>(b) costs incurred by that officer or auditor in defending or settling any claim or proceeding relating to any such liability; or</p>	<p>N/A</p>

PROPOSED AMENDMENTS TO THE CLAUSE IN THE COMPANY'S CONSTITUTION (CONT'D)

Clause Number	Existing Clause	Proposed Clause
	<p>(c) costs incurred by that officer or auditor in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or auditor:-</p> <p>(i) in which that person is acquitted;</p> <p>(ii) in which that person is granted relief under the Act; or</p> <p>(iii) where proceedings are discontinued or not pursued.</p>	
<p>179. (Newly re-numbered Clause, previously Clause 176)</p>	<p>The provisions of Clause 177, Clause 178(a) and Clause 178(b) shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under Section 213 of the Act.</p>	<p>N/A</p>
<p>180. (Newly re-numbered Clause, previously Clause 177)</p>	<p>The Directors shall:-</p> <p>(a) record or cause to be recorded in the minutes of the Board; and</p> <p>(b) disclose or cause to be disclosed in the Directors' report referred to in Section 253 of the Act,</p> <p>the particulars of any indemnity given, or insurance effected for any officer or auditor of the Company.</p>	<p>N/A</p>