

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)**

The Constitution of the Company are proposed to be amended in the following manner:-

<b>Existing Constitution</b>		<b>Proposed Revised Constitution</b>	
<b>Clause Number</b>	<b>(Equivalent to Existing Memorandum of Association)</b>	<b>Clause Re-numbered</b>	<b>Proposed Revised Constitution</b>
	<b>CAPITAL</b>		<b>CAPITAL</b>
6.	The capital of the Company is Ringgit Malaysia <del>One Billion (RM1,000,000,000.00)</del> divided into <del>1,000,000,000</del> shares of RM1.00 each with power for the Company to increase or reduce the said capital, and subject to any applicable law or regulations to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein before contained.	6.	<i>The Company <b>has the power</b> to increase or reduce the said capital, and subject to any applicable laws, regulations or <b>Guidelines</b> to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein before contained.</i>
<b>Article Number</b>	<b>(Equivalent to Existing Articles of Association)</b>	<b>Clause Re-numbered</b>	<b>Proposed Revised Constitution</b>
	<b>TABLE "A" EXCLUDED</b>		<b>THE COMPANIES ACT 2016</b>
1.	The regulations in Table A in the Fourth Schedule to the Companies Act 1965 shall not apply to the Company, except in so far as the same are repeated or contained in <del>these Articles.</del>	7.	<i>The <b>provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of this Constitution</b> shall not apply to the Company, except <b>in</b> so far as the same are repeated or contained in <b>this Constitution.</b></i>
	<b>INTERPRETATION</b>		<b>INTERPRETATION</b>
2.	In <del>these Articles</del> if not inconsistent with the subject or context:-  (a) "the Act" means the Companies Act, 1965 and every statutory modification and any re-enactment thereof that may be made from time to time.  (b) (Deleted)	8.	In <b>this Constitution</b> if not inconsistent with the subject or context:-  (a) "the Act" means <b>the Companies Act 2016 or any statutory modification amendment or re-enactment thereof.</b>  (b) " <b>this Constitution</b> " means <b>this Constitution</b> of the Company, including, any changes made to it.

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	<p>(c) <del>“these Articles” or “these presents” means these Article of Association</del> as originally framed or as altered from time to time by Special Resolution.</p> <p>(d) “Board” or “Directors” means the Board for the time being of the Company.</p> <p>(e) “Central Depositors Act’ means the Securities Industry (Central Depositories) Act 1991 and regulations made thereunder, as amended from time to time and any re-enactment thereof.</p> <p>(f) “Closed-end Fund” shall have the meaning given in the Guidelines.</p> <p>(g) “the Company” means the abovenamed Company.</p> <p>(h) “Custodian” means the person appointed by the Company for the time being to provide custodian services to the Company.</p> <p>(i) “Deposited Security” means a security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense.</p> <p>(j) “Depositor” means a holder of a Securities Account established by the Depository.</p> <p>(k) “Depository” means Bursa Malaysia Depository Sdn Bhd and includes its successors-in-title and assigns.</p> <p>(l) “Designated Persons” means the individual(s) responsible for managing the investment of the Company as approved by the SC under the Guidelines.</p> <p>(m) “hard copy form” means any document sent or supplied in a paper copy or similar form capable of being read by the recipient.</p>		<p>(c) “Board” or “Directors” means the Board for the time being of the Company.</p> <p>(d) “Central Depositors Act’ means the Securities Industry (Central Depositories) Act 1991 and regulations made thereunder, as amended from time to time and any re-enactment thereof.</p> <p>(e) “Closed-end Fund” shall have the meaning given in the Guidelines.</p> <p>(f) “the Company” means the abovenamed Company.</p> <p>(g) “Custodian” means the person appointed by the Company for the time being to provide custodian services to the Company.</p> <p>(h) “Deposited Security” means a security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense.</p> <p>(i) “Depositor” means a holder of a Securities Account established by the Depository.</p> <p>(j) “Depository” means Bursa Malaysia Depository Sdn Bhd and includes its successors-in-title and assigns.</p> <p>(k) “Designated Persons” means the individual(s) responsible for managing the investment of the Company as approved by the SC under the Guidelines.</p> <p>(l) <b>“Electronic Address” means any address or number used for the purpose of sending or receiving documents or information by electronic means.</b></p> <p>(m) <b>“Electronic Form” means document or information sent or supplied by electronic means or by any other means while in an electronic form (such as by e-</b></p>

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	(n) "the Exchange" means Bursa Malaysia Securities Berhad.		<i>mail, text message, fax or sending an electronic copy (CD-ROM) by post) whereby a recipient of such document or information would be able to retain a copy.</i>
	(o) "Fund Manager" means a company incorporated in Malaysia which shall be responsible for managing the investment of the Company for the time as approved by the SC under the Guidelines.		(n) "hard copy form" means any document sent or supplied in a paper copy or similar form capable of being read by the recipient.
	(p) "Guidelines" means Guidelines for Public Offerings of Securities of Closed-end Funds dated 30 October 1995 issued by the SC, as may be amended or supplemented from time to time.		(o) "the Exchange" means Bursa Malaysia Securities Berhad.
	(q) "Investment Adviser" means the person or a company appointed by the Company from time to time provide investment advisory services to the Company.		(p) "Fund Manager" means a company incorporated in Malaysia which shall be responsible for managing the investment of the Company for the time as approved by the SC under the Guidelines.
	(r) "Investment Limits" means the investment limits imposed by the SC pursuant to the Guidelines or any other guidelines, regulations, policies, rulings or directives issued by the SC from time to time.		(q) "Guidelines" means Guidelines for Public Offerings of Securities of Closed-end Funds dated 30 October 1995 issued by the SC, as may be amended or supplemented from time to time.
	(s) "Investment Policy and Objectives" means the investment policy and objectives adopted by the Company including such variation thereof from time to time as may be approved by the members by way of Special Resolution.		(r) "Investment Adviser" means the person or a company appointed by the Company from time to time provide investment advisory services to the Company.
	(t) "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendment or supplemental thereof that may be made from time to time.		(s) "Investment Limits" means the investment limits imposed by the SC pursuant to the Guidelines or any other guidelines, regulations, policies, rulings or directives issued by the SC from time to time.
	(u) "Managers" means the Fund Manager and the Designated Persons collectively.		(t) "Investment Policy and Objectives" means the investment policy and objectives adopted by the Company including such variation thereof from time to time as may be approved by the members by way of Special Resolution.
	(v) "major shareholder" shall have the same meaning given in paragraph 1.01 of the Listing Requirements.		(u) "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendment or
	(w) "market day" means a day on which		

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	<p>the stock market of the Exchange is open for trading in securities.</p> <p>(x) “member/members” means any person/persons for the time being holding shares in the Company and whose names appear in Register (except Bursa Malaysia Depository Nominees Sdn Bhd) including Depositors whose names appear on the Record of Depositors.</p> <p>(y) “Net Asset Value” means the value of the assets of the Company less its liabilities (including such provisions and allowances for contingencies as the Company may consider appropriate.) For the avoidance of doubt, the assets of the Company will include cash and cash equivalents held by the Company from time to time. The value of the assets of the Company shall be determined by the formula set out in the Guidelines (where applicable). Liabilities shall include the amount of any accrued fees and expenses payable to the Fund Manager, Custodian or any other persons at the relevant valuation date of the Company.</p> <p>(z) "the Office" means the registered office for the time being of the Company.</p> <p>(aa) “person connected” shall have the same meaning given in paragraph 1.01 of the Listing Requirements.</p> <p>(bb) "Register" means the Register of Members to be kept pursuant to the Act.</p> <p>(cc) “Record of Depositors” means a record provided by the Depository to the Company or its registrar or its issuing house pursuant to an application under Chapter 24.0 of the Rules</p> <p>(dd) “Rules” means the Rules of the</p>		<p>supplemental thereof that may be made from time to time.</p> <p>(v) “Managers” means the Fund Manager and the Designated Persons collectively.</p> <p>(w) “major shareholder” shall have the same meaning given in paragraph 1.01 of the Listing Requirements.</p> <p>(x) “market day” means a day on which the stock market of the Exchange is open for trading in securities.</p> <p>(y) “member/members” means any person/persons for the time being holding shares in the Company and whose names appear in Register (except Bursa Malaysia Depository Nominees Sdn Bhd) including Depositors whose names appear on the Record of Depositors.</p> <p>(z) “Net Asset Value” means the value of the assets of the Company less its liabilities (including such provisions and allowances for contingencies as the Company may consider appropriate.) For the avoidance of doubt, the assets of the Company will include cash and cash equivalents held by the Company from time to time. The value of the assets of the Company shall be determined by the formula set out in the Guidelines (where applicable). Liabilities shall include the amount of any accrued fees and expenses payable to the Fund Manager, Custodian or any other persons at the relevant valuation date of the Company.</p> <p>(aa) "the Office" means the registered office for the time being of the Company.</p> <p>(bb) “person connected” shall have the same meaning given in paragraph 1.01 of the Listing Requirements.</p> <p>(cc) "Register" means the Register of</p>

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	<p>Depository.</p> <p>(ee) "SC" means the Securities Commission Malaysia.</p> <p>(ff) "the Seal" means the Common Seal of the Company.</p> <p>(gg) "the Secretary" means any person appointed to perform the duties of the Secretary of the Company including any person appointed temporarily or an assistant or deputy secretary.</p> <p>(hh) "shares" means shares in the Company.</p> <p>(ii) "the share seal" means the share seal of the Company.</p> <p>(jj) "Securities Account" means an account established by the Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor.</p> <p>(kk) "securities" means debentures, stocks and shares in a public company or corporation, or bonds of any government or of any body corporate or unincorporated, and includes any right or option in respect thereof.</p> <p>The headings are inserted for convenience only and shall not affect the construction of <del>these Articles</del>.</p> <p>References to writing include references to typewriting, printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form and documents and information sent or supplied in electronic form or made</p>		<p>Members to be kept pursuant to the Act.</p> <p><b>(dd)</b> "Record of Depositors" means a record provided by the Depository to the Company or its registrar or its issuing house pursuant to an application under Chapter 24.0 of the Rules</p> <p><b>(ee)</b> "Rules" means the Rules of the Depository.</p> <p><b>(ff)</b> "SC" means the Securities Commission Malaysia.</p> <p><b>(gg)</b> "the Seal" means the Common Seal of the Company.</p> <p><b>(hh)</b> "the Secretary" means any person appointed to perform the duties of the Secretary of the Company including any person appointed temporarily or an assistant or deputy secretary.</p> <p><b>(ii)</b> "shares" means shares in the Company.</p> <p><b>(jj)</b> "the share seal" means the share seal of the Company.</p> <p><b>(kk)</b> "Securities Account" means an account established by the Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor.</p> <p><b>(ll)</b> "securities" means debentures, stocks and shares in a public company or corporation, or bonds of any government or of any body corporate or unincorporated, and includes any right or option in respect thereof.</p> <p>The headings are inserted for convenience</p>

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	<p>available on a website are "in writing" for the purposes of <del>these Articles</del>.</p> <p>References to address in relation to any electronic communication shall include any number or address used for sending or receiving documents or information by electronic means.</p> <p>References to a document or information sent or supplied in electronic form shall include a document or information sent by electronic means (for example, by email or facsimile) or by any other means while in an electronic form (for example, sending a CD-ROM or Universe Serial Bus flash drive etc by post).</p> <p>References to a document or information sent or supplied by electronic means shall include a document or information:-</p> <p>(i) sent initially and received at its destination by means of electronic equipment for processing (which expression includes digital compression) or storage of data, and</p> <p>(ii) entirely transmitted, conveyed and received by wire, by radio, by optical means or any other electromagnetic means,</p> <p>and shall include provision of any information or document on a website.</p> <p>Words importing the singular number only shall include the plural number, and vice versa.</p> <p>Words importing the masculine gender only shall include the feminine gender.</p> <p>Words importing persons shall include corporations.</p> <p>Subject as aforesaid words or expressions contained in <del>these Articles</del> shall be</p>		<p>only and shall not affect the construction of <b><i>this Constitution</i></b>.</p> <p>References to writing include references to typewriting, printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form and documents and information sent or supplied in electronic form or made available on a website are "in writing" for the purposes of <b><i>this Constitution</i></b>.</p> <p>References to address in relation to any electronic communication shall include any number or address used for sending or receiving documents or information by electronic means.</p> <p>References to a document or information sent or supplied in electronic form shall include a document or information sent by electronic means (for example, by email or facsimile) or by any other means while in an electronic form (for example, sending a CD-ROM or Universe Serial Bus flash drive etc by post).</p> <p>References to a document or information sent or supplied by electronic means shall include a document or information:-</p> <p>(i) sent initially and received at its destination by means of electronic equipment for processing (which expression includes digital compression) or storage of data, and</p> <p>(ii) entirely transmitted, conveyed and received by wire, by radio, by optical means or any other electromagnetic means,</p> <p>and shall include provision of any information or document on a website.</p> <p>Words importing the singular number only shall include the plural number, and vice</p>

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	interpreted in accordance with the provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof and of the Act as in force at the date at which <del>these Articles</del> become binding on the Company.		<p>versa.</p> <p>Words importing the masculine gender only shall include the feminine gender.</p> <p>Words importing persons shall include corporations.</p> <p>Subject as aforesaid words or expressions contained in <b>this Constitution</b> shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof and of the Act as in force at the date at which <b>this Constitution</b> become binding on the Company.</p>
	<b>SHARES</b>		<b>SHARES</b>
3.	The authorised share capital of the Company is Ringgit Malaysia One Billion (RM1,000,000,000.00) divided into 1,000,000,000 shares of Ringgit Malaysia One (RM1.00) each.	<b>9.</b>	<b><i>The share capital of the Company may, subject to this Constitution, consist of shares issued in different classes, redeemable in accordance with the Act, which confer preferential rights to distributions of capital or income, which confer special, limited or conditional voting rights or which do not confer voting rights.</i></b>
4.	(Article 4)	<b>10.</b>	(To renumber the existing Article 4 to Clause 10)
5.	<p>Subject to the Act, the Guidelines and to the conditions, restrictions and limitations expressed in <del>these Articles</del>, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-</p> <p>(a) <del>no shares shall be issued at a discount except in compliance with the provisions of the Act;</del></p> <p>(b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;</p>	<b>11.</b>	<p>Subject to the Act, the Guidelines and to the conditions, restrictions and limitations expressed in <b>this Constitution</b>, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-</p> <p>(a) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;</p> <p>(b) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been</p>

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	<p>(c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in <del>these</del> Articles;</p> <p>(d) except in the case of an issue of securities on a pro rata basis to shareholders, no shares or other convertible securities should be issued to a Director, major shareholder or person connected with any Director or major shareholder unless shareholders in general meeting have approved of the specific allotment to be made to such aforesaid person;</p> <p>(e) every issue of shares or options to employees and/or Directors shall be approved by the members in general meeting and in respect of issuance of shares or options to the Directors such approval shall specifically detail the amount of shares or options to be issued to such Director.</p>		<p>expressed in <b><i>this Constitution</i></b>;</p> <p>(c) except in the case of an issue of securities on a pro rata basis to shareholders, no shares or other convertible securities should be issued to a Director, major shareholder, <b><i>chief executive</i></b> or person connected with any Director or major shareholder or <b><i>chief executive</i></b> unless shareholders in general meeting have approved of the specific allotment to be made to such aforesaid person;</p> <p>(d) every issue of shares or options to employees and/or Directors shall be approved by the members in general meeting and in respect of issuance of shares or options to the Directors such approval shall specifically detail the amount of shares or options to be issued to such Director.</p>
6.	<p>Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, but subject to the Act and <del>these</del> <b>Articles</b>, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-</p> <p>(a) (Deleted)</p> <p>(b) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited <del>accounts</del> and attending general meetings of the Company provided always that holders of preference shares shall only have the right to vote at any general meeting convened for the purpose of reducing the</p>	12.	<p>Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, but subject to the Act and <b><i>this Constitution</i></b>, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-</p> <p>(a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited <b><i>financial statements</i></b> and attending general meetings of the Company provided always that holders of preference shares shall only have the right to vote at any general meeting convened for the purpose of reducing the Company's share capital, or winding up, or sanctioning a</p>



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	<p>Company's share capital, or winding up, or sanctioning a disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the general meeting affects their rights attached to the share, or when the dividend or part of the dividend on such shares is in arrears for more than six (6) months or during the winding up of the Company; and</p> <p>(c) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to <del>Article 64</del> hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.</p> <p>Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed</p>		<p>disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the general meeting affects their rights attached to the share, or when the dividend or part of the dividend on such shares is in arrears for more than six (6) months or during the winding up of the Company; and</p> <p>(b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to <b>Clause 66</b> hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.</p> <p>Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed.</p>
7.	(Deleted)	-	-
8.	<p>(1) <del>The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines in respect thereof for the time being in force,</del> to purchase its own shares and thereafter to deal with the shares purchased in accordance with <del>the provisions</del> of the Act and any rules, regulations and guidelines thereunder or issued by the Exchange and any other relevant authorities in respect thereof.</p> <p>(2) The Company shall not give and/or grant whether directly or indirectly any credit facility whether by means of a loan, guarantee, the provision of security or otherwise, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding</p>	<b>13.</b>	<p>(1) The Company shall have the power to purchase its own shares and thereafter to deal with the shares purchased in accordance with <b>Section 127 of the Act</b> and any rules, regulations and guidelines thereunder or issued by the Exchange and any other relevant authorities in respect thereof.</p> <p>(2) The Company shall not give and/or grant whether directly or indirectly any credit facility whether by means of a loan, guarantee, the provision of security or otherwise, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company save as permitted by any laws or guidelines issued by any regulatory authority including the Guidelines.</p>

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	company save as permitted by any laws or guidelines issued by any regulatory authority including the Guidelines.		
9.	In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers of paying commission conferred by Section <del>58</del> of the Act of applying any of its share capital or capital moneys either directly or indirectly in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed the rate of 10 per centum of the price at which the shares <del>in respect whereof the same is paid are issued or an amount equal to 10 per centum of such price, as the case may be.</del> Such commissions shall be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.	<b>14.</b>	In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers of paying commission conferred by Section <b>80</b> of the Act of applying any of its share capital or capital moneys either directly or indirectly in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed the rate of 10 per centum of the price at which the shares <b>are issued</b> . Such commissions shall be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.
10.	Where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section <del>69</del> of the Act, and may charge the interest to capital as part of the cost of construction of the works, buildings or plant.	<b>15.</b>	Where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section <b>130</b> of the Act, and may charge the interest to capital as part of the cost of construction of the works, buildings or plant.
11.	<i>(Article 11)</i>	<b>16.</b>	<i>(To renumber the existing Article 11 to Clause 16)</i>
12.	Except as otherwise provided in <del>these Articles</del> or as required by the Act, the Central Depositories Act and the Rules or by law or pursuant to any order of the	<b>17.</b>	Except as otherwise provided in <b>this Constitution</b> or as required by the Act, the Central Depositories Act and the Rules or by law or pursuant to any order of

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	court, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the holder.		the court, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the holder.
13.	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, will be deemed to be declined, and, after the expiration of that 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 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 new share or security which (by reason of the ratio which the new shares or securities bear to 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 <b>Article</b> .	<b>18.</b>	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, will be deemed to be declined, and, after the expiration of that 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 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 new share or security which (by reason of the ratio which the new shares or securities bear to 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 <b>Clause</b> .
14.	Subject to <del>Article 13</del> above and notwithstanding the existence of a resolution made pursuant to Section 132D of the Act, the Company must ensure that it shall not issue any shares or convertible securities, when aggregated with the <del>nominal value</del> of any such shares or convertible securities issued during the preceding twelve (12) months, exceed 10% of the <del>nominal value of the issued and paid-up capital</del> of the Company, except where the shares or convertible	<b>19.</b>	Subject to <b>Clause 18</b> above and notwithstanding the existence of a resolution made pursuant to <b>Sections 75 and 76</b> of the Act, the Company must ensure that it shall not issue any shares or convertible securities, when aggregated with the <b>total number</b> of any such shares or convertible securities issued during the preceding twelve (12) months, exceed 10% of the <b>total number of the issued shares (excluding treasury shares)</b> , except where the shares or convertible

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.		securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.
15.	(Article 15)	<b>20.</b>	(To renumber the existing Article 15 to Clause 20)
16.	<p>(1) If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.</p> <p>(2) Notwithstanding anything contained in <del>these Articles</del> to the contrary, no member shall hold more than 20% of the total issued <del>and paid up</del> capital of the Company.</p>	<b>21.</b>	<p>(1) If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.</p> <p>(2) Notwithstanding anything contained in <b>this Constitution</b> to the contrary, no member shall hold more than 20% of the <b>total issued capital</b> of the Company.</p>
	<b>CERTIFICATES</b>		<b>CERTIFICATES</b>
17.	Every certificate of title to share, stock, debentures, debenture stock, notes and other securities shall be issued under the share seal or the Seal of the Company with security features and of such size as prescribed by the Exchange and shall bear signatures or the autographic signatures at least of one Director and the Secretary or two Directors or such other person as may be authorised by the Directors and shall specify the shares to which it relates and the amount paid up thereon. Such signatures may be reproduced by mechanical or other means provided that the method or system of reproducing signatures has first been approved by the transfer auditors or share registrars of the Company. Jumbo certificates for shares which are Deposited Securities will be issued in the name of and be deposited with the Depository and its nominees. In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate for the same shares and delivery of such certificate to any one of them shall be sufficient delivery to all.	<b>22.</b>	Every certificate of title to share, stock, debentures, debenture stock, notes and other securities shall be issued under the share seal or the Seal of the Company <b>or, subject to the Listing Requirements, by execution under seal pursuant to Section 66(2) and (3) of the Act</b> , with security features and of such size as prescribed by the Exchange and shall bear signatures or the autographic signatures at least of one Director and the Secretary or two Directors or such other person as may be authorised by the Directors and shall specify the shares to which it relates and the amount paid up thereon. Such signatures may be reproduced by mechanical or other means provided that the method or system of reproducing signatures has first been approved by the transfer auditors or share registrars of the Company. Jumbo certificates for shares which are Deposited Securities will be issued in the name of and be deposited with the Depository and its nominees. In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate for the same shares and delivery of such

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			certificate to any one of them shall be sufficient delivery to all.
18.	(Article 18)	<b>23.</b>	(To renumber the existing Article 18 to Clause 23)
	<b>LIEN</b>		<b>LIEN</b>
19.	The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money called or payable at a fixed time in respect of the particular share and the Company shall also have a first and paramount lien upon all shares (not being fully paid shares) registered in the name of any member, either alone or jointly with any other person, for all moneys payable by him or his estate whether solely or jointly with any other person to the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this Article. Notwithstanding the aforesaid, the Company's lien on shares and dividends from time to time declared in respect of such shares shall be restricted to unpaid calls and instalments upon the specific shares on which such moneys are due and unpaid and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.	<b>24.</b>	The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money called or payable at a fixed time in respect of the particular share and the Company shall also have a first and paramount lien upon all shares (not being fully paid shares) registered in the name of any member, either alone or jointly with any other person, for all moneys payable by him or his estate whether solely or jointly with any other person to the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this <b>Clause</b> . Notwithstanding the aforesaid, the Company's lien on shares and dividends from time to time declared in respect of such shares shall be restricted to unpaid calls and instalments upon the specific shares on which such moneys are due and unpaid and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.
20. to 22.	(Articles 20 to 22)	<b>25. to 27.</b>	(To renumber the existing Articles 20 to 22 as Clauses 25 to 27 respectively)
	<b>CALLS ON SHARES</b>		<b>CALLS ON SHARES</b>
23.	The Directors may, subject to the provisions of <del>these Articles</del> , from time to time, make such calls upon the members as they think fit in respect of all moneys unpaid on their shares ( <del>whether on account of the nominal amount of the shares or by way of premium</del> ), and not by the conditions of allotment made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment each member shall	<b>28.</b>	The Directors may, subject to the provisions of <b>this Constitution</b> , from time to time, make such calls upon the members as they think fit in respect of all moneys unpaid on their shares, and not by the conditions of allotment made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment each member shall be entitled to receive at least fourteen (14) days notice specifying the time or times

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	be entitled to receive at least fourteen (14) days notice specifying the time or times and place of payment.		and place of payment.
24. to 26.	<i>(Articles 24 to 26)</i>	<b>29. to 31.</b>	<i>(To renumber the existing Articles 24 to 26 as Clauses 29 to 31 respectively)</i>
27.	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, <del>whether on account of the nominal amount of the share or by way of premium</del> , shall, for all purposes of <del>these Articles</del> , be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of <del>these Articles</del> as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of <del>these Articles</del> , shall apply as if such sum were a call duly made and notified as hereby provided.	<b>32.</b>	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of <b>this Constitution</b> , be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of <b>this Constitution</b> as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of <b>this Constitution</b> , shall apply as if such sum were a call duly made and notified as hereby provided.
28.	<i>(Article 28)</i>	<b>33.</b>	<i>(To renumber the existing Article 28 to Clause 33)</i>
29.	If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the sum is due shall pay interest on the amount of the call or instalment at such rate not exceeding <del>ten</del> percent ( <del>10%</del> ) per annum as the Directors shall determine (or failing such determination, then at the rate of <del>ten</del> ( <del>10</del> ) per cent per annum) from the day appointed for payment thereof till the time of actual payment, but the Directors may waive payment of such interest wholly or in part.	<b>34.</b>	If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the sum is due shall pay interest on the amount of the call or instalment at such rate not exceeding <b>eight</b> percent ( <b>8%</b> ) per annum as the Directors shall determine (or failing such determination, then at the rate of <b>eight</b> ( <b>8</b> ) per cent per annum) from the day appointed for payment thereof till the time of actual payment, but the Directors may waive payment of such interest wholly or in part.
30. and 31.	<i>(Articles 30 and 31)</i>	<b>35. and 36.</b>	<i>(To renumber the existing Articles 30 and 31 to Clauses 35 and 36 respectively)</i>
	<b>TRANSFER OF SHARES</b>		<b>TRANSFER OF SHARES</b>
32.	(1) There shall be no restrictions on the transfer of fully paid up shares in the Company except as required by law.  (2) The transfer of any securities or class of securities of the Company which are Deposited Securities shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections	<b>37.</b>	(1) There shall be no restrictions on the transfer of fully paid up shares in the Company except as required by law.  (2) The transfer of any securities or class of securities of the Company which are Deposited Securities shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections

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	403 and 404 of the Act, but subject to subsection 407C(2) of the Act and any exemption that may be made from compliance with subsection 407C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.		<b>105, 106</b> and <b>110</b> of the Act, but subject to subsection <b>148(2)</b> of the Act and any exemption that may be made from compliance with subsection <b>148(1)</b> of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.
33.	(Article 33)	<b>38.</b>	(To renumber the existing Article 33 to Clause 38)
34.	The Directors may, in their discretion, refuse to register a transfer of any share (not being a fully paid share) and which is not a Deposited Security, and they may also refuse to register a transfer of any share on which the Company has a lien or which transfer would result in a breach of the law including the Guidelines. If the Directors refuse to register a transfer they shall within thirty (30) days after the date on which the transfer was lodged with the Company send to the transferor, the lodging broker and the transferee notice of the refusal in accordance with Section 405 of the Act and the precise reason thereof. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.	<b>39.</b>	The Directors may, in their discretion, refuse to register a transfer of any share (not being a fully paid share) and which is not a Deposited Security, and they may also refuse to register a transfer of any share on which the Company has a lien or which transfer would result in a breach of the law including the Guidelines. If the Directors refuse to register a transfer they shall within thirty (30) days after the date on which the transfer was lodged with the Company send to the transferor, the lodging broker and the transferee notice of the refusal in accordance with Section <b>106</b> of the Act and the precise reason thereof. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.
35. to 39.	(Articles 35 to 39)	<b>40. to 44.</b>	(To renumber the existing Articles 35 to 39 as Clauses 40 to 44 respectively)
40.	Subject to the provisions of the Central Depositories Act and the Rules, nothing in <del>these Articles</del> shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.	<b>45.</b>	Subject to the provisions of the Central Depositories Act and the Rules, nothing in this <b>Constitution</b> shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
41. to 43.	(Articles 41 to 43)	<b>46. to 48.</b>	(To renumber the existing Articles 41 to 43 as Clauses 46 to 48 respectively)
	<b>TRANSMISSION OF SECURITIES</b>		<b>TRANSMISSION OF SECURITIES</b>
44.	In respect of shares which are not Deposited Securities;  (a) any person becoming entitled to such share in consequence of the death or bankruptcy of any member	<b>49.</b>	In respect of shares which are not Deposited Securities;  (a) any person becoming entitled to such share in consequence of the death or bankruptcy of any member

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	<p>may upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence;</p> <p>(b) if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. All the limitations, restrictions and provisions of <del>these Articles</del> relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member; and</p> <p>(c) a person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two or more persons are jointly entitled to any share in consequence of the death of the</p>		<p>may upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence;</p> <p>(b) if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. All the limitations, restrictions and provisions of <b>this Constitution</b> relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member; and</p> <p>(c) a person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two or more persons are jointly entitled to any share in consequence of the death of the</p>



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	registered holder they shall, for the purposes of <del>these Articles</del> , be deemed to be the joint holders of the share.		registered holder they shall, for the purposes of <b>this Constitution</b> , be deemed to be the joint holders of the share.
45.	(Article 45)	<b>50.</b>	(To renumber the existing Article 45 to Clause 50)
46.	<b>FORFEITURE AND SURRENDER OF SHARES</b> If any member fails to pay the whole or any part of any call or instalment of a call on the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof as remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at <del>such rate not exceeding ten percent (10%)</del> per annum as the Directors shall determine, and any expenses that may have accrued by reason of that non-payment.	<b>51.</b>	<b>FORFEITURE AND SURRENDER OF SHARES</b> If any member fails to pay the whole or any part of any call or instalment of a call on the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof as remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at <b>the rate of eight percent (8%)</b> per annum as the Directors shall determine, and any expenses that may have accrued by reason of that non-payment.
47. and 48.	(Articles 47 and 48)	<b>52. and 53.</b>	(To renumber the existing Articles 47 and 48 to Clauses 52 and 53 respectively)
49.	When any share has been forfeited in accordance with <del>these Articles</del> , notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the share.	<b>54.</b>	When any share has been forfeited in accordance with <b>this Constitution</b> , notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the share.
50. and 51.	(Articles 50 and 51)	<b>55. and 56.</b>	(To renumber the existing Articles 50 and 51 to Clauses 55 to 56 respectively)
52.	A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest at the rate of <del>ten (10%)</del> per cent per annum from the date	<b>57.</b>	A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest <b>or compensation</b> at the rate of <b>eight (8%)</b> per cent per

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	of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares.		annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares
53.	The forfeiture of a share shall as from the time of forfeiture result in the extinction of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by <del>these Articles</del> expressly saved, or as are by the Act given or imposed in the case of past members.	<b>58.</b>	The forfeiture of a share shall as from the time of forfeiture result in the extinction of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by <b>this Constitution</b> expressly saved, or as are by the Act given or imposed in the case of past members.
54.	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. The provisions of <del>Article 22</del> shall apply mutatis mutandis to the application of the proceeds received by the Company from the disposal of any forfeited shares.	<b>59.</b>	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. The provisions of <b>Clause 27</b> shall apply mutatis mutandis to the application of the proceeds received by the Company from the disposal of any forfeited shares.
55.	The provisions of <del>these Articles</del> as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, <del>whether on account of the nominal value of the shares or by way of a premium,</del> as if the same had been payable	<b>60.</b>	The provisions of <b>this Constitution</b> as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. If after the satisfaction of the

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	by virtue of a call duly made and notified. If after the satisfaction of the unpaid call and accrued interest and expenses from the proceeds of sale of any share forfeited and sold under the provision of <del>these Articles</del> , there is any residue, such residue shall be paid to the person whose shares have been forfeited, or to his executors, administrators or assignees or as he directs.		unpaid call and accrued interest and expenses from the proceeds of sale of any share forfeited and sold under the provision of <b>this Constitution</b> , there is any residue, such residue shall be paid to the person whose shares have been forfeited, or to his executors, administrators or assignees or as he directs.
56.	(Article 56)	<b>61.</b>	(To renumber the existing Article 56 to Clause 61)
57.	<p style="text-align: center;"><b>JOINT HOLDER OF SHARES</b></p> <p>(1) The Company may by <del>ordinary</del> resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.</p> <p>(2) The holders of stock may transfer the same or any part thereof in the same manner and subject to the same <del>Articles</del> as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, with power nevertheless, at their discretion to waive such stipulations in any particular case <del>and provided further that the minimum shall not exceed the nominal amount of shares from which the stock arose.</del></p> <p>(3) The holders of stock shall according to the stock held by them have the same rights privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on</p>	<b>62.</b>	<p style="text-align: center;"><b>JOINT HOLDER OF SHARES</b></p> <p>(1) The Company may by <b>special</b> resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.</p> <p>(2) The holders of stock may transfer the same or any part thereof in the same manner and subject to the same <b>Clauses</b> as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, with power nevertheless, at their discretion to waive such stipulations in any particular case.</p> <p>(3) The holders of stock shall according to the stock held by them have the same rights privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on</p>

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.  (4) Such of the <del>Articles</del> of the Company as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder" and "member" shall include "stockholder".		winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.  (4) Such of the <b>Constitution</b> of the Company as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder" and "member" shall include "stockholder".
58. and 59.	(Articles 58 and 59)	<b>63. and 64.</b>	(To renumber the existing Articles 58 and 59 to Clauses 63 and 64 respectively)
60.	<p style="text-align: center;"><b>ALTERATION OF CAPITAL</b></p> <p>(1) <del>Subject to the Guidelines, the Act and any applicable law or regulation,</del> the Company may from time to time by ordinary resolution:-</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.</p> <p>(b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act and the Guidelines) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.</p> <p>(c) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p> <p><del>(2) The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to</del></p>	<b>65.</b>	<p style="text-align: center;"><b>ALTERATION OF CAPITAL</b></p> <p>(1) The Company may from time to time by <b>special</b> resolution:-</p> <p>(a) <b>consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;</b></p> <p>(b) <b>convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or</b></p> <p>(c) <b>subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.</b></p> <p>(2) <b>The Company may reduce its share capital by—</b></p> <p>(a) <b>special resolution and confirmation by the Court in accordance with section 116 of the Act; or</b></p>

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	any consent required by law.		<b>(b) a special resolution supported by a solvency statement in accordance with section 117 of the Act.</b>
	<b>MODIFICATION OF CLASS RIGHTS</b>		<b>MODIFICATION OF CLASS RIGHTS</b>
61.	Notwithstanding <del>Article 62</del> hereof the repayment of preference share capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.	<b>66.</b>	Notwithstanding <b>Clause 67</b> hereof the repayment of preference share capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders <b>representing not less than 75% of the total voting rights of the preference shareholders</b> within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.
62.	If at any time the share capital is divided into different classes of shares, the right attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of <del>these Articles</del> relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one- third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section <del>452</del> of the Act shall, with such adaptations as are necessary, apply.	<b>67.</b>	If at any time the share capital is divided into different classes of shares, the right attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders <b>representing not less than 75% of the total voting rights of the shareholders of that class</b> , or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of <b>this Constitution</b> relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one- third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section <b>292</b> of the Act shall, with such adaptations as are necessary, apply.
63.	(Article 63)	<b>68.</b>	(To renumber the existing Article 63 to Clause 68)

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Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	<b>GENERAL MEETINGS</b>		<b>GENERAL MEETINGS</b>
64.	An annual general meeting of the Company shall be held in each year in accordance with the provisions of the Act <del>in addition to any other meetings in that year, and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but so long as a company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. All general meetings other than the annual general meetings shall be called extraordinary general meetings.</del>	<b>69.</b>	An annual general meeting of the Company shall be held in each year in accordance with the provisions of the Act <b><i>within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding year, but so long as the Company holds</i></b> its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
65.	<i>(Article 65)</i>	<b>70.</b>	<i>(To renumber the existing Article 65 to Clause 70)</i>
66.	The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act. If the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 444 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 444 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.	<b>71.</b>	The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act. If the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section <b>311</b> of the Act, a meeting may be convened by such requisitionists in the manner provided in Section <b>311</b> of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.
	<b>NOTICE OF GENERAL MEETINGS</b>		<b>NOTICE OF GENERAL MEETINGS</b>
67.	The notices convening meetings shall specify the place, the day and the hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. <del>At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special</del>	<b>72.</b>	The notices convening meetings shall specify the place, the day and the hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting, <b><i>of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</i></b> Any notice of a meeting called to consider special

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	<del>resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</del>		business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
68.	Subject always to the provisions of Section <del>151</del> of the Act, all business shall be special that is transacted at an extraordinary general meeting and also that is transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election and fixing of remuneration of Directors, and the appointment and fixing of the remuneration of the auditors.	<b>73.</b>	Subject always to the provisions of Section <b>303</b> of the Act, all business shall be special that is transacted at an extraordinary general meeting and also that is transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election and fixing of remuneration of Directors, and the appointment and fixing of the remuneration of the auditors.
69.	In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member, <del>and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</del>	<b>74.</b>	In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member of the Company.  <b><i>A proxy may vote only as directed in the proxy form. However, if the appointor or representative attend and vote on a resolution, the proxy or attorney must not vote.</i></b>
70.	<i>(Article 70)</i>	<b>75.</b>	<i>(To renumber the existing Article 70 to Clause 75)</i>
71.	A meeting shall, notwithstanding that it is called by notice shorter than is required by <del>Article 67</del> be deemed to be duly called if it is so agreed:-  (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or  (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote	<b>76.</b>	A meeting shall, notwithstanding that it is called by notice shorter than is required by <b>Clause 72</b> be deemed to be duly called if it is so agreed:-  (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or  (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote

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	thereat, being a majority which together holds not less than <del>ninety-five per centum in nominal value of</del> the shares giving a right to attend and vote.		thereat, being a majority which together holds not less than <b>95% of the total number of the issued</b> shares giving a right to attend and vote.
72.	Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by the <del>Articles</del> , not less than fourteen days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this <del>Article</del> shall be deemed to be properly given.	77.	Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by the <b>Clauses</b> , not less than fourteen days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this <b>Clause</b> shall be deemed to be properly given.
73.	<p style="text-align: center;"><b>PROCEEDINGS AT GENERAL MEETINGS</b></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 otherwise provided in <del>these Articles</del>, two members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of <del>these Articles</del> and entitled to vote shall be a quorum.</p> <p>(2) If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day</p>	78.	<p style="text-align: center;"><b>PROCEEDINGS AT GENERAL MEETINGS</b></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 otherwise provided in <b>this Constitution</b>, two members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of <b>this Constitution</b> and entitled to vote shall be a quorum.</p> <p>(2) If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day</p>



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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting the members present shall form a quorum.		following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting the members present shall form a quorum.
74. to 76.	(Articles 74 to 76)	<b>79. to 81.</b>	(To renumber the existing Articles 74 to 76 as Clauses 79 to 81 respectively)
77.	<p><b>PROCEEDINGS AT GENERAL MEETINGS</b></p> <p>(1) <del>At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy or by corporate representative or by attorney, unless a poll is demanded (before or upon the declaration of the result of a show of hands):-</del></p> <p>(a) by the Chairman of the meeting;</p> <p>(b) by at least <del>two (2)</del> members present in person or by proxy;</p> <p>(c) by any member or members present in person or by proxy or by corporate representative or by attorney representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or</p> <p>(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;</p> <p><del>PROVIDED THAT no poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.</del></p>	<b>82.</b>	<p><b>PROCEEDINGS AT GENERAL MEETINGS</b></p> <p><b><i>Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, a poll may be demanded in writing:-</i></b></p> <p>(a) by the Chairman of the meeting;</p> <p>(b) by at least <b>three (3)</b> members present in person or by proxy;</p> <p>(c) by any member or members present in person or by proxy or by corporate representative or by attorney representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting <b><i>excluding any voting rights attached to shares in the Company held as treasury shares</i></b>; or</p> <p>(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right <b><i>excluding any voting rights attached to shares in the Company held as treasury shares</i></b>;</p> <p>Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has been carried or lost or has</p>

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	(2) Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution. The demand for a poll may be withdrawn.		not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution. The demand for a poll may be withdrawn, <b>except for those required to be voted by poll under Listing Requirements.</b>
78.	The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Article, a demand by a person as proxy for a member shall be the same as a demand by the member.	<b>83.</b>	The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding <b>Clause</b> , a demand by a person as proxy for a member shall be the same as a demand by the member.
79.	(Article 79)	<b>84.</b>	(To renumber the existing Article 79 to Clause 84)
80.	If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman <del>may (and if so directed by the meeting shall)</del> appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.	<b>85.</b>	If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman <b>must</b> appoint <b>at least one (1)</b> scrutineer for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.
81.	Subject to <del>Article 77</del> , a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded.	<b>86.</b>	Subject to <b>Clause 82</b> , a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded.
82.	(Article 82)	<b>87.</b>	(To renumber the existing Article 82 to Clause 87)
-	(New Provision)	<b>87A</b> (To add Clause 87A)	<b>The Chairman of a meeting can take any action they consider appropriate:</b>  <b>(a) for proper and orderly conduct at a general meeting. This may include,</b>

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			<p><i>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</i></p> <p><i>(b) so that the meeting reflects the wishes of the majority.</i></p>
-	(New Provision)	<b>87B</b> (To add Clause 87B)	<b>The Board can ask shareholders or proxies wanting to attend a general meeting to submit to searches or other security arrangements which the Board decide. The Board can, in their discretion, refuse entry to, or remove from, a general meeting, a shareholder or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include, shareholders or proxies not being allowed into a general meeting with recording or broadcasting devices or an article which the Chairman of the meeting considers to be dangerous, offensive, or liable to cause disruption.</b>
83.	(Article 83)	<b>88.</b>	(To renumber the existing Article 83 to Clause 88)
84.	<p><b>VOTES OF MEMBERS</b></p> <p>(1) Subject to paragraphs (2), (3) and (4) of <del>Article 65</del>, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by corporate representative or by proxy or by attorney and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid.</p> <p>(2) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with <del>these Articles</del>, at meetings of members or classes of members each members entitled to vote may vote in person or by proxy or by attorney or other duly authorised representatives.</p>	<b>89.</b>	<p><b>VOTES OF MEMBERS</b></p> <p>(1) Subject to paragraphs (2), (3) and (4) of <b>Clause 70</b>, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by corporate representative or by proxy or by attorney and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid.</p> <p>(2) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with <b>this Constitution</b>, at meetings of members or classes of members each members entitled to vote may vote in person or by proxy or by attorney or other duly authorised representatives.</p>

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<b><u>Existing Constitution</u></b>		<b><u>Proposed Revised Constitution</u></b>	
<b>Article Number</b>	<b>(Equivalent to Existing Articles of Association)</b>	<b>Clause Re-numbered</b>	<b>Proposed Revised Constitution</b>
	<p>On a resolution to be decided on a show of hands, every member holding ordinary shares or preference shares present in person or by proxy or by attorney or other duly authorised representative and entitled to vote shall be entitled to one (1) vote and every proxy or attorney or duly authorised representative appointed by a member entitled to vote shall be entitled to one (1) vote except where he has been duly appointed by more than one member entitled to vote on the resolution and he has been instructed:-</p> <p>(i) by one or more of these members to vote for the resolution and by one or more of those members to vote against the resolution;</p> <p>(ii) by one or more of those members to vote in the same way on the resolution (whether for or against) and one or more of those members has given him discretion as to how to vote,</p> <p>in which case, he shall have one (1) vote for and one (1) vote against the resolution.</p> <p>On a resolution to be decided on a poll every member present in person or by proxy or by attorney or duly authorised representative shall have one (1) vote for every share of which he is the holder or in respect of which his appointment as proxy or attorney or authorised representative has been made and he need not use all his votes he uses on a poll in the same way.</p> <p>3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.</p>		<p>On a resolution to be decided on a show of hands, every member holding ordinary shares or preference shares present in person or by proxy or by attorney or other duly authorised representative and entitled to vote shall be entitled to one (1) vote and every proxy or attorney or duly authorised representative appointed by a member entitled to vote shall be entitled to one (1) vote except where he has been duly appointed by more than one member entitled to vote on the resolution and he has been instructed:-</p> <p>(i) by one or more of these members to vote for the resolution and by one or more of those members to vote against the resolution;</p> <p>(ii) by one or more of those members to vote in the same way on the resolution (whether for or against) and one or more of those members has given him discretion as to how to vote,</p> <p>in which case, he shall have one (1) vote for and one (1) vote against the resolution.</p> <p>On a resolution to be decided on a poll every member present in person or by proxy or by attorney or duly authorised representative shall have one (1) vote for every share of which he is the holder or in respect of which his appointment as proxy or attorney or authorised representative has been made and he need not use all his votes he uses on a poll in the same way.</p> <p>3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.</p>

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
85.	(Deleted)	-	-
86.	(Article 86)	<b>90.</b>	(To renumber the existing Article 86 to Clause 90)
87.	When there are joint-holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting personally or by proxy, <del>the person whose name stands first on the Register in respect of such share shall alone be entitled to vote in respect thereof.</del>	<b>91.</b>	When there are joint-holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting personally or by proxy, <b>Section 295(2) of the Act applies.</b>
88.	<p>(1) Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote whether on a show of hands or on a poll by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.</p> <p>(2) The legal personal representative of a deceased member or the person entitled under <del>Article 42</del> to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member or his appointment as executor or administrator, as the case may be, unless the Directors shall have previously admitted his right to vote in respect thereof.</p>	<b>92.</b>	<p>(1) Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote whether on a show of hands or on a poll by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.</p> <p>(2) The legal personal representative of a deceased member or the person entitled under <b>Clause 47</b> to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member or his appointment as executor or administrator, as the case may be, unless the Directors shall have previously admitted his right to vote in respect thereof.</p>

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
89.	(Article 89)	<b>93.</b>	(To renumber the existing Article 89 to Clause 93)
-	(New Provision)	<b>93A</b> (To add Clause 93A)	<b>The decision of the Chairman on points of order, matters of procedure or arising incidentally out of the business of a general meeting is conclusive, as is the Chairman's decision, acting in good faith, on whether a point or matter is of this nature.</b>
90.	<p>(i) The appointment of a proxy shall be made in writing and shall be in usual form or in any other form which the Board may approve. Subject to thereto, the appointment of a proxy form may be (a) in hard copy form, or (b) in electronic form. The appointment of a proxy, whether made in hard copy form or in electronic form, shall be executed in such manner as may be determined by the Board from time to time. Subject thereto, the appointment of a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. The Board may, but shall not be bound to require evidence of authority given by the appointer.</p> <p>Where the Company has given an electronic address-</p> <p>(a) in a notice calling a meeting;</p> <p>(b) in an instrument of a proxy sent out by the Company in relation to the meeting, or</p> <p>(c) in an invitation to appoint a proxy issued by the Company in relation to the meeting,</p> <p>It is deemed to have agreed that any document or information in relation to the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice.)</p> <p>(ii) A member of the Company who is</p>	<b>94.</b>	<p>(i) The appointment of a proxy shall be made in writing and shall be in usual form or in any other form which the Board may approve. Subject to thereto, the appointment of a proxy form may be (a) in hard copy form, or (b) in electronic form. The appointment of a proxy, whether made in hard copy form or in electronic form, shall be executed in such manner as may be determined by the Board from time to time. Subject thereto, the appointment of a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. The Board may, but shall not be bound to require evidence of authority given by the appointer.</p> <p>Where the Company has given an electronic address-</p> <p>(a) in a notice calling a meeting;</p> <p>(b) in an instrument of a proxy sent out by the Company in relation to the meeting, or</p> <p>(c) in an invitation to appoint a proxy issued by the Company in relation to the meeting,</p> <p>It is deemed to have agreed that any document or information in relation to the meeting may be sent by electronic means to address (subject to any conditions or limitations specified in the notice.)</p> <p>(ii) A member of the Company who is</p>

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	<p>entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the meeting.</p> <p>(iii) Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares or the Company standing to the credit of the said securities account,</p> <p>(iv) Where a member or the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.</p> <p>An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions or subsection 25A(1) of Central Depositories Act.</p> <p>(v) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.</p> <p>(vi) A proxy need not be a member. There shall be no restriction as to the qualification of the proxy <del>and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</del> A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</p> <p>(vii) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p>		<p>entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the meeting.</p> <p>(iii) Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares or the Company standing to the credit of the said securities account,</p> <p>(iv) Where a member or the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.</p> <p>An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions or subsection 25A(1) of Central Depositories Act.</p> <p>(v) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.</p> <p>(vi) <b><i>A proxy need not be a member. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</i></b></p> <p>(vii) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p>

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>											
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution										
91.	<p>Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-</p> <p>ICAPITAL.BIZ BERHAD</p> <p>I/We, ..... being a member/members of the above-named Company, hereby appoint ..... of ..... .....failing him,.....of ..... as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of ..... 20....., and at any adjournment thereof.</p> <p>Signed this ..... day of ..... 20 This form is to be used *in favour of the resolution. against</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>	95.	<p>Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-</p> <p>ICAPITAL.BIZ BERHAD</p> <p>I/We, ..... being a member/members of the above-named Company, hereby appoint ..... of ..... .....failing him/<b>her</b>,.....of ..... <b>or</b> <b>failing him/her, the Chairman of the meeting</b> as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of ..... 20....., and at any adjournment thereof.</p> <p>Signed this ..... day of ..... 20 This form is to be used *in favour of the resolution. against</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> <p><b>The proportion of my shareholdings to be represented by my proxies is as follows: -</b></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>First Proxy</b></td> <td style="text-align: right;">%</td> </tr> <tr> <td><b>Second Proxy</b></td> <td style="text-align: right;">%</td> </tr> <tr> <td></td> <td style="text-align: right; border-top: 1px solid black;"><b>100%</b></td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%; padding: 5px;"> <p><i>If appointment of proxy is under hand</i> .....</p> <p><i>Signed by *individual member/*officer or attorney of member/*authorised nominee of ..... (beneficial owner)</i></p> </td> <td style="width: 40%; padding: 5px;"> <p><b>No of shares held:.....</b> <b>Securities Account No: .....</b> <b>(CDS Account No.) (Compulsory)</b> <b>Date :</b></p> </td> </tr> <tr> <td style="padding: 5px;"> <p><i>If appointment of proxy is under seal</i> <b>The Common Seal of .....was hereto affixed in accordance with its Constitution in the presence of:-</b></p> </td> <td style="padding: 5px;"> <p><b>Seal No of shares held :.....</b> <b>Securities Account No: .....</b> <b>(CDS Account No.) (Compulsory)</b> <b>Date :</b></p> </td> </tr> </table>	<b>First Proxy</b>	%	<b>Second Proxy</b>	%		<b>100%</b>	<p><i>If appointment of proxy is under hand</i> .....</p> <p><i>Signed by *individual member/*officer or attorney of member/*authorised nominee of ..... (beneficial owner)</i></p>	<p><b>No of shares held:.....</b> <b>Securities Account No: .....</b> <b>(CDS Account No.) (Compulsory)</b> <b>Date :</b></p>	<p><i>If appointment of proxy is under seal</i> <b>The Common Seal of .....was hereto affixed in accordance with its Constitution in the presence of:-</b></p>	<p><b>Seal No of shares held :.....</b> <b>Securities Account No: .....</b> <b>(CDS Account No.) (Compulsory)</b> <b>Date :</b></p>
<b>First Proxy</b>	%												
<b>Second Proxy</b>	%												
	<b>100%</b>												
<p><i>If appointment of proxy is under hand</i> .....</p> <p><i>Signed by *individual member/*officer or attorney of member/*authorised nominee of ..... (beneficial owner)</i></p>	<p><b>No of shares held:.....</b> <b>Securities Account No: .....</b> <b>(CDS Account No.) (Compulsory)</b> <b>Date :</b></p>												
<p><i>If appointment of proxy is under seal</i> <b>The Common Seal of .....was hereto affixed in accordance with its Constitution in the presence of:-</b></p>	<p><b>Seal No of shares held :.....</b> <b>Securities Account No: .....</b> <b>(CDS Account No.) (Compulsory)</b> <b>Date :</b></p>												



PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
			<p>.....  <i>Director</i>  <i>Director/Secretary</i>  <i>in its capacity as</i>  <i>*member*/attorney of</i>  <i>member/ *authorised</i>  <i>nominee of</i>  .....  <i>(beneficial owner)</i></p> <p>Signed this                      day of                      , 20__</p> <p><i>*Strike out whichever is not desired.</i>  <i>[Unless otherwise instructed, the proxy may vote as he thinks fit.]</i></p>
92.	<p>The appointment of proxy must:</p> <p>(i) in the case of an appointment made in hard copy form, be deposited at the Office or such other place within Malaysia as may be specified by the Company for depositing of appointments of proxy in hard copy form not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the Board) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the Board;</p> <p>(ii) in the case of an appointment made by electronic means, be received at the address specified by the Company for the depositing of appointments of proxy by electronic means not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which such an appointment is made or a copy of the authority, certified notarially or in some other manner approved by the Board, must, if required by the Board, be received at such address or at the Office or such other places within Malaysia or may be specified by the Company for the receipt of such documents not less than 48 hours before the time appointed for holding the meeting or</p>	96.	<p>The appointment of proxy must:</p> <p>(i) in the case of an appointment made in hard copy form, be deposited at the Office or such other place within Malaysia as may be specified by the Company for depositing of appointments of proxy in hard copy form not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the Board) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the Board;</p> <p>(ii) in the case of an appointment made by electronic means, be received at the address specified by the Company for the depositing of appointments of proxy by electronic means not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which such an appointment is made or a copy of the authority, certified notarially or in some other manner approved by the Board, must, if required by the Board, be received at such address or at the Office or such other places within Malaysia or may be specified by the Company for the receipt of such documents not less than 48 hours before the time appointed for holding the meeting or</p>

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	<p>adjourned meeting at which the person named in the appointment proposes to vote;</p> <p>(iii) in the case of a poll, be received as aforesaid not less than 24 hours before the time appointed for the taking of the poll.</p> <p>An appointment of a proxy which is not, or in respect of which the authority or copy thereof is not, received in a manner so permitted shall be invalid.</p> <p>When two (2) or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other as regards that share. If the Company is unable to determine which appointment was last received, none of them shall be treated as valid in respect of that share. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. The proceedings at a general meeting shall not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in <del>these Articles</del>, but because of a technical problem it cannot be read by the Company.</p>		<p>adjourned meeting at which the person named in the appointment proposes to vote;</p> <p>(iii) in the case of a poll, be received as aforesaid not less than 24 hours before the time appointed for the taking of the poll.</p> <p>An appointment of a proxy which is not, or in respect of which the authority or copy thereof is not, received in a manner so permitted shall be invalid.</p> <p>When two (2) or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other as regards that share. If the Company is unable to determine which appointment was last received, none of them shall be treated as valid in respect of that share. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. The proceedings at a general meeting shall not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in <b>this Constitution</b>, but because of a technical problem it cannot be read by the Company.</p>
93.	(Article 93)	<b>97.</b>	(To renumber the existing Article 93 to Clause 97)
	<b>DIRECTORS</b>		<b>DIRECTORS</b>
94.	Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than <del>seven (7)</del> . The first Directors of the Company shall be Tan Teng Boo and Michael Vitus Wong Kuan Lee.	<b>98.</b>	Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2) nor more than <b>five (5)</b> . The first Directors of the Company shall be Tan Teng Boo and Michael Vitus Wong Kuan Lee.
95. and 96.	(Articles 95 and 96)	<b>99. and 100.</b>	(To renumber the existing Articles 95 and 96 to Clauses 99 and 100 respectively)
97.	A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at	<b>101.</b>	A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	any general meeting unless a member intending to propose him for election has at least eleven (11) clear days before the date appointed for the meeting left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidate for election to the Board of Directors shall be served on all members at least seven (7) day prior to the meeting at which the election is to take place.		any general meeting unless a member intending to propose him for election has at least eleven (11) clear days before the date appointed for the meeting left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidate for election to the Board of Directors shall be served on all members at least seven (7) day prior to the meeting at which the election is to take place.  <b><i>The entire cost of serving the notice to propose the election of a Director where the nomination is made by a member or members shall be borne by the member or members making the nomination.</i></b>
98. to 100.	(Articles 98 to 100)	<b>102. to 104.</b>	(To renumber the existing Articles 98 to 100 as Clauses 102 to 104 respectively)
101.	(1) Any Director may at any time by writing under his hand and deposited at the Office appoint any person approved by a majority of his co-directors to act as his alternate director provided that any fee paid by the Company to his alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings of Directors and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.  (2) If any Director retires by rotation and is re-elected by the meeting or is,	<b>105.</b>	(1) Any Director may at any time by writing under his hand and deposited at the Office appoint any person approved by a majority of his co-directors to act as his alternate director provided that any fee paid by the Company to his alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings of Directors and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this <b>Clause</b> shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.  (2) If any Director retires by rotation and is re-elected by the meeting or is,

PROPOSED AMENDMENTS TO THE CONSTITUTION OF ICAPITAL.BIZ BERHAD  
(COMPANY NO. 674900-X)

<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	pursuant to <del>these</del> Articles, deemed to be re-elected at the meeting at which such retirement 'took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointer had not so retired.		pursuant to <b>this Constitution</b> , deemed to be re-elected at the meeting at which such retirement 'took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointer had not so retired.
102.	Without prejudice to the provisions of Section <del>428</del> of the Act, the Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.	<b>106.</b>	Without prejudice to the provisions of Section <b>206</b> of the Act, the Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
103.	The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with <del>these Articles</del> . Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.	<b>107.</b>	The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with <b>this Constitution</b> . Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.
104.	The fees of the Directors <del>shall be such fixed sum as</del> shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, falling agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that:-	<b>108.</b>	The fees of the Directors <b>and any benefits payable to the Directors including any compensation for loss of employment of a director or former director</b> shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, falling agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	<p>(a) fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover;</p> <p>(b) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;</p> <p>(c) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.</p>		<p>during which he has held office Provided Always that:-</p> <p>(a) fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover <b>and which shall not exceed the amount approved by the shareholders in general meeting;</b></p> <p>(b) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;</p> <p>(c) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.</p>
105.	<i>(Article 105)</i>	<b>109.</b>	<i>(To renumber the existing Article 105 to Clause 109)</i>
106.	<p>The office of Director shall, ipso facto, be vacated:-</p> <p>(a) if he ceases to be a Director by virtue of the Act;</p> <p>(b) if he resigns his office by notices in writing under his hand sent to or left at the Office;</p> <p>(c) (Deleted)</p> <p>(d) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;</p> <p>(e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;</p> <p>(f) if he has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally during his term of office;</p>	<b>110.</b>	<p>The office of Director shall, ipso facto, be vacated:-</p> <p>(a) if he ceases to be a Director by virtue of the Act;</p> <p>(b) if he resigns his office by notices in writing under his hand sent to or left at the Office;</p> <p>(c) (Deleted)</p> <p>(d) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;</p> <p>(e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;</p> <p>(f) if he has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally during his term of office;</p>

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	(g) if he <del>becomes prohibited from being a Director by reason of any order made under the provisions of the Act or contravenes Section 130 of the Act.</del>		(g) <i>if he has been convicted of an offence relating to the promotion, formation or management of a corporation;</i>  (h) <i>if he has been convicted of an offence involving bribery or dishonesty;</i>  (i) <i>has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act;</i>  (j) <i>has been disqualified by the court under Section 199 of the Act.</i>
107.	(Deleted)	-	-
108.	<b>POWERS AND DUTIES OF DIRECTORS</b>  (1) The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do on behalf of the Company all such acts as are within the scope of <del>the Memorandum and Articles of Association</del> of the Company and as are not by the Act or by <del>these Articles</del> required to be exercised or done by the Company in general meeting, subject nevertheless to <del>these Articles</del> , to the provisions of the Act, and to such regulations, being not inconsistent with <del>these Articles</del> , as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.  (2) The Directors shall ensure that the Company shall not conduct any business other than that of a Closed-end Fund.  (3) The Company shall not change its Investment Policy and Objectives within the first three (3) years from the date the Company is listed. Any	<b>111.</b>	<b>POWERS AND DUTIES OF DIRECTORS</b>  (1) The business <i>and affairs</i> of the Company shall be managed by the Directors <i>or under the direction of the Board</i> who may exercise all such powers of the Company and do on behalf of the Company all such acts as are within the scope of <i>the Constitution</i> of the Company and as are not by the Act or by <i>this Constitution</i> required to be exercised or done by the Company in general meeting, subject nevertheless to <i>this Constitution</i> , to the provisions of the Act, to the provisions of the Guidelines and to such regulations, being not inconsistent with <i>this Constitution</i> , the Act and the Guidelines, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.  (2) The Directors shall ensure that the Company shall not conduct any business other than that of a Closed-end Fund.  (3) The Company shall not change its Investment Policy and Objectives within the first three (3) years from the date the Company is listed. Any

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	<p>amendment to the Investment Policy and Objectives thereafter shall be approved by the members by way of a special resolution. The Company shall inform the SC and the Exchange or any other relevant regulatory authority of any proposal to change its Investment Policy and Objectives.</p> <p>(4) The Company shall observe and comply with the Investment Limits as may be applicable from time to time.</p>		<p>amendment to the Investment Policy and Objectives thereafter shall be approved by the members by way of a special resolution. The Company shall inform the SC and the Exchange or any other relevant regulatory authority of any proposal to change its Investment Policy and Objectives.</p> <p>(4) The Company shall observe and comply with the Investment Limits as may be applicable from time to time.</p>
109.	(Article 109)	<b>112.</b>	(To renumber the existing Article 109 to Clause 112)
110.	<p>(1) The Directors shall not without the prior approval of the relevant authority (if required) and/or the Company in general meeting:-</p> <p>(a) carry into effect <del>any proposal or execute</del> any transaction for the acquisition of any undertaking or property of a substantial value beyond the investment limits, or the disposal of a substantial portion of the <del>main</del> undertaking or property of the Company <del>if such acquisition or disposal, as the case may be, would materially and adversely affect the performance or financial position of the Company;</del></p> <p>(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;</p> <p>(c) enter into any arrangement or transaction with a Director of the Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.</p> <p>(2) The Directors shall ensure that the Company shall not either on its own or in conjunction with any other person take legal or effective management control of its underlying investments.</p>	<b>113.</b>	<p>(1) The Directors shall not without the prior approval of the relevant authority (if required) and/or the Company in general meeting:-</p> <p>(a) <b>enter or</b> carry into effect any <b>arrangement or</b> transaction for the acquisition of any undertaking or property of a substantial value beyond the investment limits, or the disposal of a substantial portion of the undertaking or property of the Company;</p> <p>(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;</p> <p>(c) enter <b>into or carry into effect</b> any arrangement or transaction with a Director <b>or a substantial shareholder</b> of the Company <b>or its holding company, or its subsidiary</b> or with a person connected with such a Director <b>or substantial shareholder</b> to acquire from or dispose to such a Director or <b>substantial shareholder</b> or person <b>connected to them</b> any non-cash assets of the requisite value.</p> <p>(2) The Directors shall ensure that the Company shall not either on its own or in conjunction with any other person take legal or effective management control of its underlying investments.</p>
111.	(1) Subject to the unanimous approval of the members in general meeting,	<b>114.</b>	(1) Subject to the unanimous approval of the members in general meeting,

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	<p>the Directors may exercise all the powers of the Company to borrow for the purposes of the Company such sums of money as they think proper not exceeding 30% of the Net Asset Value or other restrictions imposed by the SC from time to time, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. PROVIDED ALWAYS that nothing contained in <del>these</del> <del>Articles</del> shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.</p> <p>(2) Notwithstanding the Guidelines, the Company shall not enter into or undertake any borrowing without the unanimous approval of members present at a members' meeting and voting thereat.</p> <p>(3) The Directors shall cause a proper register to be kept in accordance with Section 445 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 408 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.</p> <p>(4) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.</p>		<p>the Directors may exercise all the powers of the Company to borrow for the purposes of the Company such sums of money as they think proper not exceeding 30% of the Net Asset Value or other restrictions imposed by the SC from time to time, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. PROVIDED ALWAYS that nothing contained in <b>this Constitution</b> shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.</p> <p>(2) Notwithstanding the Guidelines, the Company shall not enter into or undertake any borrowing without the unanimous approval of members present at a members' meeting and voting thereat.</p> <p>(3) The Directors shall cause a proper register to be kept in accordance with Section <b>362</b> of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section <b>357</b> of the Act in regard to the registration of mortgages and charges therein specified and otherwise.</p> <p>(4) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.</p>



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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
112.	The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or any associated company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. In this <del>Article</del> the expression "the associated company" shall include any company which is a subsidiary of the Company or which in the opinion of the Directors can properly be regarded as being connected with the Company.	<b>115.</b>	The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or any associated company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. In this <b>Clause</b> the expression "the associated company" shall include any company which is a subsidiary of the Company or which in the opinion of the Directors can properly be regarded as being connected with the Company.
113.	The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under <del>these Articles</del> ) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.	<b>116.</b>	The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under <b>this Constitution</b> ) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
114.	(Article 114)	<b>117.</b>	(To renumber the existing Article 114 to Clause 117)
115.	A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or place of profit in any other respect or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provide always that Sections 131 and 132E and all other relevant provisions of the Act and <del>these Articles</del> are complied with.	<b>118.</b>	A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or place of profit in any other respect or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provide always that Sections <b>221</b> and <b>228</b> and all other relevant provisions of the Act and <b>this Constitution</b> are complied with.
116. to 119.	(Articles 116 to 119)	<b>119. to 122.</b>	(To renumber the existing Articles 116 to 119 as Clauses 119 to 122 respectively)
120.	<b>PROCEEDINGS OF DIRECTORS</b>  A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under <del>these Articles</del> vested in or exercisable by the Directors generally.	<b>123.</b>	<b>PROCEEDINGS OF DIRECTORS</b>  A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under <b>this Constitution</b> vested in or exercisable by the Directors generally.
121.	Subject to <del>these Articles</del> , questions arising at any meeting of the Directors shall be decided by a majority of votes. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote.	<b>124.</b>	Subject to <b>this Constitution</b> , questions arising at any meeting of the Directors shall be decided by a majority of votes. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote.
122.	The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as	<b>125.</b>	The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	their number is reduced below the minimum number fixed by or pursuant to <del>these presents</del> as the necessary quorum of Directors the continuing Director or Directors may, except in an emergency, act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purposes.		their number is reduced below the minimum number fixed by or pursuant to <b>this Constitution</b> as the necessary quorum of Directors the continuing Director or Directors may, except in an emergency, act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purposes.
123. and 134.	<i>(Articles 123 and 124)</i>	<b>126.</b> and <b>127.</b>	<i>(To renumber the existing Articles 123 and 124 to Clauses 126 and 127 respectively)</i>
125.	A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing, unless <del>Article 127</del> applies.	<b>128.</b>	A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing, unless <b>Clause 130</b> applies.
	<b>PROCEEDINGS OF DIRECTORS</b>		<b>PROCEEDINGS OF DIRECTORS</b>
126.	Every Director shall comply with the provisions of Sections <del>131</del> and <del>135</del> of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.	<b>129.</b>	Every Director shall comply with the provisions of Sections <b>221</b> and <b>219</b> of the Act in connection with the disclosure of his shareholding and interest, <b>whether direct or indirect</b> , in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
127.	<i>(Article 127)</i>	<b>130.</b>	<i>(To renumber the existing Article 127 to Clause 130)</i>
128.	A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinabove mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in	<b>131.</b>	A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinabove mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in

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	any way interested provided always that he has complied with Section <del>434</del> and all other relevant provisions of the Act and of <del>these Articles</del> .		any way interested provided always that he has complied with Section <b>221</b> and all other relevant provisions of the Act and of <b>this Constitution</b> .
129.	A Director of the Company may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 434 and all other relevant provisions of the Act and of <del>these Articles</del> .	<b>132.</b>	A Director of the Company may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section <b>221</b> and all other relevant provisions of the Act and of <b>this Constitution</b> .
130. and 131.	<i>(Articles 130 and 131)</i>	<b>133. and 134.</b>	<i>(To renumber the existing Articles 130 and 131 to Clauses 133 and 134 respectively)</i>
132.	<b>COMMITTEES</b>  The meetings and proceedings of any such Committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under	<b>135.</b>	<b>COMMITTEES</b>  The meetings and proceedings of any such Committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
Article Number	(Equivalent to Existing Articles of Association)	Clause Re-numbered	Proposed Revised Constitution
	the last preceding <del>Article</del> .		the last preceding <b>Clause</b> .
133. to 140.	(Articles 133 to 140)	<b>136. to 143.</b>	(To renumber the existing Articles 133 to 140 as Clauses 136 to 143 respectively)
141.	<p style="text-align: center;"><b>SEAL</b></p> <p>The Directors may from time to time (subject to the provisions of <del>Article 17</del> in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to <del>Article 17</del>) be signed by at least one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose PROVIDED ALWAYS that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.</p>	<b>144.</b>	<p style="text-align: center;"><b>SEAL</b></p> <p>The Directors may from time to time (subject to the provisions of <b>Clause 22</b> in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to <b>Clause 22</b>) be signed by at least one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose PROVIDED ALWAYS that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.</p>
142.	(Article 142)	<b>145.</b>	(To renumber the existing Article 142 to Clause 145)
143.	<p style="text-align: center;"><b>RESERVES</b></p> <p>The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for repairing, improving or any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of <del>these Articles</del>) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve</p>	<b>146.</b>	<p style="text-align: center;"><b>RESERVES</b></p> <p>The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for repairing, improving or any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of <b>this Constitution</b>) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting</p>

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.		the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.
144.	<i>(Article 144)</i>	<b>147.</b>	<i>(To renumber the existing Article 144 to Clause 147.)</i>
	<b>DIVIDEND</b>		<b>DIVIDEND</b>
145.	No dividend shall be payable <del>except</del> out of the profits of the Company and no dividend shall be paid in excess of the amount recommended by the Directors nor shall bear interest against the Company.	<b>148.</b>	(1) No dividend shall be payable out of profits of the Company <b>available unless the Company is solvent</b> and no dividend shall be paid in excess of the amount recommended by the Directors.  (2) <b>Such distribution may be authorised by the Directors if the Directors are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debt as and when the debts become due within twelve (12) months immediately after the distribution is made.</b>
146.	Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.	<b>149.</b>	Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this <b>Clause</b> as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.
147. to 155.	<i>(Articles 147 to 155)</i>	<b>150. to 158.</b>	<i>(To renumber the existing Articles 147 to 155 as Clauses 150 to 158 respectively)</i>

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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-	(New Provision)	<b>158A</b> (To add Clause 158A)	<p><b>A general meeting when declaring or approving a dividend including, without limitation, a dividend or bonus of the kind referred to in Clause 158 and whether together with or as an alternative to such dividend or bonus in such Clause, direct (notwithstanding other provisions of this Constitution) that such dividend declared or approved be on terms including all or any of the following:</b></p> <p><b>(a) Such dividend be distributed or made available to members or such members as the Directors may decide;</b></p> <p><b>(b) The Directors may determine whether a member is permitted to participate in such dividend and the terms and conditions upon which a member may participate in such dividend;</b></p> <p><b>(c) The Directors may prescribe whether a member should be entitled to receive such dividend in a particular form of assets or together with cash or with a member being able to elect for specific assets or cash or with any other variations, subject to such dividend in such forms having been approved in such general meeting;</b></p> <p><b>(d) The Directors may provide that specific assets which a member could receive in such dividend be sold or disposed of instead with the proceeds being given to such member less any costs, expenses or other charges as the Directors may determine;</b></p> <p><b>(e) The Directors may prescribe any other terms and conditions of such dividend.</b></p> <p><b>The general meeting may determine any of the matters referred to in (a) to (e) above instead and may impose or provide for such additional terms and conditions for such dividend as the meeting may think fit. Any distribution of dividend including, its terms,</b></p>

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			<i>determined under this Constitution, whether by the Directors or the general meeting shall, subject to the Guidelines, be approved by the Designated Person.</i>
	<b>CAPITALISATION OF PROFITS</b>		<b>CAPITALISATION OF PROFITS</b>
156.	The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize 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, 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. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.	<b>159.</b>	The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize 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, 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. <b><i>The amount standing credit of the</i></b> share premium account and a capital redemption reserve may, for the purposes of this <b>Clause</b> , be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares <b><i>subject to Section 618(3)(c) of the Act.</i></b>
157.	(Article 157)	<b>160.</b>	(To renumber the existing Article 157 to Clause 160)
	<b>ACCOUNTS</b>		<b>ACCOUNTS</b>
158.	The Directors shall cause proper accounting and other records to be kept and shall distribute copies of <del>balance sheets</del> and other documents as required by the Act and shall from time to time determine whether and to what extent and	<b>161.</b>	The Directors shall cause proper accounting and other records to be kept and shall distribute copies of <b><i>financial statements</i></b> and other documents as required by the Act and shall from time to time determine whether and to what



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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section <del>167(3) and (4)</del> of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.		extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section <b>245</b> of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
159.	The Directors from time to time in accordance with Section <del>169</del> of the Act cause to be prepared and laid before the Company in general meeting such <del>profit and loss accounts, balance sheets</del> and reports as are referred to in the section. A copy of each such documents in printed form or in CD-ROM, shall not less than twenty-one (21) days before the date of the meeting be sent by post to every member of debentures of the Company under the provisions of the Act or <del>of the Articles</del> . The Company shall not be required to send a copy of these documents to any person of whose address the Company is not aware or to more than one of joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that the annual report is sent in CD-ROM and a member requires a printed form of such document, the Company shall send such document to the member within four (4) markets days from the date of receipt of the member's request or such period as may be prescribed by the Exchange.	<b>162.</b>	The Directors from time to time in accordance with Section <b>340</b> of the Act cause to be prepared and laid before the Company in general meeting such <b>audited financial statements</b> and reports as are referred to in the section. A copy of each such documents in printed form or in CD-ROM <b>or other electronic means</b> , shall not less than twenty-one (21) days before the date of the meeting be sent by post <b>or other electronic means</b> to every member of debentures of the Company under the provisions of the Act or of <b>the Constitution</b> . The Company shall not be required to send a copy of these documents to any person of whose address the Company is not aware or to more than one of joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that the annual report is sent in CD-ROM and a member requires a printed form of such document, the Company shall send such document to the member within four (4) markets days from the date of receipt of the member's request or such period as may be prescribed by the Exchange.
160. to 163.	<i>(Articles 160 to 163)</i>	<b>163. to 166.</b>	<i>(To renumber the existing Articles 160 to 163 as Clauses 163 to 166 respectively)</i>
	<b>DESTRUCTION OF DOCUMENTS</b>		<b>DESTRUCTION OF DOCUMENTS</b>
164.	The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a	<b>167.</b>	The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	<p>reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-</p> <p>(a) the foregoing provisions of this <del>Article</del> shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;</p> <p>(b) nothing contained in this <del>Article</del> shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this <del>Article</del>; and</p> <p>(c) reference in this <del>Article</del> to the destruction of any document include references to its disposal in any manner.</p>		<p>reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-</p> <p>(a) the foregoing provisions of this <b>Clause</b> shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;</p> <p>(b) nothing contained in this <b>Clause</b> shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this <b>Clause</b>; and</p> <p>(c) reference in this <b>Clause</b> to the destruction of any document include references to its disposal in any manner.</p>
165.	(Article 165)	<b>168.</b>	(To renumber the existing Article 165 to Clause 168)
	<b>NOTICES</b>		<b>NOTICES</b>
166.	A notice or other documents shall be served by the Company or the Secretary on any member or Director, as the case may be, either personally or by sending it through the post in prepaid letter	<b>169.</b>	<p><b>(1) Notice of a meeting of members or any other document shall be in writing and shall be given to the members either—</b></p> <p><b>(a) in hard copy;</b></p> <p><b>(b) in electronic form; or</b></p>

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	addressed to such member or Director at his registered address in Malaysia as appearing in the Register or the Register of Directors or the Record of Depositors, as the case may be.		(c) <i>partly in hard copy and partly in electronic form.</i>  (2) <i>A notice—</i> (a) <i>given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the company for such purpose; or</i> (b) <i>given in electronic form shall be transmitted to the electronic address provided by the member to the company for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws.</i>
167. to 170.	(Articles 167 to 170)	170. to 173.	(To renumber the existing Articles 167 to 170 as Clauses 170 to 173 respectively)
171.	Subject always to the provisions of <del>Article 166</del> , any notice or document delivered or sent by post to, or left at, the registered address of any member shall, if such member be than deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.	174.	Subject always to the provisions of <b>Clause 169</b> , any notice or document delivered or sent by post to, or left at, the registered address of any member shall, if such member be than deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.
172. to 174.	(Articles 172 to 174)	175. to 177.	(To renumber the existing Articles 172 to 174 as Clauses 175 to 177 respectively)
	<b>WINDING UP</b>		<b>WINDING UP</b>
175.	Save that this <del>Article</del> shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-  (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and  (b) If in a winding-up the assets available	178.	Save that this <b>Clause</b> shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-  (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and  (b) If in a winding-up the assets available

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<u>Existing Constitution</u>		<u>Proposed Revised Constitution</u>	
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	for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.		for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
176. and 177.	(Articles 176 and 177)	<b>179.</b> and <b>180.</b>	(To renumber the existing Articles 176 and 177 to Clauses 179 and 180 respectively)
178.	<p style="text-align: center;"><b>INDEMNITY</b></p> <p>Subject to <del>the provisions of</del> the Act every Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against 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 in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.</p>	<b>181.</b>	<p style="text-align: center;"><b>INDEMNITY</b></p> <p>Subject to the provisions of <b>and to the fullest extent permitted by</b> the Act, every Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company <b>(including through insurance taken out by the Company)</b> against:-</p> <p><b>(a) any liability incurred by him arising from or in relation to his office or the performance of his duties except where such liability results from every negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company; and</b></p> <p><b>(b) any liability incurred by him in defending or settling any claim or proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default or breach of duty or breach of trust in relation to the affairs of the Company.</b></p>
179.	<p style="text-align: center;"><b>EFFECT OF THE LISTING REQUIREMENTS</b></p> <p>(1) Notwithstanding anything contained in <del>these Articles</del>, if the Listing Requirements prohibit an act being done, the act shall not be done.</p>	<b>182.</b>	<p style="text-align: center;"><b>EFFECT OF THE LISTING REQUIREMENTS</b></p> <p>(1) Notwithstanding anything contained in <b>this Constitution</b>, if the Listing Requirements prohibit an act being done, the act shall not be done.</p>

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	<p>(2) Nothing contained in <del>these Articles</del> prevents an act being done that the Listing Requirements require to be done.</p> <p>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</p> <p>(4) If the Listing Requirements require <del>these Articles</del> to contain a provision and they do not contain such a provision, <del>these Articles</del> are deemed to contain that provision.</p> <p>(5) If the Listing Requirements require <del>these Articles</del> not to contain a provision and</p> <p>(6) If any provision of <del>these Articles</del> is or becomes inconsistent with the Listing Requirements, <del>these Articles</del> are deemed not to contain that provision to the extent of the inconsistency.</p>		<p>(2) Nothing contained in <b>this Constitution</b> prevents an act being done that the Listing Requirements require to be done.</p> <p>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</p> <p>(4) If the Listing Requirements require <b>this Constitution</b> to contain a provision and they do not contain such a provision, <b>this Constitution</b> are deemed to contain that provision.</p> <p>(5) If the Listing Requirements require <b>this Constitution</b> not to contain a provision and</p> <p>(6) If any provision of <b>this Constitution</b> is or becomes inconsistent with the Listing Requirements, <b>this Constitution</b> are deemed not to contain that provision to the extent of the inconsistency.</p>
	<b>EFFECT OF THE GUIDELINES</b>		<b>EFFECT OF THE GUIDELINES</b>
180.	The Company shall observe and comply with the Guidelines. In the event that any provision of <del>these Articles</del> is inconsistent with that of the Guidelines, the Company may by Special Resolution amend the relevant <del>Articles</del> .	<b>183.</b>	The Company shall observe and comply with the Guidelines. In the event that any provision of <b>this Constitution</b> is inconsistent with that of the Guidelines, the Company may by Special Resolution amend the relevant <b>Clauses</b> .

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