

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

THIRD SUPPLEMENTAL PROSPECTUS

KENANGA GROWTH FUND SERIES 2

This Third Supplemental Prospectus is dated 22 August 2023.

The date of constitution of the Fund is 30 April 2018.

Manager:

Kenanga Investors Berhad

Registration No.: 199501024358 (353563-P)

Trustee:

CIMB Commerce Trustee Berhad

Registration No.: 199401027349 (313031-A)

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS THIRD SUPPLEMENTAL PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 10 OF THE PROSPECTUS DATED 28 MAY 2018 AND PAGE 6 OF THIS THIRD SUPPLEMENTAL PROSPECTUS.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

RESPONSIBILITY STATEMENTS

This Third Supplemental Prospectus has been reviewed and approved by the directors of Kenanga Investors Berhad and they collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, they confirm to the best of their knowledge and belief, that there are no false or misleading statements, or omission of other facts which would make any statement in this Third Supplemental Prospectus false or misleading.

STATEMENTS OF DISCLAIMER

The Securities Commission Malaysia has authorised the Fund and a copy of this Third Supplemental Prospectus has been registered with the Securities Commission Malaysia.

The authorisation of the Fund, and registration of this Third Supplemental Prospectus, should not be taken to indicate that the Securities Commission Malaysia recommends the Fund or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020, the Second Supplemental Prospectus dated 1 December 2020 and this Third Supplemental Prospectus.

The Securities Commission Malaysia is not liable for any non-disclosure on the part of Kenanga Investors Berhad, the management company responsible for the Fund, and takes no responsibility for the contents in this Third Supplemental Prospectus. The Securities Commission Malaysia makes no representation on the accuracy or completeness of this Third Supplemental Prospectus, and expressly disclaims any liability whatsoever arising from, or in reliance upon, the whole or any part of its contents.

INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IF INVESTORS ARE UNABLE TO MAKE THEIR OWN EVALUATION, THEY ARE ADVISED TO CONSULT PROFESSIONAL ADVISERS.

ADDITIONAL STATEMENTS

Investors should note that they may seek recourse under the Capital Markets and Services Act 2007 for breaches of securities laws including any statement in this Third Supplemental Prospectus that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Third Supplemental Prospectus or the conduct of any other person in relation to the Fund.

This Third Supplemental Prospectus is not intended to and will not be issued and distributed in any country or jurisdiction other than Malaysia ("Foreign Jurisdiction"). Consequently, no representation has been and will be made as to its compliance with the laws of any Foreign Jurisdiction. Accordingly, no offer or invitation to subscribe or purchase Units of Fund to which this Third Supplemental Prospectus relates may be made in any Foreign Jurisdiction or under any circumstances where such action is unauthorised.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

Unless otherwise provided in this Third Supplemental Prospectus, all the capitalised terms used herein shall have the same meanings as ascribed to them in the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

EXPLANATORY NOTE:

This Third Supplemental Prospectus has been issued to inform investors of the following:

- The insertion of the new definitions of “Eligible Market” and “EPF”.
- The updated corporate directory of the Trustee.
- The updated information in relation to the investment policy and strategy, risk management strategies, investment restrictions and limits and liquidity risk of the Fund.
- The insertion of new sections “Use of derivatives”, “Suspension of Dealing in Units” and a new suspension of redemption risk.
- The updated information in relation to the fees, charges and expenses, policy on rebates and soft commissions, incorrect pricing, application and redemption of Units and cooling-off right.
- The updated information of the Manager.
- The updated salient terms of the Deed.
- The amended disclosures on related-party transactions.
- The issuance of the new supplemental deed in relation to the Fund and the updated tax adviser’s letter.
- The updated directory of the Manager’s offices, list of IUTA and authorised distributors.

A. GENERAL

All reference to “investment committee”, wherever it appears in the Prospectus is hereby replaced with “person(s) or members of a committee undertaking the oversight function of the Fund”.

B. DEFINITIONS

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(i) The definition of “Eligible Market” is hereby deleted in its entirety and replaced with the following:

- Eligible Market : means an exchange, government securities market or an OTC market:
 - (a) that is regulated by a regulatory authority of that jurisdiction;
 - (b) that is open to the public or to a substantial number of market participants; and
 - (c) on which financial instruments are regularly traded.

(ii) The new definition of “EPF” is hereby inserted immediately after the definition of “Eligible Market” as follows:

EPF : means Employee Provident Fund.

(iii) The definition of “IOSCO” is hereby deleted in its entirety.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

C. CORPORATE DIRECTORY

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The fax number of the business office of the Trustee is hereby deleted in its entirety and replaced with the following and the e-mail address and website address of the Trustee is hereby inserted immediately after the fax number of the business office of the Trustee as follow:

Fax:	03-2261 9894
E-mail	ss.corptrust@cimb.com
Website	www.cimb.com

D. THE FUND

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- (i) The third paragraph under investment policy and strategy is hereby deleted in its entirety and replaced with the following:

The Fund may invest up to 30% of the Fund's NAV in foreign markets, which may include but not limited to, Singapore, Indonesia, Thailand, Philippines, India, Hong Kong, China, Japan, Korea, Taiwan, Australia, Vietnam, the United States of America and any other Eligible Markets.

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- (ii) The following paragraph is hereby inserted after the first paragraph under risk management strategies:

We have established liquidity risk management policy to enable us to identify, monitor and manage the liquidity risk of the Fund in order to meet the redemption requests from the Unit Holders as well as to safeguard the interests of the remaining Unit Holders. In managing the Fund's liquidity, we will:

- a. ensure the Fund maintains sufficient liquid assets to meet redemption requests from Unit Holders;
- b. regularly review the Fund's investment portfolio including its liquidity profile;
- c. monitor the Fund's net flows against redemption requests during normal and adverse market conditions to ensure the Fund has sufficient cash holdings to mitigate any potential risk in not being able to meet the redemption requests from Unit Holders; and
- d. where available, obtain cash borrowing on a temporary basis for the purpose of meeting redemption requests for Units and for short-term bridging requirements subject to the conditions set out in the section on borrowings and securities lending in this Prospectus.

However, if we have exhausted the above avenue, we will, in consultation with the Trustee and having considered the interests of the Unit Holders, resort to suspend the redemption of Units to manage the liquidity of the Fund under exceptional circumstances, where the fair value of a material portion of the Fund's assets cannot be reasonably determined. Any redemption request received by us during the suspension period will only be accepted and processed on the next Business Day after the cessation of suspension of the Fund. Please refer to Section 6.6 of this Prospectus for more information on suspension of dealing in Units.

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- (iii) The information under investment restrictions and limits is hereby deleted in its entirety and replaced with the following:

Exposure Limit:

1. The aggregate value of the Fund's investments in unlisted securities and L&I funds must not exceed 15% of the Fund's NAV, subject to a maximum limit of 10% of the Fund's NAV in a single issuer or single L&I fund, as the case may be.

Investment Spread Limits:

2. The value of the Fund's investments in ordinary shares issued by any single issuer must not exceed 10% of the Fund's NAV.
3. The value of the Fund's investments in transferable securities and money market instruments issued by any single issuer must not exceed 15% of the Fund's NAV ("single issuer limit"). In determining the single issuer limit, the value of the Fund's investments in instruments in item 1 issued by the same issuer must be included in the calculation.
4. The value of the Fund's placement in deposits with any single financial institution must not exceed 20% of the Fund's NAV. This single financial institution limit does not apply to placements of deposits arising from:
 - (a) subscription monies received prior to the commencement of investment by the Fund;
 - (b) liquidation of investments prior to the termination of the Fund, where the placement of deposits with various financial institutions would not be in the best interests of Unit Holders; or
 - (c) monies held for the settlement of redemption or other payment obligations, where the placement of deposits with various financial institutions would not be in the best interest of Unit Holders.
5. For investment in derivatives, the Fund's global exposure from derivatives position must not exceed the Fund's NAV at all times. The Fund's exposure to derivatives will be calculated based on commitment approach and the Fund's exposure to counterparty of OTC derivatives will be calculated in the manner as disclosed in the section below under the heading "Use of derivatives".
6. The aggregate value of the Fund's investments in, or exposure to, a single issuer through transferable securities, money market instruments, deposits, underlying assets of derivatives and counterparty exposure arising from the use of OTC derivatives, must not exceed 25% of the Fund's NAV ("single issuer aggregate limit"). In determining the single issuer aggregate limit, the value of the Fund's investments in instruments in item 1 issued by the same issuer must be included in the calculation.
7. The value of the Fund's investments in units or shares of collective investment schemes that comply with the Guidelines must not exceed 20% of the Fund's NAV.
8. The value of the Fund's investments in transferable securities and money market instruments issued by any group of companies must not exceed 20% of the Fund's NAV ("group limit"). In determining the group limit, the value of the Fund's investments in instruments in item 1 issued by the issuers within the same group of companies must be included in the calculation.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

9. The single issuer limit in item 3 may be raised to 35% of the Fund's NAV if the issuing entity is, or the issue is guaranteed by, either a foreign government, foreign government agency, foreign central bank or supranational, that has a minimum long-term credit rating of investment grade (including gradation and subcategories) by an international rating agency. Where the single issuer limit is increased to 35% of the Fund's NAV, the single issuer aggregate limit in item 6 may be raised, subject to the group limit in item 8 not exceeding 35% of the Fund's NAV.

Investment Concentration Limits:

10. The Fund's investments in shares or securities equivalent to shares must not exceed 10% of the shares or securities equivalent to shares, as the case may be, issued by a single issuer.
11. The Fund's investments in money market instruments must not exceed 10% of the instruments issued by any single issuer. This limit does not apply to money market instruments that do not have a pre-determined issue size.
12. The Fund's investments in collective investment scheme must not exceed 25% of the units or shares in the collective investment scheme.

Note: Transferable securities refer to shares and securities equivalent to shares.

The above stated limits and restrictions shall be complied with at all times based on the most up-to-date value of the Fund's investments. Where the limit or restriction is breached as a result of any appreciation or depreciation in value of the assets of the Fund, redemption of Units or payments made from the Fund, change in capital of a corporation in which the Fund has invested in or downgrade in or cessation of a credit rating, the Manager should, within a reasonable period of not more than three (3) months from the date of the breach, take all necessary steps and actions to rectify the breach. The 3 month period may be extended if it is in the best interest of Unit Holders and the Trustee's consent is obtained. Such extension must be subject to at least a monthly review by the Trustee.

There are no restrictions and limits imposed on securities or instruments issued or guaranteed by the Malaysian government or BNM.

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- (iv) The following new information in relation to use of derivatives is hereby inserted after the information on the borrowing and securities lending:

Use of Derivatives

Calculation of Global Exposure to Derivatives

The global exposure of the Fund is calculated based on commitment approach and is calculated as the sum of:

- (a) the absolute value of the exposure of each individual derivative not involved in netting or hedging arrangements;
- (b) the absolute value of the net exposure of each individual derivative after netting or hedging arrangements; and
- (c) the values of cash collateral received pursuant to the reduction of exposure to counterparties of OTC derivatives.

Netting and hedging arrangements may be taken into account to reduce the Fund's exposure to derivatives.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

Netting arrangements

The Fund may net positions between:

- (a) derivatives on the same underlying constituents, even if the maturity dates are different; or
- (b) derivatives and the same corresponding underlying constituents, if those underlying constituents are transferable securities, money market instruments, or units or shares in collective investment schemes.

Hedging arrangements

The marked-to-market value of transferable securities, money market instruments, or units or shares in collective investment schemes involved in hedging arrangements may be taken into account to reduce the exposure of the Fund to derivatives.

The hedging arrangement must:

- (a) not be aimed at generating a return;
- (b) result in an overall verifiable reduction of the risk of the Fund;
- (c) offset the general and specific risks linked to the underlying constituent being hedged;
- (d) relate to the same asset class being hedged; and
- (e) be able to meet its hedging objective in all market conditions.

Calculation of Exposure to Counterparty of OTC derivatives

The exposure to a counterparty of an OTC derivative must be measured based on the maximum potential loss that may be incurred by the Fund if the counterparty defaults and not on the basis of the notional value of the OTC derivative.

The total exposure to a single counterparty is calculated by summing the exposure arising from all OTC derivative transactions entered into with the same counterparty.

The maximum exposure of the Fund to the counterparty of OTC derivatives, calculated based on the above, must not exceed 10% of the Fund's NAV.

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- (v) The information under Deed is hereby deleted in its entirety and replaced with the following:

Deed	30 April 2018
First Supplemental Deed	8 October 2020
Second Supplemental Deed	28 October 2022

E. RISK FACTORS

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- (i) The information in relation to liquidity risk under general risks is hereby deleted in its entirety and replaced with the following:

c) Liquidity Risk

Liquidity risk refers to the ease of liquidating an asset depending on the asset's volume traded in the market. If a fund holds assets that are illiquid, or are difficult to dispose of, the value of the fund and consequently the value of Unit Holders' investments in the Fund will be negatively affected when it has to sell such assets at unfavourable prices.

- (ii) The following new information in relation to suspension of redemption risk is hereby inserted under general risks:

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

g) Suspension of Redemption Risk

The redemption of units of a fund may be suspended under exceptional circumstances, where the fair value of a material portion of the fund's assets cannot be reasonably determined. Upon suspension, the fund will not be able to pay unit holders' redemption proceeds in a timely manner and unit holders will be compelled to remain invested in the fund for a longer period of time than the stipulated redemption timeline. Hence, unit holder's investments will continue to be subjected to the risk factors inherent to the fund. Please refer to Section 6.6 of this Prospectus for more information on suspension of dealing in Units.

F. FEES, CHARGES AND EXPENSES

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- (i) The note under sales charge is hereby deleted in its entirety and replaced with the following:

Notes: The Manager may waive or reduce the sales charge imposed. Investors may also negotiate for a lower sales charge with their preferred distributor, subject to the respective channels' qualifying criterion.

Investors who invest in the Fund through the Employees Provident Fund ("EPF") Members' Investment Scheme pay a lower sales charge which is 3% of the NAV per Unit (or such other maximum rate that may be allowed by the EPF from time to time). Funds approved under the EPF Members Investment Scheme are subject to change. Investors may contact the Manager for the list of funds.

- (ii) The note under the illustration on how the sales charge is calculated is hereby deleted in its entirety and replaced with the following:

Note: Please note that the above example is for illustration purposes only and the illustration does not take into account any tax as may be imposed by the government or other authorities from time to time.

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- (iii) Item (g) under section 5.2 – Fees and Expenses Indirectly Incurred, Fund's Expenses is hereby deleted in its entirety and replaced with the following:

Annual or semi-annual reports;

- (iv) The information under section 5.3 – Policy on Rebates and Soft Commissions is hereby deleted in its entirety and replaced with the following:

It is the policy of the Manager to credit any rebates received into the account of the Fund.

Goods and services ("soft commissions") provided by any broker or dealer may be retained by the Manager or the fund manager if:

- (a) the soft commissions bring direct benefit or advantage to the management of the Fund and may include research and advisory related services;
- (b) any dealing with the broker or dealer is executed on terms which are the most favourable for the Fund; and
- (c) the availability of soft commissions is not the sole or primary purpose to perform or arrange transactions with such broker or dealer, and the Manager or fund manager shall not enter into unnecessary trades in order to achieve a sufficient volume of transactions to qualify for soft commissions.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

- (v) The statement under section 5.3 – Policy on Rebates and Soft Commissions is hereby deleted in its entirety and replaced with the following:

THERE ARE FEES AND CHARGES INVOLVED AND INVESTORS ARE ADVISED TO CONSIDER THEM BEFORE INVESTING IN THE FUND.

ALL FEES AND CHARGES PAYABLE TO THE MANAGER AND THE TRUSTEE ARE SUBJECT TO SUCH TAX AS MAY BE IMPOSED BY THE GOVERNMENT OR OTHER AUTHORITIES FROM TIME TO TIME.

G. TRANSACTION INFORMATION

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- (i) The information under section 6.2 Pricing Policy, Incorrect Pricing is hereby deleted in its entirety and replaced with the following:

Subject to any relevant law, if there is an error in the pricing of the NAV per Unit of the Class of Units, the Manager will take immediate remedial action to correct the error. Rectification shall, where necessary, extend to the reimbursements of money as follows if the error is at or above the significant threshold of 0.5% of the NAV per Unit and the total impact on a Unit Holder's account attributable to the Class of Units is RM10.00 (or in the case of a foreign currency Class of Units, 10.00 denominated in the foreign currency denomination of the Class of Units) or more:

- (a) if there is an over pricing in relation to the purchase and creation of Units, the Fund shall reimburse the Unit Holder;
- (b) if there is an over pricing in relation to the redemption of Units, the Manager shall reimburse the Fund;
- (c) if there is an underpricing in relation to the purchase and creation of Units, the Manager shall reimburse the Fund; and
- (d) if there is an underpricing in relation to the redemption of Units, the Fund shall reimburse the Unit Holder or former Unit Holder.

Subject to any regulatory requirements, the Manager shall have the right to amend, vary or revise the abovesaid limits or threshold from time to time.

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- (ii) The second paragraph under section 6.3 – Application and Redemption of Units, Where Units can be Bought and Sold is hereby deleted in its entirety and replaced with the following:

The Fund may offer the following plans:

- (a) “**Cash Plan**” whereby an investor invests on a lump sum basis;
- (b) “**Financing Plan**” which is a personalised financial borrowing plan;
- (c) “**EPF Plan**” whereby an eligible EPF member can withdraw his/her EPF (Account 1) to invest in the MYR Class of the Fund;
- (d) “**Easy Saver Plan**” which is a monthly regular saving plan.

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- (iii) The information under section 6.3 – Application and Redemption of Units, Transaction Details is hereby deleted in its entirety and replaced with the following:

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

	MYR Class	USD Class
Minimum Initial Investment	RM1,000	USD250
Minimum Additional Investment	RM100	USD25
EPF Members' Investment Scheme ⁽²⁾ – Minimum Initial Investment	RM1,000	Not applicable
Minimum Redemption	500 Units	100 Units
Minimum Switch	500 Units	100 Units
Minimum Transfer	Transfer facility is not available for the Fund.	
Minimum Holdings	500 Units	100 Units

Notes:

- (1) *The Manager reserves the right to change the minimum amounts and number of Units stipulated above from time to time. In the event there is a change to the above, the Manager will notify unit holders prior to the effective date of the change.*
- (2) *EPF Plan is available for investment in the MYR Class only. The list of funds / class of units that are allowed under the EPF Members Investment Scheme will be updated on the website at www.kwsp.gov.my as and when the EPF revises the list.*

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- (iv) The fourth paragraph under section 6.3 – Application and Redemption of Units, Redeeming Your Investment is hereby deleted in its entirety and replaced with the following:

Payment of redemption proceeds will be made within seven (7) Business Days from the date at which a redemption request is received by us.

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- (v) The second and third paragraphs under section 6.3 – Application and Redemption of Units, Cooling-Off Right is hereby deleted in its entirety and replaced with the following:

Within the cooling-off period, the refund to the investors shall not be less than the sum of:

- (a) the NAV of the Units on the day the Units were purchased, or the prevailing NAV per Unit at the point of exercise of the cooling-off right (whichever is lower); and
- (b) the sales charge originally imposed on the day the Units were purchased.

The investors shall be refunded within seven (7) Business Days from the date of receipt of the cooling-off notice by the investors. Any application for cooling-off must be made before the cut-off time of 4:00 p.m. on any Business Day.

For investors who invest via the EPF Member Investment Scheme (“EPF MIS”), the cooling-off period shall be subject to EPF’s terms and conditions, and any refund pursuant to the exercise of the cooling-off right will be credited back into your EPF accounts.

- (vi) The second paragraph under section 6.4 – Distribution Policy and Reinvestment Policy is hereby deleted in its entirety and replaced with the following:

If there is any change to the distribution instructions, Unit Holders need to notify the Manager within fourteen (14) days prior to the distribution payment date. For EPF investors, it is mandatory that all distribution of income shall be reinvested automatically.

- (vii) The following new information in relation to suspension of dealing in Units is hereby inserted after section 6.5 – Unclaimed Moneys:

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

6.6 Suspension of Dealing In Units

The Manager may, in consultation with the Trustee and having considered the interests of the Unit Holders, suspend the dealing in Units due to exceptional circumstances, where there is good and sufficient reason to do so (e.g. where the market value or fair value of a material portion of the Fund's assets cannot be determined).

The Manager will cease the suspension as soon as practicable after the aforesaid circumstances has ceased, and in any event within 21 days of commencement of suspension. The period of suspension may be extended if the Manager satisfies the Trustee that it is in the best interest of Unit Holders for the dealing in Units to remain suspended. Such suspension will be subject to weekly review by the Trustee.

Any redemption request received by the Manager during the suspension period will only be accepted and processed on the next Business Day after the cessation of suspension of the Fund. In such cases, Unit Holders will be compelled to remain invested in the Fund for a longer period of time than the stipulated redemption timeline. Hence, their investments will continue to be subjected to the risk factors inherent to the Fund.

Where such suspension is triggered, the Manager will inform all Unit Holders in a timely and appropriate manner of its decision to suspend the dealing in Units.

H. THE MANAGER: KENANGA INVESTORS BERHAD

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- (i) The first, second and third paragraphs are hereby deleted in its entirety and replaced with the following:

The information in relation to the corporate information, including the experience of KIB in operating unit trust funds is available on the Manager's website at <https://www.kenangainvestors.com.my/who-we-are>.

- (ii) Item (c) under Functions of the Manager is hereby deleted in its entirety and replaced with the following:

Issuing the Fund's semi-annual and annual reports to Unit Holders;

- (iii) The information of the Board of Directors is hereby deleted in its entirety and replaced with the following:

The Board of Directors

The functions of the board of directors are to elaborate, decide, endorse or resolve all matters pertaining to the Manager and the Fund at the board meetings that are held formally four times yearly or as circumstances require.

Board of Directors

Choy Khai Choon (**Chairman, Non-Independent Non-Executive Director**)*

Imran Devindran Abdullah (**Independent Non-Executive Director**)

Norazian Ahmad Tajuddin (**Independent Non-Executive Director**)

Luk Wai Hong, William (**Non-Independent Non-Executive Director**)

Datuk Wira Ismitz Matthew De Alwis (**Chief Executive Officer, Executive Director**)

**Choy Khai Choon was appointed as the Chairman and Non-Independent Non-Executive Director of Kenanga Investors Berhad ("KIB") on 1 April 2023.*

The list of the board of directors of the Manager may be updated from time to time. Please refer to the Manager's website at <https://www.kenangainvestors.com.my/board-of-directors> for the latest update on the board of directors of the Manager.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

(iv) The information of the Roles and Functions of the Investment Committee is hereby deleted in its entirety.

(v) The note under Roles and Functions of the Investment Committee is hereby deleted in its entirety and replaced with the following:

Further information on the Manager and board of directors are provided in the Manager's website at www.kenangainvestors.com.my.

(vi) The information under section 7.1 – The Fund Management Team is hereby deleted in its entirety and replaced with the following:

Lee Sook Yee is the designated person responsible for fund management function of the Fund. The profile of Ms Lee Sook Yee is available on the Manager's website at <https://www.kenangainvestors.com.my/lee-sook-ye>.

I. SALIENT TERMS OF THE DEED

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(i) Item (d) under Rights of Unit Holders is hereby deleted in its entirety and replaced with the following:

To receive annual and semi-annual reports.

(ii) The following note is hereby inserted after the end of the second paragraph under Rights of Unit Holders:

Note: If you are investing in the Fund through an IUTA which adopts the nominee system of ownership, you would not be recognised by the Manager as a registered Unit Holder under the Deed(s). Consequently, your right as an investor may be limited as you would not have all the rights ordinarily exercisable by a Unit Holder, including but not limited to the right to have your particulars recorded in the register of Unit Holders of the Manager and the right to call, attend and vote in any Unit Holders' meeting. The Manager will only recognise the IUTA as a Unit Holder of the Fund and the IUTA shall be entitled to all the rights conferred to it under the Deed(s).

(iii) The statement under Maximum Fees and Charges Permitted by the Deed is hereby deleted in its entirety and replaced with the following:

All fees and charges payable to the Manager and the Trustee are subject any tax as may be imposed by the government or other authorities from time to time.

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(iv) Item (d) under Permitted Expenses Payable Out of the Fund is hereby deleted in its entirety and replaced with the following:

fees for the valuation of any investment of the Fund;

(v) Item (r) under Permitted Expenses Payable Out of the Fund is hereby deleted in its entirety and replaced with the following:

any tax now or hereafter imposed by law or required to be paid in connection with any costs, fees and expenses incurred under sub-paragraphs (a) to (q) above.

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- (vi) The following new paragraph is hereby inserted after the first paragraph under Termination of the Fund:

Subject to the provisions of the relevant laws, the Manager may, without having to obtain the prior approval of the Unit Holders, terminate the trust hereby created and wind up the Fund if such termination:

- (a) is required by the relevant authorities; or
- (b) is in the best interests of Unit Holders and the Manager in consultation with the Trustee deems it to be uneconomical for the Manager to continue managing the Fund.
- (vii) The fourth paragraph under Termination of the Fund is hereby deleted in its entirety and replaced with the following:

The Trustee and the Manager shall, as soon as it becomes aware that the Fund is to be terminated and wound-up, inform the relevant authorities in such manner as may be prescribed by any relevant law.

- (viii) The following new paragraph is hereby inserted after the first paragraph under Termination of a Class of Unit of the Fund:

Subject to the provisions of any relevant law, the Manager may without having to obtain the prior approval of the Unit Holders, terminate a particular Class of Units if the termination of the Class of Units is in the best interests of the Unit Holders of the Class of Units and the Manager in consultation with the Trustee deems it to be uneconomical for the Manager to continue managing the Class of Units.

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- (ix) The information under Quorum Required for Convening a Unit Holders' Meeting is hereby deleted in its entirety and replaced with the following:

The quorum required for a meeting of the Unit Holders shall be five (5) Unit Holders, whether present in person or by proxy; however, if the Fund has five (5) or less Unit Holders, the quorum required for a meeting of the Unit Holders shall be two (2) Unit Holders, whether present in person or by proxy. If the meeting has been convened for the purpose of voting on a special resolution, the Unit Holders present in person or by proxy must hold in aggregate at least twenty-five per centum (25%) of the Units in circulation at the time of the meeting. If the Fund has only one (1) remaining Unit Holder, such Unit Holder, whether present in person or by proxy, shall constitute the quorum required for the meeting of the Unit Holders.

- (x) The first paragraph under Unit Holders' Meeting convened by Unit Holders is hereby deleted in its entirety and replaced with the following:

Unless otherwise required or allowed by the relevant laws, the Manager shall, within twenty-one (21) days of receiving a direction from not less than fifty (50) or one-tenth (1/10), whichever is less, of all the Unit Holders of the Fund or of a particular Class of Units, as the case may be, at the registered office of the Manager summon a meeting of the Unit Holders of the Fund or of that Class of Units by:

- (a) sending by post to each Unit Holder at his last known address or, in the case of Jointholders, to the Jointholder whose name stands first in the records of the Manager at the Jointholder's last known address at least seven (7) days before the date of the proposed meeting a notice of the proposed meeting to all the Unit Holders;

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

- (b) publishing at least fourteen (14) days before the date of the proposed meeting an advertisement giving notice of the proposed meeting in a national language newspaper published daily and another newspaper approved by the relevant authorities; and
- (c) specifying in the notice the place and time of the meeting and the terms of the resolutions to be proposed at the meeting.

J. CONFLICT OF INTERESTS AND RELATED PARTY TRANSACTIONS

Page 29 of the Prospectus

The second and third paragraphs under Policies and Procedures on Dealing with Conflict of Interest, Manager is hereby deleted in its entirety and replaced with the following:

All conflict of interest situations, if any, will be forwarded to the audit committee (AC) for deliberation before a fair and equitable decision is reached.

K. TAXATION OF THE UNIT TRUST AND THE UNIT HOLDERS

Pages 30 – 35 of the Prospectus

The tax adviser's letter is hereby deleted in its entirety and replaced with the following:

Taxation adviser's letter in respect of the taxation
of the unit trust fund and the unit holders
(prepared for inclusion in this Third Supplemental Prospectus)

Ernst & Young Tax Consultants Sdn Bhd
Level 23A Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

30 May 2023

The Board of Directors
Kenanga Investors Berhad
Level 14, Kenanga Tower
237, Jalan Tun Razak
50490 Kuala Lumpur

Dear Sirs

Taxation of the unit trust fund and unit holders

This letter has been prepared for inclusion in this Third Supplemental Prospectus in connection with the offer of units in the unit trust known as Kenanga Growth Fund Series 2 (hereinafter referred to as "the Fund").

The purpose of this letter is to provide prospective unit holders with an overview of the impact of taxation on the Fund and the unit holders.

Taxation of the Fund

The taxation of the Fund is subject to the provisions of the Malaysian Income Tax Act 1967 (MITA), particularly Sections 61 and 63B.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

Subject to certain exemptions, the income of the Fund comprising profits and other investment income derived from or accruing in Malaysia after deducting tax allowable expenses, is subject to Malaysian income tax at the rate of 24% with effect from the year of assessment 2016.

Tax allowable expenses would comprise expenses falling under Section 33(1) and Section 63B of the MITA. Section 33(1) permits a deduction for expenses that are wholly and exclusively incurred in the production of gross income. In addition, Section 63B allows unit trusts a deduction for a portion of other expenses (referred to as 'permitted expenses') not directly related to the production of income, as explained below.

"Permitted expenses" refer to the following expenses incurred by the Fund which are not deductible under Section 33(1) of the MITA:

- the manager's remuneration,
- maintenance of the register of unit holders,
- share registration expenses,
- secretarial, audit and accounting fees, telephone charges, printing and stationery costs and postage.

These expenses are given a partial deduction under Section 63B of the MITA, based on the following formula:

$$A \times \frac{B}{4C}$$

- where
- A is the total of the permitted expenses incurred for that basis period;
 - B is gross income consisting of dividend¹, interest and rent chargeable to tax for that basis period; and
 - C is the aggregate of the gross income consisting of dividend¹ and interest (whether such dividend or interest is exempt or not) and rent, and gains made from the realisation of investments (whether chargeable to tax or not) for that basis period,

provided that the amount of deduction to be made shall not be less than 10% of the total permitted expenses incurred for that basis period.

Exempt income

The following income of the Fund is exempt from income tax:

- **Malaysian sourced dividends**
All Malaysian-sourced dividends should be exempt from income tax.
- **Malaysian sourced interest**
 - (i) interest from securities or bonds issued or guaranteed by the Government of Malaysia;
 - (ii) interest from debentures or *sukuk*, other than convertible loan stock, approved or authorized by, or lodged with, the Securities Commission;
 - (iii) interest from Bon Simpanan Malaysia issued by Bank Negara Malaysia;

¹ Pursuant to Section 15 of the Finance Act 2011, with effect from the year of assessment 2011, dividend income is deemed to include income distributed by a unit trust which includes distributions from Real Estate Investment Trusts.

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- (iv) interest derived from Malaysia and paid or credited by banks licensed under the Financial Services Act 2013 or the Islamic Financial Services Act 2013²;
- (v) interest derived from Malaysia and paid or credited by any development financial institution prescribed under the Development Financial Institutions Act 2002²;
- (vi) interest from *sukuk* originating from Malaysia, other than convertible loan stock, issued in any currency other than Ringgit and approved or authorized by, or lodged with, the Securities Commission or approved by the Labuan Financial Services Authority (LFSA)³; and
- (vii) interest which is specifically exempted by way of statutory orders or any other specific exemption provided by the Minister.

- **Discount**

Tax exemption is given on discount paid or credited to any unit trust in respect of investments as specified in items (i), (ii) and (iii) above.

Foreign-sourced income

Pursuant to the Finance Act 2021, income derived by a resident person from sources outside Malaysia and received in Malaysia from 1 January 2022 will no longer be exempt from tax.

The Guidelines issued by the Malaysian Inland Revenue Board on 29 September 2022 (amended on 29 December 2022) define the term “received in Malaysia” to mean transferred or brought into Malaysia, either by way of cash⁴ or electronic funds transfer⁵.

Foreign-sourced income (FSI) received in Malaysia during the transitional period from 1 January 2022 to 30 June 2022 will be taxed at 3% of gross. From 1 July 2022 onwards, FSI received in Malaysia will be taxed at the prevailing tax rate(s) of the taxpayer and based on applicable tax rules. Bilateral or unilateral tax credits may be allowed if the same income has suffered foreign tax, and where relevant conditions are met.

Income Tax (Exemption) (No. 6) Order 2022 has been issued to exempt a “qualifying person”⁶ from the payment of income tax in respect of dividend income which is received in Malaysia from outside Malaysia, effective from 1 January 2022 to 31 December 2026. The exemption will however not apply to a person carrying on the business of banking, insurance or sea or air transport. As the definition of “qualifying person” does not include unit trust funds, it would mean that resident unit trust funds would technically not qualify for the exemption, unless there are further updates thereto.

Gains from the realisation of investments

Pursuant to Section 61(1) (b) of the MITA, gains from the realisation of investments will not be treated as income of the Fund and hence, are not subject to income tax. Such gains may be subject to real property gains tax (RPGT) under the Real Property Gains Tax Act 1976 (RPGT Act), if the gains are derived from the disposal of chargeable assets, as defined in the RPGT Act.

² Effective from 1 January 2019, the income tax exemption for a unit trust fund, pursuant to Paragraph 35A, Schedule 6 of the MITA shall not apply to a wholesale fund which is a money market fund.

³ Effective from the year of assessment 2017, the exemption shall not apply to interest paid or credited to a company in the same group or interest paid or credited to a bank licensed under the Financial Services Act 2013 or the Islamic Financial Services Act 2013; or a development financial institution prescribed under the Development Financial Institutions Act 2002.

⁴ “Cash” in this context is defined as banknotes, coins and cheques.

⁵ “Electronic funds transfer” means bank transfers (e.g., credit or debit transfers), payment cards (debit card, credit card and charge card), electronic money, privately-issued digital assets (e.g., crypto-assets, stablecoins) and central bank digital currency.

⁶ “Qualifying person” in this context means a person resident in Malaysia who is:

- (a) An individual who has dividend income received in Malaysia from outside Malaysia in relation to a partnership business in Malaysia;
- (b) A limited liability partnership which is registered under the Limited Liability Partnerships Act 2012; or
- (c) A company which is incorporated or registered under the Companies Act 2016.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

Implementation of Sales and Service Tax (“SST”)

Sales and Service Tax (“SST”) was re-introduced effective 1 September 2018. Sales Tax of 10% (most common rate) or 5% is charged by Malaysian manufacturers of taxable goods or upon importation into Malaysia of such taxable goods, unless specifically exempted under the Sales Tax (Goods Exempted From Tax) Order 2018. Service Tax at the rate of 6% is charged on certain prescribed taxable services performed by taxable persons as stipulated under Service Tax Regulations 2018. The input tax recovery mechanism under the previous GST regime does not apply to SST. Therefore, any SST incurred is not recoverable and will form a cost element for businesses.

Based on the Service Tax Regulations 2018, a unit trust fund is neither regarded as a taxable person nor as providing taxable services and is therefore not liable for SST registration. Where the Fund incurs expenses such as management fees, the management services provided by asset and fund managers who are licensed or registered with Securities Commission Malaysia for carrying out the regulated activity of fund management under the Capital Markets and Services Act 2007, are specifically excluded from the scope of Service Tax. As for other fees, such as trustee fees and other administrative charges, these may be subject to 6% service tax provided they fall within the scope of service tax (i.e. are provided by a “taxable person”, who exceeds the required annual threshold (in most cases RM 500,000 per annum) and the services qualify as “taxable services”).

Taxation of unit holders

For Malaysian income tax purposes, unit holders will be taxed on their share of the distributions received from the Fund.

The income of unit holders from their investment in the Fund broadly falls under the following categories:

1. taxable distributions; and
2. non-taxable and exempt distributions.

In addition, unit holders may also realise a gain from the sale of units.

The tax implications of each of the above categories are explained below:

1. Taxable distributions

Distributions received from the Fund will have to be grossed up to take into account the underlying tax paid by the Fund and the unit holder will be taxed on the grossed up amount.

Such distributions carry a tax credit, which will be available for set-off against any Malaysian income tax payable by the unit holder. Should the tax deducted at source exceed the tax liability of the unit holder, the excess is refundable to the unit holder.

Please refer to the paragraph below for the income tax rates applicable to the grossed up distributions.

2. Non-taxable and exempt distributions

Tax exempt distributions made out of gains from the realisation of investments and exempt income earned by the Fund will not be subject to Malaysian income tax in the hands of the unit holders.

A retail money market fund is exempted from tax on its interest income derived from Malaysia, pursuant to Paragraph 35A of Schedule 6 of the ITA. Pursuant to the Finance Act 2021, with effect from 1 January 2022, distributions by a retail money market fund from such tax exempt interest income, to a unit holder other than an individual, will not

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longer be exempt from tax. The distribution to unit holders other than individuals will be subject to withholding tax at 24%. This would be a final tax for non-residents. Malaysian residents are required to include the distributions in their tax returns and claim a credit in respect of the withholding tax suffered. Individuals will continue to be exempt from tax on such distributions.

Rates of tax

The Malaysian income tax chargeable on the unit holders would depend on their tax residence status and whether they are individuals, corporations or trust bodies. The relevant income tax rates are as follows:

Unit holders	Malaysian income tax rates
<p style="text-align: center;">Malaysian tax resident:</p> <ul style="list-style-type: none"> • Individual and non-corporate unit holders (such as associations and societies) • Co-operatives⁷ • Trust bodies • Corporate unit holders <ul style="list-style-type: none"> (i) A company with paid-up capital in respect of ordinary shares of not more than RM2.5 million (at the beginning of the basis period for the year of assessment) and gross income from a source or sources consisting of a business not exceeding RM50 million for the basis period for the year of assessment^{8 9} (ii) Companies other than (i) above 	<ul style="list-style-type: none"> • Progressive tax rates ranging from 0% to 30% • Progressive tax rates ranging from 0% to 24% • 24% • First RM600,000 of chargeable income @ 17%¹⁰ • Chargeable income in excess of RM600,000 @ 24% • 24%

⁷ Pursuant to Paragraph 12(1), Schedule 6 of the MITA, the income of any co-operative society—
 (a) in respect of a period of five years commencing from the date of registration of such co-operative society; and
 (b) thereafter where the members' funds [as defined in Paragraph 12(2)] of such co-operative society as at the first day of the basis period for the year of assessment is less than seven hundred and fifty thousand ringgit,
 is exempt from tax.

⁸ A company would not be eligible for the concessionary tax rate on the first RM600,000 of chargeable income if:-
 (a) more than 50% of the paid-up capital in respect of the ordinary shares of the company is directly or indirectly owned by a related company which has paid-up capital in respect of ordinary shares of more than RM2.5 million at the beginning of a basis period for a year of assessment;
 (b) the company owns directly or indirectly more than 50% of the paid-up capital in respect of the ordinary shares of a related company which has paid-up capital in respect of ordinary shares of more than RM2.5 million at the beginning of a basis period for a year of assessment;
 (c) more than 50% of the paid-up capital in respect of the ordinary shares of the company and a related company which has a paid-up capital in respect of ordinary shares of more than RM2.5 million at the beginning of a basis period for a year of assessment is directly or indirectly owned by another company.
 (d) Based on the Finance Bill 2023, it has been proposed that with effect from the year of assessment 2024, an additional condition will be imposed such that not more than 20% of the paid-up capital in respect of the ordinary shares of the company at the beginning of a basis period for a year of assessment can be directly or indirectly owned by one or more companies incorporated outside Malaysia or by individuals who are not citizens of Malaysia, to qualify for the concessionary tax rates.

⁹ The above excludes a business trust and a company which is established for the issuance of asset-backed securities in a securitization transaction approved by the Securities Commission.

¹⁰ Based on the Finance Bill 2023, it has been proposed that the concessionary tax rate be reduced from 17% to 15% for the first RM150,000 of chargeable income with effect from the year of assessment 2023.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

Unit holders	Malaysian income tax rates
Non-Malaysian tax resident (Note 1): <ul style="list-style-type: none"> • Individual and non-corporate unit holders • Corporate unit holders and trust bodies 	<ul style="list-style-type: none"> • 30% • 24%

Note 1:

Non-resident unit holders may be subject to tax in their respective countries depending on the provisions of the tax legislation in the respective countries and any existing double taxation arrangements with Malaysia.

Gains from sale of units

Gains arising from the realisation of investments will generally not be subject to income tax in the hands of unit holders unless they are insurance companies, financial institutions or traders / dealers in securities.

Unit splits and reinvestment of distributions

Unit holders may also receive new units as a result of unit splits or may choose to reinvest their distributions. The income tax implications of these are as follows:

- Unit splits – new units issued by the Fund pursuant to a unit split will not be subject to income tax in the hands of the unit holders.
- Reinvestment of distributions – unit holders may choose to reinvest their income distribution in new units by informing the Manager. In this event, the unit holder will be deemed to have received the distribution and reinvested it with the Fund.

We hereby confirm that, as at the date of this letter, the statements made in this letter correctly reflect our understanding of the tax position under current Malaysian tax legislation and the related interpretation and practice thereof, all of which are subject to change, possibly on a retrospective basis. We have not been retained (unless specifically instructed hereafter), nor are we obligated to monitor or update the statements for future conditions that may affect these statements.

The statements made in this letter are not intended to be a complete analysis of the tax consequences relating to an investor in the Fund. As the particular circumstances of each investor may differ, we recommend that investors obtain independent advice on the tax issues associated with an investment in the Fund.

Yours faithfully
Ernst & Young Tax Consultants Sdn Bhd

Koh Leh Kien
 Partner

Ernst & Young Tax Consultants Sdn Bhd has given its consent to the inclusion of the Taxation Adviser's Letter in the form and context in which it appears in this Third Supplemental Prospectus and has not withdrawn such consent before the date of issue of this Third Supplemental Prospectus.

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

L. ADDITIONAL INFORMATION

Page 36 of the Prospectus

The first paragraph under Updates on the Fund is hereby deleted in its entirety and replaced with the following:

The semi-annual and annual reports of the Fund will be forwarded to Unit Holders no later than two (2) months after the end of the financial period in respect of the Fund.

M. DOCUMENTS AVAILABLE FOR INSPECTION

Page 37 of the Prospectus

Item (c) under Documents Available for Inspection is hereby deleted in its entirety and replaced with the following:

the latest annual and semi-annual reports of the Fund;

N. DIRECTORY OF THE MANAGER'S OFFICES, LIST OF IUTA AND AUTHORISED DISTRIBUTORS

Page 38 of the Prospectus

(i) The information in relation to the regional office in Melaka is hereby deleted in its entirety and replaced with the following:

Melaka

No. 43, Jalan KSB 11
Taman Kota Syahbandar
75200 Melaka
Tel: 06-240 2310
Fax: 06-240 2287

(ii) The information in relation to the regional office in Ipoh is hereby deleted in its entirety and replaced with the following:

Ipoh

No. 1, Jalan Leong Sin Nam
30300 Ipoh, Perak
Tel: 05-2547570 / 05-2547573
Fax: 05-2547606

(iii) The information in relation to the regional office in Petaling Jaya is hereby deleted in its entirety and replaced with the following:

Damansara Uptown

44B, Jalan SS21/35,
Damansara Utama,
47400 Petaling Jaya, Selangor
Tel: 03-7710 8828
Fax: 03-7710 8830

This Third Supplemental Prospectus is supplementary to and has to be read in conjunction with the Prospectus dated 28 May 2018, the Supplemental Prospectus dated 15 April 2020 and the Second Supplemental Prospectus dated 1 December 2020.

- (iv) The following information is hereby inserted after the information on the regional office in Kota Kinabalu:

Kota Damansara

C26-1, Dataran Sunway,
Jalan PJU 5/17, Kota Damansara,
47810 Petaling Jaya, Selangor
Tel: 03-6150 3612
Fax: 03-6150 3906

Kluang

No. 1, Aras 1, Jalan Haji Manan,
Pusat Perniagaan Komersial Haji
Manan,
86000 Kluang, Johor
Tel: 07-710 2700
Fax: 07-710 2150

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