

## SECOND SUPPLEMENTARY PROSPECTUS

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# FTSE Bursa Malaysia KLCI etf

*(an exchange-traded fund constituted in Malaysia on 18 January 2007 and established on 7 June 2007)*

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**THIS SECOND SUPPLEMENTARY PROSPECTUS IS DATED 1 SEPTEMBER 2023 (“SECOND SUPPLEMENTARY PROSPECTUS”) AND MUST BE READ IN CONJUNCTION WITH THE PROSPECTUS DATED 16 APRIL 2021 AND THE FIRST SUPPLEMENTARY PROSPECTUS DATED 31 MARCH 2022**

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The Securities Commission Malaysia has approved the listing of and quotation for units of the FTSE Bursa Malaysia KLCI etf (“the Fund”) on the Main Market of Bursa Malaysia Securities Berhad and a copy of this Second Supplementary Prospectus has been registered by the Securities Commission Malaysia.

The approval, and registration of this Second Supplementary 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 16 April 2021, the First Supplementary Prospectus dated 31 March 2022 and this Second Supplementary Prospectus dated 1 September 2023. The Securities Commission Malaysia has not, in any way, considered the merits of the securities being offered for investment.

The Securities Commission Malaysia is not liable for any non-disclosure on the part of AmFunds Management Berhad, the management company responsible for the Fund and takes no responsibility for the contents of this Second Supplementary Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss you may suffer arising from or in reliance upon the whole or any part of the contents of this Second Supplementary Prospectus.

Admission to the Official List of Bursa Malaysia Securities Berhad is not to be taken as an indication of the merits of the offering, the Fund or of the Fund’s units.

### Second Supplementary Prospectus Date 1 September 2023

The Manager

**AmFunds Management Berhad**

Company number: 198601005272 (154432-A)

The Trustee

**HSBC (Malaysia) Trustee Berhad**

Company number: 193701000084 (1281-T)



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**DISCLAIMER - INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS SECOND SUPPLEMENTARY PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.**

**FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE “RISK FACTORS” COMMENCING ON PAGE 16 OF THE PROSPECTUS DATED 16 APRIL 2021 AND PAGE 5 OF THIS SECOND SUPPLEMENTARY PROSPECTUS.**

**THIS IS A SECOND SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH  
THE PROSPECTUS DATED 16 APRIL 2021 AND THE FIRST SUPPLEMENTARY PROSPECTUS  
DATED 31 MARCH 2022**

**RESPONSIBILITY STATEMENTS**

The directors of AmFunds Management Berhad have seen and approved this Second Supplementary Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement, or other facts which if omitted, would make any statement in this Second Supplementary Prospectus false or misleading.

**ADDITIONAL STATEMENTS**

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

**PERSONAL DATA**

As part of our day to day business, we collect your personal information when you apply to open an account with us, subscribe to any of our products or services or communicate with us. In return, we may use this information to provide you with our products or services, maintain our records or send you relevant information. We may use your personal information which includes information on any transactions conducted with us, for one or more of the following purposes, whether in Malaysia or otherwise:

- a. Assess your eligibility or suitability for our products which you had applied for and to verify your identity or financial standing through credit reference checks;
- b. To notify you of more and up to-date information such as improvements and new features to the existing products and services, development of new products, services and promotions which may be of interest to you;
- c. Manage and maintain your account(s) through regular updates, consolidation and improving the accuracy of our records. In this manner, we can respond to your enquiries, complaints and to generally resolve disputes quickly so that we can improve our business and your relationship with us;
- d. Conduct research for analytical purposes, data mining and analyse your transactions/use of products and services to better understand your current financial/investment position and future needs. We will also produce data, reports and statistics from time to time, however such information will be aggregated so that your identity will remain confidential;
- e. Comply with the requirements of any law and regulations binding on us such as conducting anti-money laundering checks, crime detection/prevention, prosecution, protection and security;
- f. Enforcement of our rights to recover any debt owing to us including transferring or assigning our rights, interests and obligations under any of your agreement with us;
- g. In the normal course of general business planning, oversight functions, strategy formulation and decision making within AmBank Group;
- h. To administer and develop the Manager's and/or the Manager's associated companies within the AmBank Group business relationship with you;
- i. Outsourcing of business and back-room operations within AmBank Group and/or other service providers; and
- j. Any other purpose(s) that is required or permitted by any law, regulations, standards, guidelines and/or relevant regulatory authorities including with the trustee of the Fund.

Investors are advised to read our latest or updated Privacy Notice (notice provided as required under the Personal Data Protection Act 2010) available on our website at [www.aminvest.com](http://www.aminvest.com). Our Privacy Notice may be revised from time to time and if there is or are any revision(s), it will be posted on our website and/or other means of communication deemed suitable by us. However, any revision(s) will be in compliance with the Personal Data Protection Act 2010.

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Unless otherwise provided in this Second Supplementary Prospectus, all the capitalised terms used herein shall have the same meanings as ascribed to them in the Prospectus dated 16 April 2021 as amended by the First Supplementary Prospectus dated 31 March 2022 (the “Prospectus”).

**EXPLANATORY NOTES**

This Second Supplementary Prospectus has been issued to inform investors of:

- (i) the insertion of our liquidity risk management;
- (ii) the inclusion of a new risk under the risk factors specific to investment in unit trust funds;
- (iii) the updates to our policy on rebates and soft commissions;
- (iv) the change in the composition of the board of directors of the Manager;
- (v) the change in the composition of the investment committee of the Fund; and
- (vi) other updates which are general in nature.

**A. GENERAL AMENDMENTS**

The reference to “investment committee fees for independent members”, wherever it appears in the Prospectus, is hereby deleted and replaced with “remuneration and out of pocket expenses of the person(s) or members of a committee undertaking the oversight function of the Fund”.

**B. DEFINITIONS**

**Page viii of the Prospectus**

The definition of “Deed” is hereby deleted in its entirety and replaced with the following:

Deed : The deed dated 18 January 2007 as amended by the supplemental deed dated 14 May 2007, the second supplemental deed dated 4 June 2007, the third supplemental deed dated 29 June 2009, the fourth supplemental deed dated 24 February 2015, the fifth supplemental deed dated 16 November 2020 and the sixth supplemental deed dated 1 August 2023 entered into between the Manager, the Trustee and the Unit Holders constituting the Fund as amended by any other deed supplemental thereto

**Page ix of the Prospectus**

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

Eligible Market : An exchange, government securities market or an over-the-counter (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

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**C. CORPORATE DIRECTORY**

**Page xv of the Prospectus**

The email address of the Trustee is hereby inserted to the corporate information of Trustee:

Email: fs.client.services.myh@hsbc.com.my

**D. SECTION 1 – EXECUTIVE SUMMARY**

**Page 3 of the Prospectus**

**Section 1.1 Summary Particulars of the Fund**

**Summary of Risk Factors**

The following item is hereby inserted to “Risk Factors Specific to Investment in Unit Trust Funds”:

- (v) Liquidity Risk

**Page 7 of the Prospectus**

**Section 1.3 Other Information**

The first paragraph of this section is hereby deleted in its entirety and replaced with the following:

The deed dated 18 January 2007 as amended by the supplemental deed dated 14 May 2007, the second supplemental deed dated 4 June 2007, the third supplemental deed dated 29 June 2009, the fourth supplemental deed dated 24 February 2015, the fifth supplemental deed dated 16 November 2020 and the sixth supplemental deed dated 1 August 2023 entered into between the Manager, the Trustee and the Unit Holders.

**E. SECTION 2 – THE FTSE BURSA MALAYSIA KLCI ETF**

**Page 10 of the Prospectus**

**Section 2.5 The Risk Management Strategies and Techniques to be Employed by the Fund Manager**

The information under this section is hereby deleted in its entirety and replaced with the following:

A Zero Strike Call Option is an alternative for efficient portfolio management, to improve tracking, to facilitate liquidity provision and not for leverage. However, this exposes the Fund to counterparty risk of the issuer. To safeguard the Fund, the issuer must be a Financial Institution with a minimum long-term rating that indicates strong capacity for financial obligation and the Fund cannot hold more than 50% of its NAV in Zero Strike Call Option.

The Manager identifies, monitors and mitigates liquidity risks of the Fund on an on-going basis to ensure that the liquidity profile of the Fund’s investments is able to meet any redemption request. In doing so, the Manager will consider factors which include liquidity of the Fund’s holdings, any investor concentration and the Fund’s ability to respond to any sizeable redemptions, if any.

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The Manager may combine the following liquidity management tools:

- Liquidation of the underlying investments.
- Obtain cash financing of up to 10% of the Fund's NAV from Financial Institutions.
- Suspension of dealing in Units of the Fund (due to exceptional circumstances, where there is good and sufficient reason to do so, considering the interests of Unit Holders) as a last resort after the above liquidity risk management tools have been exhausted. 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 5.7 Temporary suspension of determination of NAV and dealing in Units for further information.

The Manager will ensure that it has in place the necessary risk management measures which would enable it to monitor, measure and manage the risks of the Fund's position relating to the use of derivatives on an on-going basis and their contribution to the overall risk profile of the Fund.

**Page 14 of the Prospectus**

**Section 2.9 Investment Scope and Restrictions**

The following information is hereby inserted at the end of this section:

**Use of derivatives**

Calculation of Global Exposure to Derivatives

$$\text{Global Exposure} = a + b + c$$

with

*a = Absolute value of exposures of each individual derivative not involved in hedging or netting*

*b = Absolute value of net exposures of each individual derivative after hedging or netting*

*c = Cash collateral received pursuant to:*

- (i) the reduction of exposures to OTC derivatives' counterparty; and*
- (ii) efficient portfolio management technique relating to securities lending and repurchasing transactions (where applicable)*

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

**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

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(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 derivatives 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 derivatives.

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

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

The aforesaid investment restrictions and limits have to be at all times complied with based on the most up-to-date valuation of the investments and instruments of the Fund. However, any breach as a result of any appreciation or depreciation in the value of the investments of the Fund, repurchase 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 need not be reported to the SC but must be rectified as soon as practicable within three (3) months from the date of the breach unless otherwise specified in the ETF Guidelines. Nevertheless, the three (3)-month period may be extended if it is in the best interests of Unit Holders and the Trustee's consent has been obtained. Such extension must be subject to at least a monthly review by the Trustee.

**F. SECTION 3 – RISK FACTORS**

**Page 16 of the Prospectus**

**Section 3.1 Risk Factors Specific to Investment in Unit Trust Funds**

The following information is hereby inserted to this section:

**(v) Liquidity Risk**

The price at which portfolio securities may be purchased or sold by the Fund upon any rebalancing activities or otherwise (necessary to track the Benchmark) and the value of the Units will be adversely affected if trading markets for the securities comprised in the Fund Assets are limited or absent or if spreads are wide. This will in turn affect the value of Unit Holders' investments in the Fund.

**G. SECTION 4 – FEES & CHARGES**

**Pages 22 to 23 of the Prospectus**

**Section 4.3 Fees and charges payable by Participating Dealers**

(i) The fifth paragraph of this section is hereby deleted in its entirety and replaced with the following:

The goods and services ("soft commissions") can be retained by the Manager provided that:-

- the soft commissions bring direct benefit or advantage to the management of the Fund and may include research and advisory related services;

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- any dealing with the broker or dealer is executed on terms which are the most favourable for the Fund; and
  - 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 must not enter into unnecessary trades in order to achieve a sufficient volume of transactions to qualify for soft commissions.
- (ii) Item (p) of the eighth paragraph of this section is hereby deleted in its entirety and replaced with the following:
- (p) fees for the valuation of any investment of the Fund;
- (iii) Item (q) of the eighth paragraph of this section is hereby deleted in its entirety and replaced with the following:
- (q) remuneration and out of pocket expenses of the person(s) or members of a committee undertaking the oversight function of the Fund, unless the Manager decides otherwise;
- (iv) The following information is hereby inserted to the eighth paragraph of this section:
- (s) fees in relation to fund accounting provided that the prior approval of the Unit Holders has been obtained. For the avoidance of doubt, once the approval of the Unit Holders has been obtained, no subsequent approval of the Unit Holders shall be required for such fee to be charged to the Fund.

**H. SECTION 5 – THE FTSE BURSA MALAYSIA KLCI ETF'S UNITS**

**Page 37 of the Prospectus**

The following information is hereby inserted immediately after Section 5.6:

**5.7 Temporary suspension of determination of NAV and dealing in Units**

Subject to applicable laws, the Manager may, in consultation with the Trustee and having considered the interests of the Unit Holders, suspend dealing in Units due to exceptional circumstances, including but not limited to the following:

- (a) any period when Bursa Securities is closed;
- (b) any period when dealings of the Units on Bursa Securities are restricted or suspended upon a direction issued by the SC or Bursa Securities;
- (c) any period when settlement or clearing of securities in the Clearing House is disrupted;
- (d) the existence of any state of affairs as a result of which delivery of Permitted Investments comprised in an In-Kind Creation Basket or In-Kind Redemption Basket or disposal of Permitted Investments for the time being comprised in the Fund Assets cannot, in the opinion of the Manager and the Trustee, be effected normally or without prejudicing the interests of the Unit Holders;
- (e) any period when, in the opinion of the Manager and the Trustee, funds cannot be normally remitted from the Fund Assets without prejudicing the interests of the Unit Holders;
- (f) any period when the Benchmark is not compiled or published;

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- (g) any breakdown in the means normally employed in determining the NAV of the Fund or the NAV of each Unit or the Liabilities or when for any other reason the value of any Permitted Investment for the time being comprised in the Fund Assets or the Liabilities cannot be promptly and accurately ascertained;
- (h) the existence of any state of affairs which in the opinion of the Manager and the Trustee, might seriously prejudice the interests of the Unit Holders as a whole or the Fund Assets;
- (i) any forty-eight (48) hours period (or such longer period as the Manager and the Trustee may agree) prior to the date of any meeting of Unit Holders (or any adjourned meeting thereof);
- (j) any period when the operations of the Manager and/or the Trustee cease and/or are suspended at the direction of the SC; or
- (k) any period when the business operations of the Manager or the Trustee in relation to the operation of the Fund are substantially interrupted or closed as a result of or arising from force majeure,

where there is good and sufficient reason to do so and where applicable, the market value or fair value of a material portion of the Fund Assets cannot be determined. Where such suspension is triggered, the Manager shall notify all Unit Holders in a timely and appropriate manner of its decision to suspend the dealing in Units.

**I. SECTION 6 – ABOUT THE MANAGER**

**Pages 38 to 39 of the Prospectus**

**Section 6.3 Directors and Key Personnel**

The profile of Mustafa Bin Mohd Nor (Independent) is hereby deleted in its entirety.

**Page 40 of the Prospectus**

**Section 6.4 Investment Committee**

- (i) The second paragraph of this section is hereby deleted in its entirety and replaced with the following:  
The investment committee comprises the following members:-
  - Jas Bir Kaur a/p Lol Singh (Independent) • Tracy Chen Wee Keng (Non-Independent)
  - Goh Wee Peng (Non-Independent)
- (ii) The third paragraph of this section is hereby deleted in its entirety and replaced with the following:  
The profiles of the Fund's investment committee are as follows:
  - **Jas Bir Kaur a/p Lol Singh (Chairman)**  
(Please refer to the above)

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THE PROSPECTUS DATED 16 APRIL 2021 AND THE FIRST SUPPLEMENTARY PROSPECTUS  
DATED 31 MARCH 2022**

▪ **Tracy Chen Wee Keng**

Tracy Chen Wee Keng was appointed as the Chief Executive Officer of AmInvestment Bank Berhad on 28 October 2020 and is responsible for stewarding the investment bank's full range of integrated solutions and services including corporate finance, equity capital markets, debt and sukuk originations, private banking, fund management and stockbroking services. She is also a member of the investment committee of AFM and AmIslamic Funds Management Sdn Bhd. She has more than 30 years' experience in the investment banking and financial services industry. Prior to joining the AmBank Group, she had served for almost two decades at CIMB Investment Bank where she held several senior roles in coverage and origination of investment banking business including the position of Senior Managing Director and Co-Head of Senior Bankers Group. She is regarded as one of the most experienced industry professionals, having advised on numerous high profile and innovative debt and equity transactions. She started her banking career in Ban Hin Lee Bank and Standard Chartered Bank where she gained extensive experience in corporate banking and cash management. She ventured into investment banking when she joined Affin Merchant Bank. She graduated from University Sains Malaysia with a Bachelor of Management (First Class Honours) and holds a Capital Market Services Representative Licence and is also a Chartered Banker, Asian Institute of Chartered Bankers. She is also a Council Member of the Malaysian Investment Banking Association and in this position, she actively engages with other participants in the investment banking industry.

▪ **Goh Wee Peng**

(Please refer to the above)

**J. SECTION 8 – SALIENT TERMS OF THE DEED**

**Page 45 of the Prospectus**

The second paragraph of this section is hereby deleted in its entirety and replaced with the following:

The deed dated 18 January 2007 had been entered into among the Manager, the Trustee and the Unit Holders. The Fund is constituted by the Deed and regulated primarily by the CMSA and the ETF Guidelines. Subsequently, a supplemental deed dated 14 May 2007, a second supplemental deed dated 4 June 2007, a third supplemental deed dated 29 June 2009, a fourth supplemental deed dated 24 February 2015, a fifth supplemental deed dated 16 November 2020 and a sixth supplemental deed dated 1 August 2023 were entered into between the Manager, the Trustee and the Unit Holders. The deed dated 18 January 2007, the supplemental deed dated 14 May 2007, the second supplemental deed dated 4 June 2007, the third supplemental deed dated 29 June 2009, the fourth supplemental deed dated 24 February 2015, the fifth supplemental deed dated 16 November 2020 and the sixth supplemental deed dated 1 August 2023 shall collectively be referred to as the Deed. The terms and conditions of the Deed and of any deed supplemental thereto is binding on each of you as if you had:-

- (a) been a party to and had executed the Deed;
- (b) thereby covenanted for yourself and for all such persons to observe and be bound by all the provisions thereof; and
- (c) thereby authorised the Trustee and the Manager respectively to do all such acts and things as the Deed may require.

**Page 48 of the Prospectus**

**Section 8.4 Fees and Charges Permitted by the Deed**

- (i) The sixteenth bullet point under item (c) of this section is hereby deleted in its entirety and replaced with the following:
  - ◆ fees for the valuation of any investment of the Fund;
- (ii) The seventeenth bullet point under item (c) of this section is hereby deleted in its entirety and replaced with the following:
  - ◆ remuneration and out of pocket expenses of the person(s) or members of a committee undertaking the oversight function of the Fund, unless the Manager decides otherwise;
- (iii) The following bullet point is hereby inserted to item (c) of this section:
  - ◆ fees in relation to fund accounting provided that the prior approval of the Unit Holders has been obtained. For the avoidance of doubt, once the approval of the Unit Holders has been obtained, no subsequent approval of the Unit Holders shall be required for such fee to be charged to the Fund.

**Page 50 of the Prospectus**

**Section 8.7 Termination of the Fund**

The following information is hereby inserted immediately after Section 8.7(e):

- (f) Notwithstanding the above, the Manager may without having to obtain the prior approval of the Unit Holders, terminate the trust 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.

Notwithstanding the aforesaid, if the Fund is left with no Unit Holder, the Manager shall also be entitled to terminate the Fund.

**Page 51 of the Prospectus**

**Section 8.8 Unit Holders' Meeting**

- (i) The information under Section 8.8(3) is hereby deleted in its entirety and replaced with the following:

The notice shall be in the form of a circular and shall specify the place, time of meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed thereat. A copy of the notice shall be sent to the Trustee unless the meeting is convened by the Trustee and a copy thereof shall also be sent to the SC. The accidental omission to give notice to or the non-receipt of notice by any of the Unit Holders shall not invalidate the proceedings at any meeting. The Manager shall publish an advertisement giving the relevant notice of the meeting of Unit Holders in at least one nationally circulated Bahasa Malaysia or English daily newspaper. The meeting of Unit Holders shall be held not later than two (2) months after the notice was given at the place and time specified in the notice and advertisement.

**THIS IS A SECOND SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH THE PROSPECTUS DATED 16 APRIL 2021 AND THE FIRST SUPPLEMENTARY PROSPECTUS DATED 31 MARCH 2022**

- (ii) The information under Section 8.8(4) is hereby deleted in its entirety and replaced with the following:
  - (a) 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.
  - (b) 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 of the Fund at the time of the meeting.
  - (c) 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.

**K. SECTION 10 – CONFLICT OF INTEREST**

**Page 55 of the Prospectus**

**Section 10.4 Details of the Directors of the Manager’s Direct and Indirect Interest in Other Corporations Carrying on a Similar Business**

The information under this section is hereby deleted in its entirety.

**Section 10.5 Details of the Substantial Shareholders of the Manager’s Direct and Indirect Interest in other Corporations Carrying on a Similar Business**

The information under this section is hereby deleted in its entirety.

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