

**THE COMPANIES ACT, 2016
MALAYSIA**



PUBLIC COMPANY LIMITED BY SHARES



**The Constitution
of**

**MALAYSIAN RESOURCES CORPORATION BERHAD
(7994-D)**

Incorporated on the 21st day of August, 1968

THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARE

CONSTITUTION OF MALAYSIAN RESOURCES CORPORATION BERHAD

1. **The name of the Company is MALAYSIAN RESOURCES CORPORATION BERHAD.** *Name of the Company*
2. The Office shall be situated in Malaysia. *Office of the Company*
3. The objects for which the Company is established are all or any of the following, it being intended that the objects or all or any of the objects specified in each paragraph of this Clause shall except and unless where otherwise expressed in such paragraph be in no way limited or restricted by reference to or inference from the terms of any other paragraph or group of paragraphs and shall be capable of being pursued as an independent object and either alone or in conjunction with all or any one or more of the other objects specified in the same or in any other paragraph or group of paragraphs and the discontinuance or abandonment of all or any of the business or objects hereinafter referred to shall not prevent the Company from carrying on any other business authorised to be carried on by the Company and it is hereby expressly declared that in the interpretation of this Clause the meaning of any of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more of them and that in the event of any ambiguity this Clause shall be construed in such a way as to widen and not to restrict the powers of the Company. *Object of the Company*
 - (1) To acquire by purchase, lease, exchange, hire or otherwise by way of investment or with a view to resale or otherwise any lands and hereditaments of any tenure or any other form of real or personal property, rights or privileges or any interest in the same or in any mortgages, shares and securities; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company; to develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting or building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (2) To acquire or otherwise acquire for investment or resale and to traffic in lands, houses, buildings, flats, plantations, and immovable property of any description or any interest therein, and to create, sell and deal in freehold and leasehold ground rents and generally to acquire, deal in, traffic by way of sale, lease, exchange or otherwise, with property of every description whether immovable or movable real or personal and whether for valuable consideration or not.
- (3) To purchase or otherwise acquire all or any of the issued share capital of investment in housing, insurance, finance, agriculture and other general commercial or industrial business or other companies incorporated in Malaysia or elsewhere if the Directors think fit, and for that purpose the Directors are empowered to purchase or otherwise enter into any agreement for the purchase of such shares on such terms and conditions as they deem fit and to carry the same into effect with or without modification.
- (4) To purchase, take on lease, or otherwise acquire, any mines, mining rights and metalliferous or auriferous lands in Malaysia or elsewhere and any interest therein, and to explore, work, exercise, develop and turn to account the same including power to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market any ore, metal and mineral substances of all kinds to carry on any other metallurgical operations which may seem conducive to any of the Company's objects and to buy, sell manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with metallurgical operations, or required by labourers, workmen and others employed by the Company.
- (5) To undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise.
- (6) To construct, maintain, improve, develop, work, control and manage any waterworks, gasworks, reservoirs, roads, goods or passenger carrying service, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, reading rooms, stores, shops, places of amusement, dairies, pleasure grounds and other works and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance development, control and management thereof.
- (7) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.
- (8) To invest at interest on the security of immovable property or any interest therein or on the security of any movable property or assets of any kind and generally to lend and advance money with or without security upon such terms as may be arranged.
- (9) To sell, improve, maintain, repair, alter, manage, develop, exchange, mortgage or otherwise charge, lease demise or hire, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (10) To consolidate, connect, or sub-divide any of the properties of the Company and to lease or dispose of the same.
- (11) To carry on the business as house agents, land and estate agents, appraisers, valuers, insurance agents, brokers and commission agents.
- (12) To act as agents for the sale and purchase of any lands, houses, and other immovable property, ships and vessels, stocks, shares, and other securities, and other personal or real property of every description.
- (13) To undertake and carry into effect all such financial, commercial, trading or other operations or business in connection with the objects of the Company.
- (14) To construct, establish, maintain, execute, carry out, equip, improve, work, develop, administer, manage, or control, in Malaysia and elsewhere, public or private works and conveniences of all kinds, which expression, in this Memorandum includes roads, ways, railways, tramways, docks, harbours, bridges, piers, wharfs canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric lights, telephonic, telegraphic, and power supply works, quarries, crushing works, hydraulic works, rice, oil and other mills, smelting works, furnaces, cold storage depots, ice and other factories, abbatoirs, slaughter-houses, tanneries, viaducts, exchanges, mints, transport and postal arrangements, shops, hotels, houses, stores, warehouse, churches, chapels, stations, towns, villages, settlements, markets and public or private buildings, and all other works or conveniences of public or other than public utility, and to contribute to, or assist in the carrying out, establishment, construction, maintenance, improvement, management, working, control, or superintendence of the same.
- (15) To cultivate tea, pineapple, rubber, coffee, sugar, gambier, pepper, coconut palms, oil palms, cotton, cinnamon, bananas, mangosteens, rambutans, papayas, durians, padi, rice, tobacco, and all other fruits, cereals, spices and produce and to carry on the business of planting in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other produce of the soil, to prepare, manufacture, can and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared manufactured or raw state, and either by wholesale or retail.
- (16) To purchase, take on lease, or in exchange, or on grant from the State or any other authority, or otherwise acquire, hold and work any lands producing pineapple and other produce, or suitable for the planting, cultivation and growth of such produce and any concessions, rights, powers, and privileges over such lands.
- (17) To carry on all or any of the business of wholesale and retail butchers slaughtermen, refrigerators, manufacturers of extract of meat, preservers and packers of and dealers in meat and provisions of all kinds.
- (18) To purchase, prepare for sale, deal in, import and export cattle, sheep, pigs, poultry, game, fish, butter, cheese and other produce of every kind.

- (19) To purchase and sell or otherwise deal in on behalf of any persons freehold or other house property, buildings, or lands or any share or shares, interest or interests therein and to transact on commission or otherwise the general business of land, house and real estate agents.
- (20) To carry on all or any of the business of drapers and furnishing and general warehousemen, silk mercers, silk weavers, cotton spinners, cloth manufacturers, furriers, haberdashers, hosiers, manufacturers, importers, and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dress-makers, tailors, hatters, clothiers, outfitters, glovers, lace manufacturers, leather and dressers, boot and shoe makers, manufacturers and importers, and wholesale and retail dealers of and in leather goods, household furniture, ironmongery, turnery, and other household fittings, and utensils, ornaments, stationery, and fancy goods, dealers in provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption, and generally and in all manufactured goods, materials, provisions and produce.
- (21) To carry on all or any of the businesses of undertakers, coach and carriage builders, saddlers, auctioneers, houseagents, land and estate agents, appraisers, valuers, insurance agents, fire loss assessors and surveyors, brokers, cabinet makers, upholsterers, furniture removers, owners of depositories, warehousemen, storekeepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, perfumery, and articles required for ornament, recreation or amusement; gold and silversmiths, dealers in musical instruments manufacturers of and dealers in bicycles, tricycles, and motor vehicles; and also refreshment contractors, restaurant keepers, hotels, boarding and lodging-house keepers, letters of furnished or unfurnished houses, flats or apartments, with or without servants or other accessories or conveniences, licensed victuallers, brewers and malsters, wine and spirit distiller, stock owners and breeders, farmers, dairymen, market gardeners, nurserymen, and florists.
- (22) To carry on all or any of the business of advertising contractors and agents, publishers of directories and bill-posters, bakers and confectioners, proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings, stationers, printers, and newsagents, steam and general laundry proprietors, manufacturers of and wholesale and retail dealers in aerated and mineral waters, and other liquors, biscuits and sweets, bricks, tiles, marble and cement, ice, paper, ink, tobacco, cigars, cigarettes, matches, paints, soap, radio and television sets and equipment and rubber goods, proprietors, operators, and managers of terrestrial, sub-terrestrial and aerial conveyances, theatres, cinemas, picture-palaces, concert-halls, circuses and places of amusement and/or entertainments.
- (23) To manufacture, import, export, buy, sell, merchant and deal in, repair, alter, improve and exchange any machinery, utensils, plant, accessories, tools, appliances, apparatus, fabrics, products, substances or materials of any description incidental or auxiliary to any business or process carried on by the Company or required by any customers, of or persons having dealings with the Company and to sell by auction or otherwise, on commission or otherwise, any of the articles, substances or products before mentioned.

- (24) To carry on any other trade or business which can, in the opinion of the Board of Directors of the Company, be advantageously or conveniently carried on by the Company by the way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (25) To purchase, take in exchange or on lease, rent, hire, occupy or otherwise acquire any freehold, leasehold or other property and any lands, shops, warehouses, show-rooms, offices, buildings, premises, machinery, plant, stock-in-trade, any easements or other rights, or interests in any land, buildings, and premises or any other real or personal property which the Company may think necessary or convenient for the purposes of its business and as to any real property either in consideration of a gross sum of a rent charge or on perpetual chief rent or partly in one way and partly in another.
- (26) To borrow or raise or secure the payment of money for the purpose of the Company's business, and with a view thereto to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (27) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (28) To receive money on deposit or loan upon such terms, as the Company may approve
- (29) To lend money to any person, firm, corporation or company, and on such terms and on such security as may seem expedient or without any security and in particular to members or customers and others having or likely to have dealings with the Company, and to guarantee the performance of contracts by any such persons.
- (30) To guarantee grant indemnities in respect of support or secure either with or without the Company receiving any consideration or advantage (direct or indirect) and whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interests and dividends on any securities or obligations of any company whether or not having objects or engaged or intending to engage in business similar to those of the Company including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in Section 4 of the Act) of the Company or the Company's holding company.

- (31) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees to the Company or its predecessors in business, or of any subsidiary company, or the dependants of such persons, and to establish and support or to aid in the establishment and support of any schools, and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or subsidiary companies or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business or subsidiary companies.
- (32) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (33) To invest and deal with the moneys of the Company not immediately required in such investments and in such manner as may from time to time be determined.
- (34) To acquire and undertake the whole or any of business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
- (35) To purchase, take on lease or in exchange hire or otherwise acquire and to hold, sell, exchange, let, lease, turn to account, dispose of and deal in movable and immovable property of all kinds, and in particular lands, buildings, hereditaments and easements, ship-building, agricultural, manufacturing, mining, industrial, and other business concerns and undertakings, mortgages, charges, annuities, patents, patent rights, trademarks, copyrights, licences, or any secret or other process of information as to any invention or otherwise, stocks, funds, shares, debentures, securities, tolls, grants, charters, concessions, leases, contracts, options, policies, book debts and claims, and any interest in movable or immovable property, and any claims against such property or against any person or company and to finance and carry on any business concern or undertaking so acquired.
- (36) To apply for, purchase, or otherwise acquire, and protect, prolong, and renew, whether in Malaysia, and/or Singapore or elsewhere, any patents, patent rights, brevet d'invention, licences, concessions, trademarks, designs and the like, conferring any exclusive or non-exclusive or limited right of use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture under; or grant licenses or privileges in respect of or otherwise turn to account the property, rights or information so acquired and to subsidise, take part in or assist experiments, investigations and researches likely to prove beneficial to the Company.

- (37) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interest of the Company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital of any shares or stock or the interest or principal of any securities issued by or any other obligation of any company promoted by the Company or in which the Company may be or may be about to become interested.
- (38) To insure all or any of the buildings, engines, gear, plant, machinery, shops, offices, warehouses, show-rooms, stock-in-trade, windows or other assets of the Company or in which the Company is interested in any manner against loss or damage by or as a consequence of fire, dry rot, tempests, explosions, break-downs, breakages, or otherwise, or by reason of the employment of any work-people, servants, agents or clerks.
- (39) To adopt such means of making known the goods and products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibitions of works of art or interest and by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (40) To promote freedom of contract, and to resist, insure against, counteract, and discourage interference therewith, and to subscribe to any association or fund for any such purposes.
- (41) To enter into any arrangement with any authorities, municipal, local, or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (42) To obtain, or in any way assist in obtaining any ordinance, enactment or any legislative authority, for enabling this or any other company to carry any of its objects into effect, or for affecting any modification of this or any other company's constitution, or for any other purpose, and to oppose any legislation, proposals, proceedings, schemes or applications whether indicated in this paragraph or not which may seem calculated directly or indirectly to prejudice this or any other company, and to procure this or any other company to be legalised, registered, or incorporated, if necessary, in accordance with the laws of any country or state in which it may, or may propose to carry on operations.
- (43) To enter into partnership or any arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company, or calculated to advance its interests, and to acquire and hold shares, stock or securities of any such company.
- (44) To pay any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (45) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in the shares or stock of any such other company, or in any other manner.
- (46) To improve, manage, develop, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose of, or turn to account all or any part of the real or personal property, and effects for the time being of the Company on such manner, on such terms and for such purpose as the Company may think fit and as to any sale or real property either in consideration of a gross sum or a rent charge or partly in one way and partly in the other and to sell, transfer, or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- (47) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by means of a mortgage or by debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.
- (48) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or of any subsidiary company, or about the formation or promotion of the Company or of any subsidiary company, or the conduct of its business and to pay the preliminary expenses of the Company or of any subsidiary company.
- (49) To distribute among the members in specie any property of the Company, bonus shares or dividends.
- (50) To make donations for patriotic or for charitable purposes.
- (51) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (52) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

- (53) To do all such other things as are incidental or as the Board of Directors may think conducive to the attainment of the above objects or any of them.

Without derogating from the generality of this Article, the Company has full capacity to carry on or undertake any other business or activity or do any act or enter into any transaction. The Company has, for the purposes of the foregoing, the full rights, powers and privileges.

And it is hereby declared that the word "company" in this clause except where used in reference to the Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere.

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| 4. | The liability of the Members is limited. | <i>Liability of Members</i> |
| 5. | The Company has the power to increase its capital by the issue of new shares of such amount as it thinks expedient and to divide the shares in the original or any additional capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges and conditions, and to reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares and to convert paid up capital into stock and reconvert the same into shares. | <i>Shares in the Company</i> |

INTERPRETATION

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| 6. | In this Constitution the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof. | <i>Interpretation clause</i> |
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WORDS	MEANINGS	<i>Definitions</i>
Act	The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.	
Alternate Director	Any person who has been appointed and for the time being holds office as an alternate director of the Company in accordance with the provisions of this Constitution and the Act.	
Auditor	The auditor of the Company for the time being.	
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.	
Board	The board of directors of the Company from time to time whose number is not less than the required quorum as the context permit.	
Bursa Depository	Bursa Malaysia Depository Sdn Bhd (165570 – W) including any further changes to its name and its successors in title and permitted assigns.	
Central Depositories Act	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof and other legislation or regulation for the time being in force made thereunder.	
Chairman	The Chairman of the Board of Directors.	

Company	Malaysian Resources Corporation Berhad.
Constitution	This constitution as originally framed or as altered from time to time by Special Resolution.
Deposited Security	A security in the Company standing to the credit of a securities account of a depositor subject to the provision of Central Depositories Act 1991 and the Rules.
Depositor	A holder of a securities accounts defined in the Central Depositories Act.
Deputy Chairman	The deputy or vice Chairman of the Board of Directors.
Director	A person who has been appointed and for the time being holds office as a director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director.
Dividend	A payment to shareholders from the distributable profits of the Company and includes bonus.
Dividend Reinvestment Scheme	A scheme which enables shareholders to reinvest cash dividend into new shares.
Electronic Address	Any electronic mail address or mobile or contact number used for the purpose of sending or receiving documents or information by electronic means.
Electronic Communication	Include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in Electronic Form by electronic means to the Electronic Address or any other address or number of the addressee, as permitted by the law.
Electronic Form	Document or information sent by Electronic Communication or by any other means whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad and these shall include its successors in title and permitted assigns.
Exempt Authorised Nominee	An authorised nominee as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Jumbo Certificates	Shall have the same meaning as is assigned to that expression under the Central Depositories Act.
Listing Requirements	The Main Market Listing Requirements of the Exchange including any amendments that may be made and such practice notes or circulars as may be issued by the Exchange from time to time.
Market Day	Any day on which the Exchange is open for trading in securities.
Member	Any person/persons for the time being holding shares in the Company whose name(s) appear in the Register of Members (except the Bursa Depository or its nominee company in whose name the Deposited Security is registered) including Depositors whose names appear on the Record of Depositors subject to the provisions of the Foreign Ownership Regulations and this Constitution.
Office	The registered office for the time being of the Company.

Official Seal	The official seal of the Company.
Ordinary Resolution	Shall have the meaning ascribed to it under the Act.
Prescribed Security	Shall have the same meaning as is assigned to that expression under the Central Depositories Act.
Record of Depositors	A record provided by the Bursa Depository to the Company or its registrar or issuing house pursuant to an application under the Rules.
Register of Members	The register of members of the Company to be kept pursuant to the Act and unless otherwise expressed to the contrary, including the Record of Depositors.
Registrar	The Registrar of Companies under the Act and includes any Regional Deputy or Assistant Register of Companies.
Rules	Shall have the same meaning as is assigned to that expression in Section 2 of the Central Depositories Act.
Seal	The common seal of the Company.
Secretary	Any person or persons appointed to perform the duties of the secretary of the Company including any person appointed temporarily.
Securities	Shall have the same meaning as is assigned to that expression in Section 2 of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force and includes all subsidiary legislations made thereunder.
Securities Account	Shall have the same meaning as is assigned to that expression under the Central Depositories Act.
Special Resolution	Shall have the same meaning as is assigned to that expression under the Act.
Statutes	The Act and every other Act of Parliament for the time being in force concerning companies and/or affecting the Company.

The expressions 'debenture' and 'debenture-holder' shall include 'debenture-stock' and 'debenture-stockholders' and the expressions 'share' and 'shareholder' shall include 'stock' and 'stockholder'.

References to a "holder" of a share include references to a depositor in whose securities accounts such shares stand in credit.

CONSTRUCTION

- (a) Unless the context otherwise requires, any reference in this Constitution to:
- (i) "writing" shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words in a visible form or in any other form or manner, whether in hard copy or in Electronic Form sent by way of an Electronic Communication or otherwise in a form that allowed the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
 - (ii) Words importing the masculine gender shall include the feminine and neuter gender and vice versa.
 - (iii) Words importing the singular number shall include the plural number and vice versa.
 - (iv) Words importing persons shall include corporations and companies.

- (b) Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning as in this Constitution.
- (c) The headings and marginal notes in this Constitution are inserted for convenience only and shall not affect the construction of this Constitution.

SHARES

- 7. The Company may, subject to, and in accordance with the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the Listing Requirements and any other relevant authority, purchase and/or hold its own shares and make payment in respect of such purchase in the manner permitted thereunder. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the requirements of any relevant authority. *Share buy-back*
- 8. Any shares in the Company may be issued with 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, and subject to the provisions of the Act, the Company may issue preference shares which are or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine provided that the rights attaching to shares other than ordinary shares shall be set out in this Constitution. *May issue shares with preferred, deferred or other special rights or restriction*
- 9. The Company shall not, unless with the consent of the existing preference shareholders, if any, at a class meeting, issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. *Issue of preference shares*

VARIATION OF RIGHTS

- 10. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act be varied or abrogated, and preference capital other than redeemable preference or any other alteration of preference shareholders' rights may be repaid or made pursuant to a Special Resolution of the preference shareholders concerned at a general meeting called for the purpose. To every such separate general meeting all the provisions of this Constitution relating to general meetings of the Company, or to the proceedings thereat, shall mutatis mutandis apply except, that the necessary quorum shall be two (2) persons at least holding or representing by proxy one third the nominal amount of the issued shares of the class. 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 not less than seventy five (75) per centum of the total voting rights of the shareholders in the class concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. *Rights of other classes of shares*
- 11. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all aspects *pari passu* therewith but in no respect in priority thereto. *Special Rights*

ALTERATION OF CAPITAL

- 12. The Company may from time to time by Ordinary Resolution increase its share capital by such sum to be divided into shares of such amounts, as the resolution shall prescribe. *Power to increase capital*

13. All new shares shall be subject to the provisions of this Constitution with reference to allotments, payments of calls, lien, transfer, transmission, forfeiture and otherwise. *Subject to provisions*
14. The Company may by Ordinary Resolution: *Power or consolidate shares*
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or *Power to convert shares*
- (c) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the Constitution (subject, nevertheless to the provision of the Act) and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have only such preferred or other special rights over or may have such deferred rights or be subject to any such restriction as compared with the others as the Company has power to attach to unissued or new shares. *Power to sub-divide shares*

ISSUE OF NEW SHARES

15. Subject to and in accordance with the provisions of the Act, the Listing Requirements, and such other relevant laws, regulations or guidelines, the Company is allowed and shall have power, to the fullest extent permitted list and quote any call warrants. *Call warrants*
16. All new issues of shares (which are prescribed securities) is to be made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act. *Issue of securities*
- The Company shall notify the Bursa Depository of the names of the allottees and all such particulars required by the Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees.
17. Subject to the Act, the Company may by Special Resolution reduce its share capital. *Power to reduce share capital*
18. Subject to the Act and any direction to the contrary that may be given by the Company in general meeting and this Constitution, any new shares or other convertible securities from time to time to be created, shall before they are issued 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 shares 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 Constitution. *Issue of new shares to Members*

19. Subject to the provisions of this Constitution and the Listing Requirements and notwithstanding Sections 75(1) and 76(1) of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten (10) percent of the total number of the issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.
20. Subject to the provisions of the Act, the Central Depositories Act, the Rules and the Listing Requirements, the Company shall allot and/or issue securities (which are Prescribed Securities), dispatch notices of allotment to the allottees and make an application for the quotation of such securities within eight (8) Market Days of the final applications date or such other period as may be described by the Exchange. Subject to the provisions of the Act, share certificates (in respect of securities that are not Prescribed Securities) shall be dispatched, upon application, within ten (10) Market Days after allotment or fifteen (15) Market Days after lodgement of transfer, specifying the shares allotted or transferred to a person and the amount paid up thereon, provided that (in respect of securities that are not Prescribed Securities) the Company shall not be bound to issue more than one certificate. *Allot securities and dispatch notice of allotment*
21. The Company may exercise the powers of paying commissions conferred by the Act. The rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed ten (10) per centum of the price at which the shares in respect of which the commission is paid are issued. The Company may also on any issue of shares pay such brokerage as may be lawful. *Commission on subscription*
22. If 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, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the costs of construction of the works, buildings or plant. *Power to charge interest to capital*
23. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not 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 (except only as by this Constitution or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder. *No trust recognised*
24. The Company shall not without the prior approval of shareholders in general meeting issue any new shares which would result in a transfer of a controlling interest in the Company. *Transfer of controlling interest*

CALL ON SHARES

25. The Directors may, subject to this Constitution, from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the terms of issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment), pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. *Directors may make calls*
26. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments. *When call deemed to have been made*

27. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding eight (8) per centum per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest or compensation wholly or in part. *Interest/compensation on unpaid call*
28. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue, the same becomes payable, and in the case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. *Sums payable on allotment deemed a call*
29. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment. *Difference in calls*
30. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys due uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest or return at such rate (not exceeding eight (8) per centum per annum) as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. *Capital paid on shares in advance of calls*

CERTIFICATES

31. Subject to this Constitution, every Member is entitled to receive share certificates (in respect of shares that are not Deposited Securities) in reasonable denominations as for his holding.
32. Subject to the provision of the Act, the Central Depositories Act, this Constitution and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Member or the Bursa Depository. In case of defacement or wearing out on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Malaysia Fifty (RM50.00) or such sum as shall from time to time be permitted by the Exchange or the Directors may determine. In the case of destruction, loss or theft, the Member or the Bursa Depository who shall be entitled to such new certificate shall also bear the loss and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss which are incurred by the Company. *Lost or destroyed certificates*
33. The Bursa Depository or its nominee company shall be entitled to receive Jumbo Certificates in denominations requested by the Bursa Depository or its nominee company for the shares that are Deposited Securities which shall be issued in accordance with the Central Depositories Act and the Rules except where the Deposited Security is withdrawn from the Bursa Depository PROVIDED ALWAYS that every Jumbo Certificate shall be issued under the Official Seal or Seal in such form as the Directors or some other person appointed by the Directors may from time to time prescribe, and shall specify the number and class of shares or securities to which it relates and the denominations as may be specified by the Bursa Depository or its nominee company. If the Bursa Depository or its nominee company shall require more than one jumbo certificate in respect of the shares that are Deposited Securities, it shall pay such fees as the Directors may from time to time determine and which the Company may be permitted to charge by law and stamp duty levied by the Government from time to time. *Jumbo certificate*

INFORMATION ON SHAREHOLDER

34. (1) The Company may by notice in writing, require any Member, within such reasonable time as specified in the notice: *Company may require information*
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if he holds them as trustee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified as to the nature of their interest.
- (2) Where the Company was informed in pursuance of a notice given to any person and has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other persons within such reasonable time as is specified in the notice:
- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
 - (b) if he holds it as trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars and to make it sufficient in enabling them to be identified and to know the nature of their interest.
- (3) The Company may by notice in writing require a Member to inform it, within such reasonable time as it specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement and the parties to it.

FORFEITURE AND LIEN

35. If a Member fails to pay in full any call or instalment of a call on or before the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of the amount unpaid together with any interest or compensation and expenses which may have accrued. *Directors may require payment of call with interest and expenses*
36. The notice shall name a further day (not being less than seven (7) days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited. *Notice requiring payment to contain certain particulars*
37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest/compensation and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect unless the payment as required by the notice has been made before such resolution. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. A notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the shares by reason of death or bankruptcy, 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 as appropriate, opposite to the shares but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid. The Directors may accept a surrender of any share liable to be forfeited hereunder. *Forfeiture on non-compliance with notice*

38. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid. *Share forfeited shall be property of the Company*
39. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited or surrendered shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all money which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight (8) per centum per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest/ or compensation either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender. The liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. *Former holder of forfeited shares liable for call made before forfeiture*
40. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to such unpaid calls and instalments upon the specific shares in respect of 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. *Lien on shares and dividends*
41. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sums in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. *Lien may be enforced by sale of shares*
42. The proceeds of sale whether of a share forfeited by the Company or of a share over which the Company had a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability, accrued interest and expenses, in respect whereof the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the time of the sale or to his executors, administrators or assignees or as he or they may direct. For giving effect to any such sale the Directors may (in the case of shares that are not Deposited Securities) authorise some person to transfer the shares sold to the purchaser or (in the case of shares that are Deposited Securities) authorise its Registrar to cause the Bursa Depository to credit the securities account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser. *Sale of shares forfeited*
43. Subject to the Act, the Central Depositories Act and the Rules, no Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest or compensation and/or expenses as may be due and payable to the Company (if any). *Member not entitled to privilege of membership until calls paid*

44. A statutory declaration in writing by a Director or the Secretary that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and subject to the Central Depositories Act and the Rules, the person to whom the share is sold or disposed of shall be registered (in the case of a share that is not a Deposited Security) as the holder of the share and the Director shall not be bound to see to the application of the purchase money (if any). The title of the purchaser to the share sold shall not be affected by an irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, or disposal of the share.
- Title to forfeited shares*

TRANSFER OF SHARES

45. Subject to the provisions of the Act and this Constitution (with respect to the transfer of a security that is not a Deposited Security) a Member may transfer all or any of his securities by instrument in writing in the form specified by the Act from time to time. The transfer of any Deposited Security or class of Deposited Security shall be by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding Section 105, 106 and 110 of the Act, but subject to section 148 (2) of the Act and any exemption that may be made from compliance with Section 148 (1) of the Act, the Company shall be precluded from registering and effecting any transfer of Deposited Security which has been deposited with the Depository by the Company.
- Transfer of securities*
46. The registration of transfer (in the case of a share that is not a Deposited Security) may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole, thirty (30) days in any year. The Company may require the Bursa Depository to suspend the trading of shares that are Deposited Securities at such times and for such periods as the Directors may from time to time determine.
- Suspension of registration*
47. Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
- Renunciation of allotment*
48. The Bursa Depository may, in its absolute discretion, refuse to effect any transfer of a share that is a Deposited Security, which does not comply with the Central Depositories Act and the Rules.
49. (1) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares (that are not Deposited Securities) apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

- (2) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares registered by the Bursa Depository, although the same may, by reason of any fraud or other cause known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

TRANSMISSION OF SHARES

50. Subject to the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share held by him. *Transmission on the death*
51. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence of title being produced as may from time to time be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the 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 held by that Member before his death or bankruptcy. Provided always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled. *Notice of election*
52. If any person so becoming entitled elects to register himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person so becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Bursa Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. *Share of deceased or bankrupt member*
53. Save as otherwise provided by or in accordance with this Constitution or by provisions of the Central Depositories Act and the Rules, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to the same dividends and other advantages and to the same rights in relation to meetings of the Company or to voting or otherwise to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a Member in respect of the share. *Person entitled may received dividends*

54. Where:

*Transmission of Securities
from Foreign Register*

- (a) the securities of the Company are listed on another stock exchange other than the Exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Bursa Depository in respect of such securities.

The Company shall, upon request of Depositor, permit the transmission of securities held by such Depositor from the register of holders maintained by the Registrar in the jurisdiction of the other stock exchange (hereinafter referred to as "the Foreign Register") to the register of holders maintained by the Registrar in Malaysia and vice versa subject that there shall be no change in the ownership of such securities.

STOCK

55. The Company may by Ordinary Resolution passed at a general meeting convert all or any of its paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination.

*Conversion of stock shares
into stock*

56. The stockholders may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and subject to which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of the stock transferable and may restrict or forbid the transfer of fractions of that minimum.

Transfer of stock

57. The stockholders shall, according to the amount of the stock held by them, have the same rights, privileges and advantages with regards to dividends, 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 winding up) shall be conferred by any such part of stock which would not, if existing shares have conferred that privilege or advantage.

Rights of stock holder

GENERAL MEETING

58. All business transacted at an annual general meeting other than business which, under this Constitution ought to be transacted at an annual general meeting and all business transacted at a general meeting, shall be deemed special.

Business transacted

59. An annual general meeting shall be held once in every calendar year, at such time (within a period not more than fifteen (15) months after the holding of the last preceding annual general meeting) and place as may be determined by the Directors.

*Annual general
meeting*

Such meeting of the Members may be held at more than one venue (as may be determined by the Directors and who shall also determine the location of the additional venue(s)) using any technology that allows all Members a reasonable opportunity to participate and to exercise the Members' right to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the chairman shall be present at the main venue.

*Venue of general
meeting*

60. If the Company decides to proceed with the general meeting in accordance with Article 59, a Member present at the separate meeting venue is taken to be present at the general meeting and entitled to exercise all rights as if he was present at the main venue if a separate meeting venue is linked to the main venue of a general meeting by an instantaneous audio-visual communication device facilities which, by itself or in conjunction with other arrangements:
- (a) gives the general body of Members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;
 - (b) enables the chairman to be aware of proceedings in the other venue; and
 - (c) enables the Members in the separate meeting venue to vote on a poll.
61. The Directors may wherever they think fit, and shall on requisition in accordance with the Act, proceed to convene a general meeting. *General meeting*

NOTICE OF GENERAL MEETINGS

62. Subject to provisions of the Act and agreements for shorter notice, notices shall be given to all Members (other than those who under the provisions of this Constitution or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company) 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. Notice of every general meeting of the Company shall also be given to the Directors and the Auditors. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed. *Notice of meeting*

Provided also that the accidental omission to give notice to or the non-receipt of a notice by, any person entitled thereto shall not invalidate any resolutions passed during the proceedings at any general meeting.

63. (1) Every notice calling a general meeting shall specify the place and the date and time of the meeting and the general nature of the business of the meeting there appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint proxy(ies) in accordance with Article 83, to attend and vote instead of him. *Contents of notice*
- (2) In the case of an annual general meeting the notice shall also specify the meeting as such.
- (3) Any notice of a meeting called to consider special business shall be accompanied by an explanatory note regarding the effect of any proposed resolution in respect of such special business and such other necessary information to enable a Member to make an informed decision.
64. (1) The Company shall in writing, request the Bursa Depository in accordance with the Rules, to issue a Record of Depositors to whom notice of general meetings shall be given by the Company. *Record of Depositors*
- (2) The Company shall also request the Bursa Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").
- (3) Subject to the Security Industry (Central Depositories) (Foreign Ownership) Regulations, 1966 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

65. Ordinary business shall mean and include only business transacted at an annual general meeting of the following clauses, that is to say: *Ordinary business*
- (a) receiving the audited financial statements, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the audited financial statements;
 - (b) appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
 - (c) appointing Directors in the place of those retiring by rotation or otherwise and fixing the remuneration of Directors.

PROCEEDINGS AT GENERAL MEETING

66. No business shall be transacted at any general meeting unless a quorum is present. Three (3) Members present in person shall be a quorum for all purposes. For the purpose of this Article "Member" includes a person attending as a proxy or representing a corporation which is a Member. *Quorum*
67. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, 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 following the 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, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, any Member present in person or by proxy shall be a quorum. *Adjournment for want of quorum*
68. The Chairman shall preside as chairman at every general meeting. If there is no such chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or be unwilling to act, any one member of the Board shall preside as chairman and if no Director is present or if all the Directors decline to take the chair, then the Members who are present shall choose one of their number present to be chairman of the meeting. *Chairman*
69. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. *Adjournment with consent of meeting*
- When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. *Notice of adjournments*
70. Subject to the applicable laws or Listing Requirements, all resolutions put to vote at any general meeting shall be determined by poll. *Resolution decided by poll*
71. A declaration by the chairman that whether or not a resolution put to vote at a meeting is carried, based on the poll results, which show the total number of votes cast on the poll, together with the percentage in favour or against the resolution, as announced by the scrutineer shall be conclusive evidence of the fact. *Results of voting*
72. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and not in any other case unless it shall in the opinion of the chairman of the meeting be of sufficient magnitude. *Votes counted in error*

73. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairman of the meeting directs (including, without limitation, the use of ballot or voting papers or forms or by way of electronic polling) but a poll on the election of chairman or on a question of adjournment shall be taken immediately, and the result of the poll shall be the resolution of the meeting at which the poll was taken. Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members, or their proxies, for all purposes of this Constitution. The chairman of the meeting shall appoint at least one (1) scrutineer subject to the Listing Requirements to validate the votes cast at the meeting, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- How poll to be taken*

VOTES OF MEMBERS

74. Subject to this Constitution and to any special rights or restrictions as to voting attaching to any class of shares hereinafter issued at meetings of Members or classes of Members, each Member present in person or by proxy or represented by attorney or authorised representative shall have one (1) vote on a show of hands and upon a poll, every Member or proxy or attorney or authorised representative shall have one (1) vote for every share held or represented by him.
- Number of votes*
75. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to common denominator shall carry the same voting power when such right is exercisable.
- Voting rights of shares of different monetary denominations*
76. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee curator bonis, appointed by such court (who may appoint a proxy) provided that 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.
- Votes of mentally disordered Members*
77. A Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.
- Voting rights of members*
78. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- Qualification of voter*
79. On a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- A poll*
80. An instrument appointing a proxy shall be in writing and
- Proxy form to be in writing*
- (1) in the case of an individual shall be signed by the Member or by his attorney duly authorised in writing; and
 - (2) in the case of a corporation shall be executed under its common seal or signed by its attorney or by officer(s) duly authorised on behalf of the corporation.

The Directors may, but shall not be bound to require evidence of the authority of such attorney or officer.

81. (1) A proxy may but need not be a Member. A proxy appointed by the Member shall have the same rights as the Member. *Appointment of proxies*
- (2) A Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint not more than two (2) proxies to exercise all or any of his rights to attend, participate, speak and vote at the meeting. Where a Member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the Member specifies the proportion of his shareholding to be represented by each proxy. The 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.
- (3) Where a Member is an Authorised Nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (4) Where a Member 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. Where an Exempt Authorised Nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
82. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication shall be in accordance with this Article and shall not be subject to the requirements of Article 80. *Appointment of Proxy via Electronic Communication*
- (2) For the purposes of this Article, the Directors may require such reasonable evidence they consider necessary to determine and verify:
- (a) the identity of the Member and the proxy; and
- (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (3) Without prejudice to this sub-Article (1), the appointment of a proxy by Electronic Communication must be received at the Electronic Address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
- (a) notice calling the meeting;
- (b) instrument of proxy sent out by the Company in relation to the meeting;
- (c) website maintained by or on behalf of the Company; or
- (d) any other Electronic Address as may be determined by the Company.
- (4) An appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Company pursuant to sub-Article (3) above not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- (5) An appointment of proxy by Electronic Communication which is not made in accordance with this Article shall be invalid.
- (6) The Company is entitled to clarify with a Member any instruction on an appointment of proxy which is received by the Company within the period specified in sub-Article (4) above by written or verbal communication. The Company, at its discretion, is entitled to amend the contents of any appointment of proxy to reflect any clarification in instruction and the Member at that time shall be taken to have appointed the Company as its attorney for this purpose.
83. The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority duly made in accordance with the Powers of Attorney Act 1949 or in such other ways as the Board may approve shall be deposited at the Office, or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. *Instrument appointing proxy to be deposited*
84. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall subject to the Act and the laws be in such form as the Directors may approve or, in any other particular case, may accept, from time to time. *Form of proxy*
85. Unless the Company receives a notice of termination no later than forty-eight (48) hours before the commencement of a general meeting or adjourned general meeting, the termination of the authority of the person to act as proxy does not affect:
- (a) the constitution of the quorum at the meeting;
 - (b) the validity of anything he did as chairman of a meeting;
 - (c) the validity of poll demanded by him at a meeting; or
 - (d) the validity of the vote exercised by him at a meeting.
86. A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or at such other place as may be specified for the deposit of instruments appointing proxies), (a) in the case of death, insanity or transfer before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used or (b) in the case of revocation of proxy not less than forty-eight (48) hours before the commencement of the meeting or adjourned meeting at which the proxy is used. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. *Validity of votes and voting rights of proxy*
87. Any corporation which is a Member may by resolution of its Directors or other governing body authorise a person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member. *Corporate Representatives*

DIRECTORS

88. Unless otherwise determined by a general meeting, the number of Directors shall not be less than two (2) or more than fourteen (14). *Appointment and number of directors*
89. A Director need not be a Member and shall not be required to hold any share qualifications unless and until otherwise determined by the Company in general meetings but shall be entitled to attend and speak at general meetings. *Director need not be a member*
90. (1) The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director or a former Director shall be subject to annual shareholder approval at a general meeting, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division for a proportion of fee related to the period during which he held office. *Remuneration of Directors*
- (2) Fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profit or turnover. Salaries payable to executive Directors may not include a commission on or percentage of turnover.
91. No Director shall participate in a scheme that involves new issuance of shares to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director. *Issue of shares to Directors*
92. The Directors shall be entitled to be repaid all traveling, accommodation or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors, or of any committee of the Directors, or general meeting, or otherwise in or about the business of the Company as well as other expenses properly incurred by the Directors arising from the requirements imposed by the authorities to enable the Directors to effectively discharge their duties. *Directors' claim on other expenses*
93. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage of turnover) as the Directors may determine. Any such extra remuneration payable to non-executive Directors shall be by way of a fixed sum or otherwise but shall not include a commission on or percentage of turnover of profits. *Remuneration for extra services*
94. (1) The Directors may pay pensions or allowances (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any full-time Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any subsidiary company or on or after his death to his widow or other dependants. *May pay pensions or allowances to full time director*
- (2) The Directors shall also have power and shall be deemed always to have had power to establish and maintain and to concur with subsidiary companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or others benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or of any such subsidiary company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds. *Power to concur with subsidiary companies*

(3) In this Article the expression "full-time Director" shall mean and include any Director who has for a continuous period of not less than five (5) years been engaged substantially whole-time in the business of the Company or any subsidiary company in any executive office or any office of profit or partly in one or partly in another. *Full time Director*

95. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a Member may act in a professional capacity for the Company 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, nor shall any contract or arrangement entered into by or on behalf of the 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, provided that such disclosure is made as is required by this Constitution and the Act. *Disclosure by Directors*

96. (1) A Director may be or become a Director or other officer, of or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or other benefits received by him as a Director or officer of, or by virtue of his interest in, such other company. *Holding of concurrent office*

(2) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all aspects as the Directors think fit in the interest of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be Directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or about to be appointed a director of such other company.

MANAGING DIRECTORS

97. The Directors may from time to time, subject to this Constitution, appoint one (1) or more of their body to be Managing Director or a person performing the functions of a Managing Director, by whatever name called for such period and on such term as they think fit. *Appointment of Managing Director*

98. A Managing Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or a percentage of turnover of the Company. *Managing Directors' Remuneration*

99. A Managing Director shall be subject to the control of the Board. In addition to the powers conferred on the Managing Director pursuant to this Constitution, the Directors may entrust to and confer upon a Managing Director holding any such office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. *Power of Managing Director*

APPOINTMENT AND RETIREMENT OF DIRECTORS

100. The office of a Director shall be vacated in any of the following events, namely: *Vacation of office of Director*
- (a) if he resigns in accordance with section 208(2) of the Act;
 - (b) if he has retired in accordance with this Act or this Constitution but is not re-elected;
 - (c) if he is removed from office in accordance with this Act or this Constitution;
 - (d) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (e) if he dies;
 - (f) if he is absent from more than fifty (50) per cent of the total Board meetings held during a financial year, unless the Exchange may, on application by the Company, allow such Director to continue holding his office on such circumstances as may be approved by the Exchange;
 - (g) if he becomes disqualified from being a director under section 198 or 199 of the Act;
 - (h) if otherwise vacates his office in accordance with this Constitution; and
 - (i) if he has been convicted in relation to the offences as follows:
 - (aa) by a court of law, whether within Malaysia or elsewhere, in connection with the promotion, formation or management of a corporation;
 - (bb) by a court of law, whether within Malaysia or elsewhere, involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (cc) by a court of law, under the securities laws or the corporation laws of the Company's place of incorporation,within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.
101. An election of Directors shall take place each year where at the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the nearest one-third (1/3) shall retire from the office PROVIDED ALWAYS all Directors shall retire from office once at least in every three (3) years. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not. *Election of Directors*
102. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lots. A retiring Director shall be eligible for re-election. *Senior Directors to retire*
103. The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill the vacated office by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected unless: *Retiring Directors eligible for re- election*
- (a) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
 - (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
 - (c) such Director has attained any retiring age applicable to him as Director.

104. No person other than a Director retiring at the meeting shall be eligible for election as a Director at any general meeting unless some Member intending to propose him has not less than eleven (11) clear days before the day appointed for the meeting leave at the Office notice in writing duly signed by the Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. 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 shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place. *Notice of intention to Appoint Director*
105. Subject to the Act, the Company may by Ordinary Resolution passed at a general meeting of the Members of which special notice has been given in accordance with section 206 of the Act, remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim, he may have damages for breach of any such agreement. The Company 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. In default of such appointment the vacancy so arising may be filled by the Directors as casual vacancy. *Director may be removed by ordinary resolution*
106. The Directors shall have powers 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 additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. 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 number of Directors who are to retire by rotation at such meeting. *Directors' power to fill casual vacancies and to appoint additional Directors*

ALTERNATE DIRECTOR

107. Any Director may at any time appoint any person who is not a Director, approved by a majority of his co-Directors to act as his alternate and may at any time remove any Alternate Director so appointed by him. An Alternate Director so appointed shall not in respect of such appointment be entitled to receive any fee from the Company, but shall otherwise be subject to the provision of this Constitution with regard to Directors. Any fee payable to an Alternate Director shall be deducted from the remuneration of that Director so appointing him as his alternate. An Alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor ceases to be a Director for any reason, except retirement by rotation and immediate re-election. All appointments and removal of Alternate Director shall be effected by writing under the hand of the Directors making or revoking such appointment left at the Office. *Appointment of Alternate Director*
108. One person may not act as Alternate Director to more than one Director. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote. *Act of an alternate director*

PROCEEDINGS OF DIRECTORS

109. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. Subject to Article 110 in case of an equality of votes, the Chairman shall have a second vote or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. The meeting of Directors may be conducted by way of tele-conferencing or video conferencing as may be required in the circumstances. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Malaysia. *Conduct of meetings*
110. Unless otherwise determined by Directors from time to time, a seven (7) days' notice of all Directors' meeting shall be given by hand, post or facsimile or other form of Electronic Communications to all Directors and their Alternate Directors who provided the Company with a registered address in Malaysia or an Electronic Address, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given. Any Director may waive notice of any meeting either prospectively or retrospectively. *Notice of Directors' Meeting*
111. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two (2). A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote in the question at issue, shall not have a casting vote. *Quorum*
112. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. *Declaration of Director's interest*
113. Save as otherwise provided by this Constitution, a Director shall not vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested (and if he shall do so his vote shall not be counted) but shall only be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to:
- (a) any contract or proposed contract of indemnity against any loss which the Director may suffer by reason of becoming or being a surety of the Company; or
 - (b) any contract or proposed contract entered into or to be entered into by the Company with another company in which the interest of the Director consists solely of:
 - (i) in him being a director of the company and the shareholder not more than the number or value as is required to qualify him for the appointment as a director; or
 - (ii) in him having an interest in not more than five (5) per centum of its paid-up capital.
114. A Director notwithstanding his interest may 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 Directors resolve to enter into or make any arrangement with him or on his behalf pursuant to Article 94 of this Constitution or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangement with himself or the fixing of the terms thereof. *Exercise of rights of the Company*

115. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution the continuing Director or Directors may except in an emergency act for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors. *Proceedings in case of vacancies*
116. The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are respectively to hold office. The Deputy Chairman shall perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence, the Deputy Chairman shall preside as Chairman at meeting of the Directors, but if no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither the Chairman nor the Deputy be present within ten (10) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. *Chairman of Directors*
117. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. *Power of Directors to appoint Committees*
118. The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions of this Constitution, regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors. *Meeting of committees*
119. (1) All acts done by any meeting of Directors, or of a committee established by the Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there were some defects in the appointment of any such Director, or person acting as aforesaid or that they or any of them were disqualified or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. *All acts done by Directors to be valid*
- (2) Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to the prior approval of the shareholders in general meeting as provided under the Act or the Listing Requirements. *Sale and disposal of assets by Directors*
120. (1) A resolution in writing signed or approved by all the Directors for the time being in Malaysia, being not less than two (2) shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in writing or by facsimile or other Electronic Communication in the like form, each signed by one or more of the Directors. The expressions "in writing" and "signed" include approval by legible confirmed transmission by facsimile or other Electronic Communication. *Resolution by circulation*
- (2) Where a Director has assented or approved a resolution in a manner other than signing on the resolution in writing, such Director shall cause to be forwarded or otherwise delivered to the Secretary a copy of the resolution in writing in the like form signed by such Director without delay and shall be recorded by the Secretary in the Company's minute book and submitted for confirmation at a meeting of the Directors next following the receipt thereof by the Secretary. A Directors' resolution in writing shall be inoperative if it shall purport to authorise or to do any act which a meeting of Directors has decided shall not be authorised or done via a resolution in writing.

SECRETARY

121. The Secretary shall, and a deputy or assistant Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, deputy or assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.
- Appoint of Secretary and Deputy or Assistant Secretary*

SEAL

122. The Official Seal shall be an exact copy of the Seal with the addition on its face of the words "Securities" which is specifically used for sealing securities issued by the Company or documents creating or evidencing securities so issued.
- Seal*
123. The Directors shall provide for the safe custody of the Seal and Official Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal and the Official Seal shall be affixed shall be signed by a Director and shall be counter-signed by the Secretary or by another Director or by some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Seal or the Official Seal.
- Seal of the Company and its use*

AUTHENTICATION OF DOCUMENTS

124. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting this Constitution and any resolutions passed by the Company or the Directors or any committee, and any books, records documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
- Power to authenticate documents*
125. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.
- Certified copies of resolution of the Directors*

DIVIDENDS AND RESERVES

126. Subject to the provisions of the Act, the Company may make a distribution of dividends to the Members if the Company is solvent but no dividend shall be payable except out of the profits of the Company, or in excess of the amount approved and authorised by the Directors.
- Payment of dividends*
127. Subject to the approval being obtained from the Members and the Listing Requirements and other applicable laws, regulations and guidelines, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder or issued by the Exchange and any other relevant authorities in respect thereof.
- Dividend Reinvestment Scheme*

128. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purpose of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any shares is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. *Apportionment of dividends*
129. If so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed preferential dividends on any class of shares carrying a fixed preferential dividend expressed to be payable by the terms of issue of the shares.
130. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that the date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof. *Profit earned before acquisition of a business*
131. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company. *Dividends not to bear interest*
132. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith. *Deduction of debts due to Company.*
133. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. *Retention of dividends on share subject to lien*
134. The Director may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same. *Retention of dividend on share pending transmission*
135. All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act 1965 after having been declared and payable shall be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965. *Unclaimed dividends*
136. The Company may, upon the authorisation of the Directors, direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. *Payment of dividends*

137. Subject to the Act, this Constitution, the Central Depositories Act and the Rules, any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.
- Dividends payable by cheque or telegraphic transfer or electronic transfer*
138. Subject to the Act, this Constitution, the Central Depositories Act and the Rules, if several persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
- Dividends due to joint holders*
139. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.
- Power to carry forward profit*

CAPITALISATION OF PROFITS

140. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's 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 the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding ordinary shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in proportion aforesaid in one way and partly in the other and to provide consideration for the purchase of the Company's own shares.
- Power to capitalise profit*

141. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriation and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such Members. *Implementation of resolution to capitalise*

MINUTES AND BOOKS

142. The Directors shall cause: *Minutes*
- (a) all written resolutions by the Directors and the committees of the Board;
 - (b) all proceedings and resolutions of the meetings of the Directors and the committees of the Board; and
 - (c) all resolutions and proceedings at all meetings of the Company and of any class of Members,
- to be duly entered into the books kept for that purposes in accordance with the Act.
143. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a Register of Members, a register of substantial shareholders, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company. *Keeping of registers, etc.*
144. Any register, index, minute book, book of account or other books required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery. *Form of registers, etc*

ACCOUNTS

145. The Directors shall cause to be kept the accounting and other records to sufficiently explain the transactions and financial position of the Company, including its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared and to enable the accounting and other records to be conveniently and properly audited. *Directors to keep proper accounts*
146. Subject to the provisions of the Act, the accounting shall be kept at the Office, or at such other place within Malaysia as the Directors think fit, and shall always be opened to the inspection of the Directors. No Member (other than a Director) shall have any right on inspecting any account or book or document of the Company except where such right is conferred by the Act or authorised by the Directors or by Ordinary Resolution of the Company. *Inspection of books*

147. The Directors shall from time to time in accordance with the provisions of the Act and Listing Requirements cause to be prepared and to be laid before a general meeting of the Company such audited financial statements, consolidated audited financial statements (if any) and reports as may be necessary, provided that the interval between the close of a financial year of the Company and the issue of the annual report that includes audited financial statements, the Directors' and Auditors' report shall not exceed four (4) months or such other period specified in the Listing Requirements as may be amended from time to time. *Presentation of accounts*

148. A copy of every financial statements in printed format, in CD-ROM or other Electronic Form permitted under the Listing Requirements or any combination thereof, which is to be laid before a general meeting of Company (including every document required by law to be annexed thereof) together with the report of the Auditors relating thereto and of the Directors' report shall within four (4) months from the close of the financial year of the Company be sent to every Member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act, the Central Depositories Act, the Rules of Bursa Depository or of this Constitution; provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any Member to whom a copy of the documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. The requisite number of copies of each such document as maybe required shall at the same time be forwarded to the Exchange. *Profit and loss accounts to be made up and laid before Company*

AUDITORS

149. Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Act and the Listing Requirements. *Appointment of Auditors*

150. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there were some defects in his appointment or that he was at the time of appointment not qualified for appointment. *Validity of acts of Auditors in spite of some formal defect*

151. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns them as Auditors. *Auditors' right to receive notices and attend and speak at General Meeting*

152. Once at least in every year the accounts of the Company shall be examined, and the correctness of the financial statements ascertained by one or more auditor or auditors, and the provisions of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed. *Accounts to be audited*

COMMUNICATIONS

153. (1) Notices of general meetings and of meetings of the Board and any other communication between the Company and the Members and/or its Directors, including matters relating to resolutions, supply of information or documents or otherwise whether for the purposes of complying with the Act, the Listing Requirements or otherwise may be:

- (a) in hard copy;
- (b) in Electronic Form; or
- (c) partly in hard copy and partly in Electronic Form.

How notices and documents to be served

- (2) A communication in hard copy shall be valid if:
- (a) sent to the Company through the post at the Office; or
 - (b) served on the Member or Director personally, or, by sending it through post at the last known address; or
 - (c) sent to the Company or Member or Director by facsimile; or
 - (d) advertised in the daily press.
- (3) A communication in Electronic Form shall be valid if:
- (a) sent to the Company at an Electronic Address provided for that purpose;
 - (b) sent to the Member or Director by Electronic Communication at the last known Electronic Address provided;
 - (c) served on a Member by means of publication on the Company's website provided that a notification of the publication of such item or material being communicated on the website has been given to the Members in hard copy and/or Electronic Form in accordance with the Act and the Listing Requirements; or
 - (d) served on a Member using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication of such item or material being communicated on the electronic platform has been given to the Members in hard copy and/or Electronic Form in accordance with the Act and the Listing Requirements
- (4) A communication partly in hard copy and partly in Electronic Form shall include the sending of any communication by any means while in Electronic Form. This shall include:
- (a) the sending to the Company through post at the Office; or
 - (b) the service on the Member or Director either personally or through the post at last known address,
- of any notice or communication contained in Electronic Form such as CD-ROM, USB drive or any other equipment or device used for the storage of data.
- (5) The address (including Electronic Address):
- (a) of a Member appearing in the Record of Depositors or Register of Members;
 - (b) of a Director appearing in the Register of Directors; or
 - (c) provided by the Member or the Director to the Company for purposes of communication with him,
- shall be deemed as the last known address of the Member or Director for purposes of communication including but not limited to service of notices and/or documents to the Member or Director respectively.

154. Any notice or document shall be deemed to have been served by the Company: *When service is effected*
- (a) where the notice or document is sent in hard copy by post and whether by airmail or not, on the day the prepaid letter, envelope or wrapper containing the notice or document is posted. In proving such service by post it shall be sufficient to prove that the letter or wrapper containing the notice or document was properly addressed and stamped and put into a government post box or delivered to the postal authority for delivery;

- (b) where the notice or document is sent by electronic means:
 - (i) via Electronic Form, at the time of transmission to a Member's Electronic Address pursuant to this Constitution, provided that the Company has record of the Electronic Communication being sent and that no written notification of delivery failure is received by the Company and in the event of delivery failure, a communication shall be delivered to the Members, Directors or Auditors by any other means of communication allowed under this Constitution;
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on the website has been given; or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document in hard copy in accordance to this Constitution.
155. A person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such last known address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purpose be deemed a sufficient service of notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt and whether or not the Company has notice of his death or bankruptcy) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder. *Service of notices after death or bankruptcy of a member*
156. Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

157. Subject to the Act, the Company may be dissolved by a Special Resolution in a general meeting. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, after the payment or satisfaction of all liabilities of the Company including preferential payments under the Act, with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability. *Distribution of assets in specie*

158. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply: *Distribution on winding up*
- (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 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.

159. In the event of a winding up of a Company, every Member shall be bound, within fourteen (14) days, after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company to serve notice in writing on the Company appointing some resident in Malaysia upon whom all summons, notices, process orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and serve upon any such appointee, whether appointed by the Member or the liquidator shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement in a newspaper circulating in Malaysia, or by a registered letter sent through the post and addressed to such member at his address as mentioned in the Register of Members, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted. *Notice of winding up*

BORROWING POWERS

160. The Directors may borrow or raise from time to time or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by issues of debenture or otherwise as they may think fit provided that such borrowings, mortgage or charge of any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or issue or debentures and other securities is to secure the debt, liability or obligation of the Company and/or a related company (as defined in the Act) or any third party. *Directors' borrowing powers*
161. If the Directors or any of them, or any other persons, 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. *Indemnity to Directors*

INDEMNITY

162. Subject to the provisions of and so far as may be permitted by the Act but without prejudice to any indemnity to which he may otherwise be entitled, every Director (including the Alternate Director), Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and only in which judgment is given in his favour (or the proceedings are otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any Statute for relief from liability in respect of any such act or omission in relation to the affairs of the Company in which relief is granted to him by the Court. *Company to indemnify*
163. (1) Subject to the provisions of the Act, the Company may indemnify an officer or Auditor in respect of:
- (a) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or Auditor;
 - (b) any costs incurred by that Director or officer or Auditor in defending or settling any claim or proceedings relating to such liability except:
 - (i) any liability of the Director to pay: –
 - (aa) a fine imposed in criminal proceedings; or
 - (bb) a sum payable to regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or
 - (ii) any liability incurred by the Director:
 - (aa) in defending any criminal proceedings in which he is convicted; or
 - (bb) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
 - (c) any costs incurred in connection with an application for relief under the Act.
- (2) The Company may, with the prior approval of the Board, effect insurance for an officer or Auditor in respect of:
- (a) civil liability, for any act or omission in his capacity as a Director, officer or Auditor; and
 - (b) costs incurred by that officer or Auditor in defending or settling any claim or proceeding relating to any such liability; or
 - (c) costs incurred by that officer or Auditor in defending any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or auditor:
 - (i) in which that person is acquitted;
 - (ii) in which that person is granted relief under the Act; or
 - (iii) where proceedings are discontinued or not pursued.
- (3) The provisions of this Article shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under section 213 of the Act.

- (4) The Directors shall:
- (a) record or cause to be recorded in the minutes of the Board; and
 - (b) disclose or cause to be disclosed in the Directors' report referred to in section 253 of the Act,
- the particulars of any indemnity given, or insurance effected for any officer or Auditor.
- (5) For the purposes of this Article:
- “officer” includes
- (a) any Director, manager, secretary or employee of the Company;
 - (b) a former officer;
 - (c) a receiver or receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
 - (d) any liquidator of the Company appointed in a voluntary winding up, but does not include:
 - (i) any receiver who is not also a manager;
 - (ii) any receiver and manager appointed by Court; or
 - (iii) any liquidator appointed by the Court or by the creditors of the Company;
- “effect insurance” includes pay, whether directly or indirectly, the costs of the insurance; and
- “indemnify” includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.

SECURITY CLAUSES

164. Save as may be expressly provided by the Act no Member shall be entitled to enter into or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, would not be in the best interests of the Company to permit such communication to the public. *Secrecy clause*

DESTRUCTION OF DOCUMENTS

165. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after the expiration of six (6) years 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 (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) 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: *Destruction of documents*

- (a) the foregoing provision of this Article 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 claim;
- (b) nothing contained in this Article 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 Article; and
- (c) reference in this Article to the destruction of any document includes reference to its disposal in any manner.

ALTERATION OF CONSTITUTION

- 166. Subject to the Act, the Listing Requirements and this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution. *Alteration of Constitution*
- 167. The Company shall comply with the provisions of the relevant governing Statutes, regulations and rules as may be amended, modified or varied from time to time, or any of the Bursa Depository and other appropriate authorities, to the extent required by the law, notwithstanding any provisions in this Constitution to the contrary. *Compliance with Statutes, Regulations and Rules*

EFFECTS OF THE LISTING REQUIREMENT

- 168. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. *Compliance with Statutes, Regulations and Rules*
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (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).
- (4) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- 169. To the extent applicable, Article 168 shall mutatis mutandis apply in connection with the listing requirements of such other foreign stock exchange in respect of which the Securities of the Company are listed or traded.

In the event of any inconsistencies between the Listing Requirements and the listing requirements of such other foreign stock exchange as referred to Article 168, the Directors shall bona fide in the best interests of the Company consider and decide on the manner in which such inconsistencies shall be resolved or dealt with.