

**THIS CIRCULAR TO SHAREHOLDERS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular prior to its issuance, as it is prescribed as an exempt circular pursuant to the provisions of Guidance Note 22 of the Listing Requirements of Bursa Securities.

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



**AEMULUS HOLDINGS BERHAD**  
(Company No. 1114009-H)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

The above proposal will be tabled as special business at the Fourth Annual General Meeting ("**AGM**") of the Company.

Notice of the AGM to be held at Ballroom 3, LG Level – Main Wing, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, Malaysia on Friday, 22 February 2019 at 10.00 a.m. together with the Form of Proxy are enclosed in the Annual Report 2018 of the Company. The Form of Proxy should be completed and lodged at the registered office of the Company at 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang, not less than 48 hours before the time fixed for holding the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you wish to do so.

Last date and time for lodging the Form of Proxy : Wednesday, 20 February 2019 at 10:00 a.m.  
Date and time of the AGM : Friday, 22 February 2019 at 10:00 a.m.

This Circular is dated 24 January 2019

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## DEFINITIONS

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In this Circular and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:

4 <sup>th</sup> AGM	:	Fourth Annual General Meeting of the Company
ACE Market	:	ACE Market of Bursa Securities
Act	:	Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force
Aemulus or Company	:	Aemulus Holdings Berhad (1114009-H)
Aemulus Group	:	Collectively, Aemulus and its subsidiary
Board	:	Board of Directors of Aemulus
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Circular	:	This circular dated 24 January 2019 in relation to the Proposed Adoption
Constitution	:	Constitution of Aemulus
Directors	:	Directors of Aemulus
Listing Requirements	:	ACE Market Listing Requirements of Bursa Securities
M&A	:	Existing Memorandum and Articles of Association of Aemulus
Proposed Adoption	:	Proposed adoption of new Constitution of the Company

Words incorporating the singular shall, where applicable, include the plural and *vice versa*. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**AEMULUS HOLDINGS BERHAD**

(Company No. 1114009-H)  
(Incorporated in Malaysia)

**Registered Office**  
51-13-A, Menara BHL Bank  
Jalan Sultan Ahmad Shah  
10050 Penang

24 January 2019

**Board of Directors:**

Chok Kwee Bee (*Senior Independent Non-Executive Director/Chairman*)  
Ng Sang Beng (*Executive Director/Chief Executive Officer*)  
Yeoh Chee Keong (*Executive Director/Chief Operating Officer*)  
Ng Chin Wah (*Executive Director/Chief Financial Officer*)  
Wong Shee Kian (*Executive Director/Chief Technology Officer*)  
Ong Chong Chee (*Independent Non-Executive Director*)  
Friiscor Ho Chii Ssu (*Independent Non-Executive Director*)

**To: The Shareholders of Aemulus**

Dear Sir/Madam,

**PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

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**1. INTRODUCTION**

On 3 January 2019, the Company announced to Bursa Securities that the Company proposes to seek shareholders' approval for the Proposed Adoption.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH INFORMATION ON THE PROPOSED ADOPTION AND TO SEEK YOUR APPROVAL FOR THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED ADOPTION, WHICH WILL BE TABLED AT THE FORTHCOMING 4<sup>TH</sup> AGM.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED ADOPTION TO BE TABLED AT THE FORTHCOMING 4<sup>TH</sup> AGM.**

**2. DETAILS OF THE PROPOSED ADOPTION**

The Board proposes that the Company to revoke its M&A in its entirety with immediate effect and in place thereof, adopt a new Constitution, taking into account the Act which came into effect from 31 January 2017 and in line with the Listing Requirements.

A copy of the new Constitution proposed to be adopted is set forth in the Appendix II of this Circular.

**3. RATIONALE FOR THE PROPOSED ADOPTION**

The Proposed Adoption is primarily for the purpose of streamlining the M&A to be in line with the Act, the Listing Requirements, the prevailing statutory and regulatory requirements as well as to update the M&A, where relevant, to render consistency throughout in order to facilitate and further enhance administrative efficiency.

**4. EFFECTS OF THE PROPOSED ADOPTION**

The Proposed Adoption will not have any effect on the share capital of the Company and shall not have any material effect on the substantial shareholdings, net assets, gearing and earnings per share of Aemulus Group.

**5. APPROVALS REQUIRED**

The Proposed Adoption is subject to the approval being obtained from the shareholders of the Company at the forthcoming 4<sup>th</sup> AGM.

**6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

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

**7. DIRECTORS' STATEMENT AND RECOMMENDATION**

The Board, having considered all aspects of the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interest of the Company, and accordingly recommends you to vote in favour of the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming 4<sup>th</sup> AGM.

**8. THE 4<sup>TH</sup> AGM**

The 4<sup>th</sup> AGM, will be held at Ballroom 3, LG Level – Main Wing, Hotel Equatorial Penang, 1 Jalan Bukit Jambul, Bayan Lepas, 11900 Penang, Malaysia on Friday, 22 February 2019 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, *inter alia*, the Special Resolution pertaining to the Proposed Adoption.

If you are unable to attend and vote in person at the 4<sup>th</sup> AGM and wish to appoint a proxy to do so on your behalf, please complete, sign and return the Form of Proxy set out in the Company's Annual Report 2018 in accordance with the instructions contained therein, so as to arrive at the registered office of the Company at 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time fixed for holding the 4<sup>th</sup> AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the 4<sup>th</sup> AGM should you subsequently wish to do so.

**9. FURTHER INFORMATION**

Shareholders are advised to refer to the enclosed appendices for further information.

Yours faithfully  
For and on behalf of the Board of  
**AEMULUS HOLDINGS BERHAD**

**NG CHIN WAH**  
Executive Director/Chief Financial Officer

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board who collectively and individually accepts full responsibility for the accuracy and correctness of the information given in this Circular and confirms that, after making all reasonable enquiries, that to the best of their knowledge and belief, there is no false or misleading statement or other facts, the omission of which would make any statement in this Circular false or misleading.

**2. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang, during normal business hours from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays) for the period commencing from the date of this Circular up to and including the date of forthcoming 4<sup>th</sup> AGM: -

- (i) M&A;
- (ii) The audited consolidated financial statements of Aemulus for the past two (2) financial year ended 30 September 2017 and 30 September 2018.

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**THE COMPANIES ACT 2016**

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

**CONSTITUTION**

**OF**

**AEMULUS HOLDINGS BERHAD**

(Company No. 1114009-H)

INCORPORATED ON THE 17<sup>TH</sup> DAY OF OCTOBER 2014



**THE COMPANIES ACT 2016**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**CONSTITUTION**  
**OF**  
**AEMULUS HOLDINGS BERHAD (1114009-H)**

- |    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                  |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 1. | The name of the Company is <b>AEMULUS HOLDINGS BERHAD</b> .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name of Company                  |
| 2. | The registered office of the Company shall be situated in Malaysia.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Registered office                |
| 3. | The Company shall have full capacity to carry on or undertake any business or activity and shall for these purposes have the full rights, powers and privileges as contained in the Act, including but not limited to the following objects:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Company has unlimited capacity   |
|    | (a) To carry on the business of an investment holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company, wherever incorporated or carrying on business and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissions, public bodies or supreme authorities, municipals, local or otherwise, and to acquire such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange, underwriting, participation in syndicates or otherwise and to exercise and enforce all rights and powers conferred by or incidental to the ownership of such securities and otherwise dispose of the same. |                                  |
|    | (b) To acquire by purchase, lease, exchange, hire or otherwise land, houses, buildings and property of any tenure, or interest in the same in Malaysia or any part of the world and to erect and construct houses, buildings or works of every descriptions on any land of the Company, or upon any land or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon and to sell, lease, let mortgage or otherwise dispose of the land, houses, buildings and other property of the Company.                                                                                                                                                                                                                                                                                                                                                                                      |                                  |
|    | (c) To carry on all or any of the business and activities of management consultants and to render management, industrial, commercial, financial, public relations, industrial relations and other related services to any person, firm or corporation engaged in any business, trade or activity; to carry on any trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried out by the Company in connection with or as auxiliary to the main business of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                      |                                  |
| 4. | Section 21 of the Act shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors considered advantageous to the Company and that are                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Capacity and Powers of a Company |

not prohibited under any law for the time being in force in Malaysia.

The powers of the Company in addition to those conferred under Section 21 of the Act shall include:-

- (a) To lend and advance money or give credit to any person or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company, to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company.
- (b) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.

5. The liability of the members is limited.

Members'  
liabilities

#### DEFINITION AND INTERPRETATION

6. (a) In this Constitution, unless the context otherwise requires:-

Definitions

##### Words

##### Meanings

##### Act

- the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company;

##### Applicable Laws

- all laws, bye-laws, regulations, rules, orders and/or official directives for the time being in force affecting the Company, including but not limited to the Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the relevant regulatory bodies and/or authorities;

##### Article

- any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws;

##### Auditors

- the auditors for the time being of the Company;

<b>Board</b>	-	the Board of Directors for the time being of the Company;
<b>Bursa Depository</b>	-	means Bursa Malaysia Depository Sdn Bhd or such other names which it may be known from time to time;
<b>Bursa Securities</b>	-	means Bursa Malaysia Securities Berhad or such other names which it may be known from time to time;
<b>Central Depositories Act</b>	-	the Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force;
<b>Chairman</b>	-	the Chairman for the time being of the Company;
<b>CMSA</b>	-	the Capital Markets and Services Act 2007 and any statutory modification, amendment or re-enactment thereof for the time being in force;
<b>Company</b>	-	Aemulus Holdings Berhad (Company No. 1114009 H), the abovenamed company by whatever name from time to time called;
<b>Constitution</b>	-	this Constitution as originally framed or as altered from time to time by Special Resolution;
<b>Commission</b>	-	the Securities Commission of Malaysia established under the Securities Commission Act 1993;
<b>Deposited Security</b>	-	a security standing to the credit of a securities account and includes a security in a securities account that is in suspense subject to the provisions of Central Depositories Act and the Rules of the Bursa Depository;
<b>Depositor</b>	-	a holder of a securities account established by Bursa Depository;
<b>Directors</b>	-	the directors for the time being of the Company and, unless the context otherwise provides or requires, includes an alternate Director;
<b>Dividend Reinvestment Scheme</b>	-	a scheme which enables members to reinvest cash dividend into new shares;
<b>Exempt Authorised Nominee</b>	-	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;

<b>Listing Requirements</b>	- means Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any amendment thereto that may be made from time to time;
<b>Market Day</b>	- a day on which the stock market of the Bursa Securities is open for trading in securities;
<b>Member</b>	- unless otherwise expressed to the contrary, any person for the time being holding shares in the Company and whose name(s) appear in the Register of Members including a Depositor who shall be treated as if he was a member pursuant to section 35 of the Central Depositories Act but excludes the Bursa Depository in its capacity as a bare trustee;
<b>Office</b>	- the registered office for the time being of the Company;
<b>Ordinary Resolution</b>	- a resolution which has been passed by a simple majority of more than half of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy;
<b>Record of Depositors</b>	- means the record of depositors provided by the Bursa Depository to the Company under Chapter 24.0 of the Rules of the Bursa Depository;
<b>Register of Members</b>	- the register of members to be kept pursuant to the Act;
<b>Registrar of Companies</b>	- the Registrar of Companies designated under Section 20A(1) of the Companies Commission of Malaysia Act 2001;
<b>Seal</b>	- the common seal of the Company;
<b>Secretary</b>	- any person or persons appointed to perform the duties of the Secretary of the Company;
<b>Securities</b>	- shall have the meaning given in Section 2 CMSA;
<b>Securities Laws</b>	- has the meaning assigned to it under the Securities Commission Malaysia Act 1993, which shall include the Securities Commission Malaysia Act 1993, CMSA, Central Depositories Act and any guidelines, written notices and circulars issued by the Commission;
<b>Share Grant Scheme</b>	- a scheme involving the grant of the Company's existing shares to employees;
<b>Share Issuance</b>	- a scheme involving a new issuance of

- Scheme** shares to the employees;
- Special Resolution** - the meaning assigned thereto by the Act;
- Subsidiary** - the subsidiary as defined by Section 4 of the Act.
- (b) Unless otherwise defined herein, words and expressions defined in the Act shall when used herein bear the same meanings.
- (c) Unless these be something in the subject or context inconsistent therewith:-
- (i) words denoting the singular number only shall include the plural and vice versa;
- (ii) words denoting the masculine gender only shall include the feminine and neuter gender and vice versa;
- (iii) words denoting persons shall include firms, partnership, companies and corporations.
- (d) A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.
- (e) In this Constitution, the abbreviation “**RM**” or “**Ringgit Malaysia**” and “**Sen**” means the lawful currency of Malaysia.
- (f) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.
- (g) Any reference in this Constitution to a numbered Article shall be construed as a reference to the Articles bearing that number in this Constitution.
- (h) The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.
- (i) Reference to “**writing**” or “**written**” shall, unless the contrary intention appears, be construed as including printing, lithography, photography and any other mode or modes of representing or reproducing words, letters, figures or marks 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 allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (j) Reference to “**electronic communications**” shall 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 mail address or any other address or number of the addressee, as permitted by the Applicable Laws.
- (k) The reference to “**any act or thing done**” includes, but is not limited to, the making of a determination or the passing of a resolution, the granting or exercise of a power (including delegated

power), the execution of a document or the appointment or removal or any person from an office or position.

- (l) All reference to time as regards to notice or otherwise shall refer to Malaysian time.

## SHARE CAPITAL AND VARIATION OF RIGHTS

- |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                   |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 7.  | The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Class of shares                   |
| 8.  | Subject always to the provision under Article 7 hereof, the Company shall have the power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Alteration of share capital       |
| 9.  | Subject to the provisions of the Applicable Laws, the provisions of this Constitution and the provisions of any resolution of the Company and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, shares in the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine, PROVIDED ALWAYS that:-<br><br>(a) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;<br><br>(b) every issue of shares or options to employees and/or Directors of the Company and its subsidiaries under Share Issuance Scheme or Share Grant Scheme shall be approved by the members in general meeting;<br><br>(c) no Director shall participate in a share or option for employees and any participation in Share Issuance Scheme or Share Grant Scheme unless the members in a general meeting have approved the specific allotment to be made to such Director; and<br><br>(d) the rights attaching to shares of a class other than ordinary shares shall be clearly expressed in the resolution creating the same and in this Constitution. | Allotment of shares               |
| 10. | (1) Subject to the Applicable Laws and this Constitution, any preference shares may with the sanction of an Ordinary Resolution be issued on terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as may be provided for by this Constitution.<br><br>(2) If the Company at any time issues preference capital, it shall                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Rights of preference shareholders |

indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued.

- (3) A holder of preference shares must have a right to vote in each of the following circumstances:-
- (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
  - (b) on a proposal to reduce the Company's share capital;
  - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
  - (d) on a proposal that affects the rights attached to the preference shares;
  - (e) on a proposal to wind up the Company; and
  - (f) during the winding up of the Company.
- (4) A holder of preference shares must be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited financial statements and attending meetings.
- (5) The preference shareholders shall have the right to a return of capital in preference to holders of ordinary shares when the Company is wound up.
11. Notwithstanding Article 10, the repayment of preference share capital other than redeemable preference share or any alteration of preference shareholders' rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing obtained from the holders of seventy five per centum (75%) of the preference capital concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting. Repayment of preference capital
12. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of seventy five per centum (75%) of the total voting rights of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. Modification of class rights
- The provisions of the Act and this Constitution relating to general meetings shall mutatis mutandis apply so that the necessary quorum :
- (a) for a meeting other than an adjourned meeting shall be two (2) persons present or representing by proxy holding at least one-third (1/3) of the number of issued shares of the class (excluding any shares of that class held as treasury shares) and that any holder of shares of the class present in person or by proxy may demand a poll; and
  - (b) for an adjourned meeting shall be one (1) person present or representing by proxy holding shares of such class.

To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.

- |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                    |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 13. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class 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 in all respects <i>pari passu</i> therewith.                                                                                                                                                                                                                                                                                           | Alteration of rights by issuance of new shares                     |
| 14. | The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate or the per centum of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of shares, also pay such brokerage as may be lawful. | Commission on subscription of shares                               |
| 15. | Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or return on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.                                                                                                                                     | Interest on share capital during construction of works on building |
| 16. | 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 be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except in an absolute right to the entirety thereof in the registered holder.                                                                                                                                                                                     | Trusts not to be recognised                                        |
| 17. | The Company may issue share certificates or jumbo certificates in respect of shares or securities under the Share Seal or Seal of the Company in such form as the Directors may from time to time prescribe. Every certificate shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Directors for the purpose, and shall specify the number and class of shares.                                                                                                                                                                                                                                             | Share certificates                                                 |

### **CALLS ON SHARES**

- |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                          |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 18. | The Directors may from time to time make calls upon the Members as the Directors may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) 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 |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|



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| 19. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. Any call may be made payable either in one sum or by installments. No shareholder 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 together with interest and expenses (if any).                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | When call deemed made                 |
| 20. | 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 on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum as the Directors may determine but the Directors shall be at liberty to waive payment of the interest in whole or in part.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Interest on unpaid calls              |
| 21. | Any sum which by the terms of issue of a share is made payable on allotment or at any fixed date shall for the purpose 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 the sum had become payable by virtue of a call duly made and notified.                                                                                                                                                                                                                                                                                                                                                                                                                      | Terms of issue may be treated as call |
| 22. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls or installments to be paid and the times of payment of such calls.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Difference in calls                   |
| 23. | The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced, the Company may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance has become payable be treated as paid up on the shares in respect of which they have been paid. | Calls may be paid in advance          |

#### LIEN

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| 24. | The Company shall have a first and paramount lien on every share and dividends declared in respect of such shares (not being a fully paid up share), such lien to be restricted to:- | Company's lien on shares |
|     | (a) unpaid calls and installments upon the specific shares in respect of which such moneys are due and unpaid,                                                                       |                          |
|     | (b) if the shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them; and                                                 |                          |
|     | (c) such amounts as the Company is required by law to pay, and has paid, in respect of the shares of the Member or deceased Member.                                                  |                          |

In each case, the lien extends to reasonable interest and expenses

incurred because the amount is not paid. The Directors may at any time declare any share to be wholly or in part exempted from the provisions of this Article.

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| 25. | The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made until such time as a sum in respect of which the lien exists is presently payable and until there is default in payment of the same at the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as 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 |
| 26. | To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.                                                                                                                                                    | Directors may effect transfer          |
| 27. | The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable but existing upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.                                                                              | Application of proceeds of sale        |

#### **INFORMATION OF SHAREHOLDING**

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| 28. | (1) The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice:-<br><br>(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and<br><br>(b) if he holds them as trustee or nominee, 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 and the nature of their interest.                                                                                                                                                  | Company may require any information of a Member            |
|     | (2) Where the Company is informed in pursuance of a notice given to any person under subsection (1) hereof or under this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-<br><br>(a) to inform it whether he holds that interest as beneficial owner or as trustee; and<br><br>(b) if he holds it as trustee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to identified and the nature of their interest. | Company may require any information of beneficial interest |

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| (3) | The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is 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 an 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 or arrangement and the parties to it. | Member to inform Company |
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### TRANSFER OF SHARES

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| 29. | <p>(i) The transfer of any listed security or class of any listed security of the Company, shall be by way of book entry by the Bursa Depository in accordance with the Rules of the Bursa Depository and, notwithstanding sections 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 the listed securities.</p> <p>(ii) Subject to any written law, the instrument of transfer of any security that is not deposited with Bursa Depository shall be in writing and in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members thereof.</p>                                                                                                                                                                                                                                                                                                                                                                                                            | Transfer of shares                             |
| 30. | In the case of a Deposited Security, the Bursa Depository may refuse to register any transfer of the Deposited Security that does not comply with the Central Depositories Act and the Rules of the Bursa Depository.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Deposited Security                             |
| 31. | <p>In the case of shares not deposited with the Bursa Depository:-</p> <p>(a) The Directors may decline to register any transfer of shares not being fully paid shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the Company has a lien.</p> <p>(b) The instrument of transfer must be left for registration at the Office together with such fee not exceeding RM1.00 as the Directors from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.</p> <p>(c) If the Directors refuse to register a transfer they shall within thirty days after the date on which the transfer was lodged with the Company send to the transferee and the transferor notice of the refusal in accordance with Section 106 of the Act.</p> <p>(d) All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline or refuse to register shall on demand be returned to the person depositing the same.</p> | Shares not deposited with the Bursa Depository |

- (e) The Company shall be entitled to charge a fee, being a sum of money to be paid in advance, as the Directors may from time to time determine and which the Company may be permitted to charge by law, for the registration of every transfer, plus the amount of the proper duty or taxes with which each certificate to be issued in consequence of the registration of such transfer is chargeable under any law for the time being in force.
32. Neither the Company nor its Directors nor any of its officers shall incur any liability for any transfer of shares 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 transferred, the transfer may, as between the transferor and transferee be liable to be set aside and notwithstanding that the Company may have notice of such transfer. And in every such case, the transferee, his executors, administrators and assignees alone 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 hereto. No liability for fraudulent transfer
33. No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. No transfer to infant, bankrupt or person of unsound mind
34. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any shares by the allottee thereof in favour of some other persons. Renunciation
35. The registration of transfer 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. At least Ten (10) market days' notice of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and shall also be given to Bursa Securities. The said notice shall state the reason for which the Register is being closed. At least three (3) market days before the notice shall be given to Bursa Depository to prepare the appropriate Record of Depositors. Suspension of registration

#### **TRANSMISSION OF SHARES**

36. In the case of the death of a Member, the legal representatives of the deceased 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 the deceased Member from any liability in respect of the shares which had been held by the deceased Member. Death of Member
37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have a 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 Share of deceased or bankrupt Member

case of a transfer of the share by that Member before his death or bankruptcy.

38. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer 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. Notice of election
39. Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Directors on that behalf be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Person entitled or may receive dividend, etc.
40. Where:- Transmission of Securities between Registers
- (a) the securities of the Company are listed on another stock 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 the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

#### **SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN**

41. Subject to the Act, the Central Depositories Act and the Rules of the Bursa Depository, where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Record of Depositors as the address of the Member, stating that the Company after the expiration of thirty days from the date of the advertisement, intends to transfer the shares or securities of such Member to the Minister charged with the responsibility for finance. Member whose whereabouts unknown
42. If after the expiration of thirty days from the date of the advertisement, the whereabouts of the Member remain unknown, the Company may subject to the Act, the Central Depositories Act and the Rules of the Bursa Depository, transfer the shares or securities held by the Member to the Minister charged with the responsibility for finance. Transfer to Minister

## FORFEITURE OF SHARES

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| 43. | If a Member fails to pay the whole or any part of any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment remain unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest at the rate which the Directors may determine from time to time from the date appointed for the payment, on the money, for the time being unpaid if the Directors think fit to enforce payment of such interest, which may have accrued.                                                                                                                                       | Notice requiring Payment                           |
| 44. | The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited.                                                                                                                                                                                                                                                                                                                                                                   | Particulars in Notice                              |
| 45. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.                                                                                                                                                                                                                                                                                                                             | Forfeiture                                         |
| 46. | A share so forfeited shall become the property of the Company and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.                                                                                                                                                                                                                                                                                                                                                                                                                                              | Directors may cancel forfeiture                    |
| 47. | A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per cent (8%) per annum or such other rate as may be allowed under the Applicable Laws and determined by the Directors to be calculated from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Liability of member in respect of forfeited shares |
| 48. | The forfeiture of a share shall at the time of forfeiture result in the termination of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Members.                                                                                                                                                                                                                                                                         | Termination of interest                            |
| 49. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.                                                                                                                                                                                                                                                                                                                                                                                                                                | Evidence of forfeiture                             |
| 50. | The Company may receive the consideration, if any, given for a forfeited share on any sale, re-allotment or disposition thereof and may authorise                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Procedure for sale of                              |

the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be recognised as the holder of the share and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or installments payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs.

forfeited shares

51. Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy, as the case may be.

Notice of forfeiture

### CONVERSION OF SHARES INTO STOCK

52. The Company may by Ordinary Resolution passed at a general meeting convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination.

Conversion to be at general meeting

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

Transfer of stock

54. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Members and other matters as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of the stock which would not, if existing in shares, have conferred that rights, privileges or advantages.

Participation of stockholders

55. Such of these Articles as are applicable to paid up shares shall apply to stock and the words “share” and “shareholder” therein shall include “stock” and “stockholder” respectively.

Definition

### INCREASE OF CAPITAL

56. Without prejudice to the rights attached to any existing shares or class of shares, the Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct.

Power to increase capital

57. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities of whatever kind shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from

Offer of new shares

the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

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| 58. | Except so far as otherwise provided by the conditions of issue in this Constitution, any share capital raised by the creation of new shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. | Ranking of new shares |
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**ALTERATION OF CAPITAL**

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| 59. | The Company may by Special Resolution: -                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Power to alter capital  |
|     | <ul style="list-style-type: none"> <li>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>(b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares;</li> <li>(c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and</li> <li>(d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.</li> </ul> |                         |
| 60. | The Company may by Special Resolution reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Power to reduce capital |
| 61. | Subject to any direction by the Company in general meeting, if any consolidation or subdivision and consolidation of shares results in Members being entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sale.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Fractions               |



62. (1) The Company may, subject to its obtaining such approval from the relevant authorities (if required) and to its compliance with the Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws.
- (2) The provisions of Articles 59 and 60 shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under paragraph (1) of this Article.

Purchase of Own Shares

### GENERAL MEETINGS

63. (1) The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting, but so long as a Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold any other annual general meeting in the year of its incorporation or in the year following its incorporation.
- (2) (a) All general meetings other than the annual general meetings shall be called extraordinary general meetings.
- (b) Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution.
- (c) All general meetings may be held at more than one (1) venue using any technology or method at such time and place as the Directors shall determine that enables the Members to participate and exercise the Members' rights to speak and vote at the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum.
- (d) The main venue of the meeting shall be in Malaysia and the Chairman shall be present at that main venue of the meeting.

General meetings

64. The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meeting shall also be convened on such requisition as is referred to in Section 312 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 312 of the Act, a meeting may be convened by such requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

Extraordinary general meeting

65. The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At

Notice of meeting

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 be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

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| 66. | <p>Subject always to the provisions of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of the following:-</p> <ul style="list-style-type: none"> <li>(a) declaring a dividend;</li> <li>(b) the laying of audited financial statements and the reports of the Directors and Auditors;</li> <li>(c) the election of Directors in the place of those retiring;</li> <li>(d) the appointment and the fixing of the fees and benefits of Directors; and</li> <li>(e) the appointment and fixing of the remuneration of the Auditors.</li> </ul> <p>The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be.</p> | Business at meetings                         |
| 67. | <p>In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies, to attend and vote instead of him. A proxy may but need not be a Member of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Requirement in notice calling meeting        |
| 68. | <p>(1) The accidental omission to give notice of any meeting to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate any resolutions passed or the proceedings at any such meeting.</p> <p>(2) A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 65, be deemed to be duly called if it is so agreed:-</p> <ul style="list-style-type: none"> <li>(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</li> <li>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per cent (95%) in total number of the shares having a right to attend and vote at the meeting (excluding any shares in the Company held as treasury shares).</li> </ul>                                                  | Omission to give notice or sufficient notice |
| 69. | <p>(1) The Company shall request the Bursa Depository in accordance with the Rules of the Bursa Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(2) The Company shall also request the Bursa Depository in accordance with the Rules of the Bursa Depository, to issue a Record of Depositors, as at the latest date which is reasonably</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Record of Depositors                         |

practicable which shall in any event be not less than 3 market days before the general meeting (“**General Meeting Record of Depositors**”).

- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), 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.

### PROCEEDINGS AT GENERAL MEETING

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| 70. | The business of an Annual General Meeting shall be the laying of the annual audited financial statements and the reports of the Directors and the Auditors thereon, to declare dividends, to elect Directors in place of those retiring by rotation or otherwise, to appoint the Directors and to fix the fees and benefits of the Directors, to appoint auditors and fix the remuneration of the auditors or determining the manner in which such remuneration is to be fixed and to transact any other business which under these Articles ought to be transacted at any Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.                       | Business of General Meeting         |
| 71. | No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Constitution, “ <b>Member</b> ” includes a person attending as a proxy or representing a corporation which is a Member.                                                                                                                                                                                                                                                                                                                                                                         | Quorum                              |
| 72. | If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum.                                                                                                               | Adjournment                         |
| 73. | The Chairman (if any) of the board of Directors or in his absence, a Deputy Chairman (if any) shall preside as Chairman at every meeting. If there is no Chairman or Deputy Chairman or if at any meeting neither the Chairman nor a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Directors present shall choose one (1) of the member of the board of Directors to act or if one (1) Director only is present he shall preside as Chairman if he is willing to act. If no Director chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairman of the meeting. | Chairman                            |
| 74. | A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Directors’ Attendance               |
| 75. | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Adjournment with consent of meeting |

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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.

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| 76. | If the Chairman in good faith rules out of order an amendment proposed to a resolution under consideration by a meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | No<br>invalidation<br>by error           |
| 77. | Subject to any express requirement of the Listing Requirements, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-<br><br>(a) by the Chairman of the meeting; or<br><br>(b) by at least three (3) Members present in person or by proxy; or<br><br>(c) by any Member or Members present in person or by proxy and representing not less than ten per centum of the total voting rights of all Members having the right to vote at the meeting; or<br><br>(d) by any Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten per centum of the total paid up shares conferring that right. | Evidence of<br>passing of<br>resolutions |
|     | A proxy shall be entitled to vote on a show of hands on any questions at any general meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                          |
|     | Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolutions. The demand for a poll may be withdrawn.                                                                                                                                                                                                                                                                                                                                                                                        |                                          |
| 78. | If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken immediately. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may, in addition to the power of adjourning meetings contained in Article 75 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.                                  | How a poll is<br>to be taken             |
| 79. | In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Chairman's<br>casting vote               |

80.	Subject to the provisions in Article 69, a member of the Company 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
81.	Subject to any rights or restriction attached to any shares or classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy, authorised representative or by attorney. On a resolution to be decided by a show of hands every Member present in person who is the holder of ordinary shares or preference shares with right to vote or a proxy or attorney of such Member shall have one (1) vote and on a resolution to be decided by a poll every Member present in person or by proxy or by attorney shall have one (1) vote for each share he holds. A proxy or attorney shall be entitled to vote both on a show of hands and on a poll. On a show of hands, any Member who is a proxy for another Member, and any person who is a proxy for more than one (1) Member shall have only one (1) vote.	Voting
82.	If any votes shall have been counted which ought not to have been counted, or which might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or at any adjournment thereof as the case may be, it is of sufficient importance to vitiate the result of the voting.	Error in count of votes
83.	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 a common denominator shall carry the same voting power when such right is exercisable.	Shares of different monetary denominations
84.	A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll by his committee or by such other person who properly has the management of his estate and any such committee or other person may vote by proxy or attorney.	Vote of Member of unsound mind
85.	Subject to the provisions in Article 69, no Member shall be entitled to be present or to vote on any question either personally or otherwise, as a proxy or attorney at any general meeting or upon a poll or be reckoned in the quorum in respect of any shares (a) upon which calls are due and unpaid; and/or (b) where the instrument of proxy, the power of attorney or other authority, if any, naming another person or party (other than the said Member) as proxy, attorney, or person/party authorised to so act has not been deposited with the Company in accordance with Article 89.	Member barred from voting while call unpaid
86.	No objection shall be raised to the qualification of any voter except at the general meeting or adjourned general 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.	Objection to qualification of voter
87.	(a) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.	Proxy

- (b) A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Members at the meeting. There shall be no restriction as to the qualification of the proxy. A Member shall not, subject to provisions in Article 87(c), be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a Member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the Member specifies the proportion of his shareholding to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- (c) Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
88. The instrument appointing a proxy shall be in writing in such form as the Directors may from time to time prescribe or approve. Form of proxy
89. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, or where the Member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that Member, shall be deposited at the Office or at such other place 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 at 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 or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings. Instrument appointing proxy to be deposited at the Office of the Company
90. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind or transfer as aforesaid has been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used. Validity of vote given under proxy
91. The termination of proxy shall be in accordance with the Applicable Laws. Termination of proxy
92. (a) Any corporation which is a Member of the Company, may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative or representatives either at a particular meeting or at all meetings of the Company or of any class of Members and a person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company. A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be. Corporate representative

- (b) If the corporation authorises more than one person as its representative:
- (i) every one of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representatives was an individual member of the company;
  - (ii) and more than one of the representatives purport to exercise the power under (i), then
    - (aa) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
    - (bb) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

93. Subject to Section 323 of the Act, any Member may require the Company to give a notice of a resolution which may be properly moved at any general meeting, or circulate any statement pertaining to such resolution or such other business to be dealt with at the meeting, to the Members entitled to receive notice of a meeting of members. The Company shall not be bound to give notice of such resolution or circulate any statement unless the Member shall have served at the Office a copy of the requisition signed by the member pursuant to the Act.
- Requisition  
by  
Members

#### **DIRECTORS : APPOINTMENT, REMOVAL, ETC.**

94. Until otherwise determined by general meeting, the number of Directors shall not be less than two (2) not more than twelve (12). In the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or summoning a general meeting of the Company. No one other than a natural person shall be a Director of the Company. The first Directors of the Company shall be Lee Beng San and Ch'ng Kai Jun.
- Number of  
Directors
95. At the first annual general meeting of the Company, all the Directors shall retire from the office and be eligible for re-election and an election of Directors shall take place each year at the annual general meeting of the Company where 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 number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
- Retirement of  
Directors
96. The Directors to retire in each year shall be those who have been the longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- Selection of  
Directors to  
retire
97. (1) No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in
- Notice of  
candidate as  
a  
Director

writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the board of Directors shall be served on the registered holders of shares at least seven (7) days before the meeting at which the election is to take place.

(2) The cost of serving the notice as required in (1) above on the registered holders of shares where the nomination is made by a Member, shall be borne by the Member making the nomination.

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| 98.  | The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at the meeting is put to the meeting and lost or some other person is elected as Director, a retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected.                                         | Retiring Director deemed to be reappointed   |
| 99.  | At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as the Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.                                                                                                                                                                                                                                   | Motion for appointment of Directors          |
| 100. | The Company may from time to time by Ordinary Resolution passed at a general meeting increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to retire from office.                                                                                                                                                                                                                                                                                                                                               | Increase or reduction of number of Directors |
| 101. | The Company may by Ordinary Resolution of which special notice is given in accordance with Section 206 of the Act, remove any Director before the expiration of his period of office and may if thought fit by Ordinary Resolution and appoint another Director in his stead. The person so appointed shall hold office for as long as the Director in whose place he is appointed would have the same if he had not been removed.                                                                                                                                              | Removal of Directors                         |
| 102. | The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing board of Directors but the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. | Directors' power to fill vacancy etc         |
| 103. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed, no shareholding qualification for Directors shall be required. All the Directors shall be entitled to receive notice of and to attend all general meetings of the Company.                                                                                                                                                                                                                                                                                      | Directors' qualification                     |

#### **REMUNERATION OF DIRECTORS**

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| 104. | The fees and benefits payable to the Directors shall be approved | Directors' |
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annually by an Ordinary Resolution of the Company in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree Provided Always that:- remuneration

- (a) salaries payable to executive Director(s) may not include a commission on or percentage of turnover;
- (b) fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover;
- (c) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and
- (d) fees and benefits payable to Directors shall not be increased except pursuant to an Ordinary Resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.

105. (1) The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending board meetings of the Company. Reimbursement of expenses
- (2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special efforts in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing a special remuneration in addition to his Director's fees and such special remuneration may be by way fixed sum or otherwise as may be arranged.

#### **DISQUALIFICATION OF DIRECTORS**

106. The office of a Director shall become vacant if the Director:- When offices of Director deemed vacant
- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office;
  - (b) Becomes disqualified from being a Director under Section 198 or 199 of the Act;
  - (c) ceases to be or is prohibited from being a Director by virtue of the Act or the Listing Requirements or by law;
  - (d) 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) dies;
  - (f) has retired in accordance with the Act or the Constitution of the Company but is not re-elected;

- (g) resigns his office by notice in writing to the Company and deposited at the Office;
- (h) is removed from his office as Director by resolution of the Company in general meeting of which special notice has been given in accordance with the Act or this Constitution; or
- (i) is absent from more than fifty per centum (50%) of the total Board of Directors' meetings held during a financial year save and except in circumstances where Bursa Securities has granted a waiver or exemption to such Director from complying with this requirement. A Director shall be deemed to be present at a Directors' Meeting if his attendance is by tele-conferencing or video-conferencing or such other electronic means.

### **POWERS AND DUTIES OF DIRECTORS**

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| 107. | <p>The business and affairs of the Company shall be managed by, or under the direction of the Directors. The Directors shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act, the Applicable Laws and the Company's Constitution, and may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in general meeting, subject, nevertheless, to the Applicable Laws, to any of the provisions of the Constitution, to the provisions of the Act and to such regulations, being not inconsistent with the Applicable Laws, this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.</p>                                                          | <p>Business of Company to be managed by Directors</p> |
| 108. | <p>(a) The Directors may exercise all the powers of the Company to borrow money from any person, bank, firm or company and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its subsidiaries, or any related or associated corporation.</p> <p>(b) The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company, or its subsidiaries, or any related or associate corporation.</p> <p>(c) The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or its subsidiaries including any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or its subsidiaries or otherwise.</p> | <p>Directors' borrowing powers</p>                    |

The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital, or to issue debentures or other securities, whether outright or as security for any debt, liability or obligation of an unrelated third party.

109.	The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352, Section 353, Section 354 and Section 355 of the Act (where applicable) in regard to the registration of mortgages and charges therein specified and otherwise.	Register of charges
110.	The Directors may establish or arrange any contributory or non-contributory pension or super-annuation scheme for the benefit of or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses of any such persons provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.	Power to maintain funds
111.	The Directors may exercise all the powers of the Company conferred by the Act in relation to any official Seal for use outside Malaysia and in relation to branch registers.	Power to use official Seal
112.	The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.	Appointment of attorneys
113.	Subject to the Act and the Listing Requirements, the Directors shall not without the prior approval of the Company in general meeting:-  (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company, as defined in the Act; or  (b) exercise any power of the Company to issue securities unless otherwise permitted under the Act; or  (c) enter into any arrangement or transaction with a Director or a director of the holding company of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of a requisite value as defined in the Act.	Limitation of Powers
114.	All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time determine by resolution.	Signing of Cheques etc.

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| 115. | A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Directors to act honestly and use reasonable care, skill and diligence |
| 116. | Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General duty to make disclosure                                        |
| 117. | Subject always to Sections 221 and 228 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or 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 relationship thereby established. | Directors may hold other office                                        |
| 118. | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he was not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Director may act in his professional capacity                          |

### PROCEEDINGS OF DIRECTORS

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| 119. | The Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this Constitution.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Third Schedule excluded      |
| 120. | The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic tele-communicating equipment by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.                                                                                                                              | Meeting of Directors         |
| 121. | Unless otherwise determined by the Directors from time to time, a seven (7) days' notice of all Directors' meeting shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their Alternate Directors, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or Alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Director by hand or by post. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by | Notice of Directors' meeting |

hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

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| 122. | The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Quorum of meeting of Directors                                |
| 123. | The Directors may from time to time elect a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman shall preside as chairman at meetings of the Directors. If a Deputy Chairman has been elected and at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Deputy Chairman shall be the Chairman. If no Deputy Chairman is elected and if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) among themselves to be Chairman of the meeting. | Chairman and Deputy Chairman of Directors' meeting            |
| 124. | Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Directors and provided always that in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of votes and 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 on the question at issue, shall not have a casting vote.                                                                                                                                                                                       | Chairman to have a casting vote                               |
| 125. | The remaining Directors or sole remaining Director may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Directors or Director except in an emergency, may act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.                                                                                                                                                                                                                                                                                                                                                      | Number of Directors below minimum                             |
| 126. | Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested.                                                                                                                                                                               | Disclosure of Interest & Restriction on Discussion and Voting |
| 127. | Subject to Article 126, a Director may vote in respect of:-<br><br>(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or any of its subsidiaries; or<br><br>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for                                                                                                                                                                                                                                                                                                                                                                           | Power to vote                                                 |

which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security.

128. A Director of the Company may be or become a Director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by him as Director of such other corporation in such manner and in all aspects as he think fit (including the exercise thereof in favour of any resolution appointing him as director or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed, a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.
- Directors may  
Become  
directors of  
other  
corporation

#### **ALTERNATE DIRECTOR**

129. (1) A Director may appoint any person (provided such person is not a Director of the Company) approved by a majority of his co-Directors to act as his alternate Director and at his discretion by way of a notice to the Company, remove such alternate Director from office. An alternate Director may only be appointed as an alternate to one Director at any point in time. Any fee paid by the Company to an alternate Director shall be deducted from that Director's remuneration.
- (2) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.
- (3) Any appointment or removal of an alternate Director may be made by cable, telegram, facsimile, telex or in any other manner approved by the Directors. Any cable or telegram shall be confirmed as soon as possible by letter but may be acted upon by the Company meanwhile.
- (4) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him as an alternative Director shall thereupon cease to be an alternate Director.
- (5) 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.
- Alternate  
Director

## **MANAGING DIRECTORS**

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|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 130. | The Directors may from time to time appoint any one of their body to be Managing Director and upon such conditions as they think fit and may vest in such Managing Director the powers hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director shall be subject to the control of the board of Directors.                                                                    | Managing<br>Director                    |
| 131. | The remuneration of a Managing Director or Managing Directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. | Remuneration<br>of Managing<br>Director |
| 132. | A Managing Director shall subject to provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation in accordance with Article 95, resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause shall ipso facto and immediately ceases to be a Managing Director.                                       | Removal of a<br>Managing<br>Director    |

## **COMMITTEES ESTABLISHED AND PERSONS APPOINTED BY DIRECTORS**

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| 133. | (1) The Directors may establish any committees, local boards or agencies comprising one (1) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person or persons so appointed and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. | Power of<br>Directors to<br>Appoint |
|      | (2) The Directors may also appoint any person(s) for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof and may fix his or their remuneration and may delegate to any such person(s) any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person or persons so appointed and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.                                                                                                                                                                                                                                                                                                                                                                         |                                     |

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| 134. | A committee may elect a chairman of its meetings and if no such chairman is elected or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) among themselves to be the chairman of the meeting.                                                                                                                                                                                                                                                                                                                          | Chairman of committees |
| 135. | Subject to any rules and regulations made pursuant to Article 133, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the said committee shall have a second or casting vote except where two (2) persons form a quorum, the chairman of a meeting of any such committee or local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a second or casting vote. | Meeting of committees  |

#### VALIDATION OF ACTS

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|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 136. | Subject to the Act, all acts done by any meeting of the Directors or a committee established by the Directors or by any person(s) appointed by the Directors pursuant to Article 133 above or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there are some defects in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. | Directors' act to be valid |
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#### DIRECTORS' CIRCULAR RESOLUTIONS

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|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| 137. | A resolution in writing signed by a majority of the Directors who may at that time be present in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution may also be signed by such alternate. All such resolutions shall be described as " <b>Directors' Circular Resolutions</b> " and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. The expressions " <b>in writing</b> " or " <b>signed</b> " include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications. | Directors' circular resolutions |
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#### AUTHENTICATION OF DOCUMENTS

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|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| 138. | Any Director or the Secretary or any person appointed by the Directors for the purpose of this Article shall have power to authenticate any documents effecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts there from as true copies or extracts. Where any books, records documents or accounts are kept elsewhere other than in 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. | Authentication of documents            |
| 139. | A documents 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 Article 138 shall be conclusive evidence in favour of all persons dealing with the Company                                                                                                                                                                                                                                                                                                                                                                                       | Conclusive evidence of resolutions and |



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.

extract of minutes of meetings

### **MINUTES AND REGISTER**

140. The Directors shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
- (b) of the names of all the Directors present at each meeting of the Directors and of any committees of Directors and of the Company in general meeting;
- (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees of Directors; and
- (d) of all orders made by the Directors and any committee of Directors.

Minutes to be entered into minutes book

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

141. The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors and managers of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of change in manner prescribed by the Act.
142. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office and shall be open to the inspection of any Member without charge.
143. The Company shall also keep at the Office, registers which shall be open to the inspection of any Member without charge and to any other person on payment of a fee of not exceeding RM10.00 for each inspection of all such matters required to be so registered under the Act, and in particular:-
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
- (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

Directors to comply with Act

Minutes kept at office

Registers to be kept

### **SECRETARY**

144. (1) The Secretary shall be appointed by the Directors in accordance with the Act for such term, at such remuneration and upon such conditions as the Directors think fit and the Secretary so appointed may be removed by the Directors.
- (2) The Directors may if they deem fit appoint:

Secretary

- (a) two (2) or more persons as joint secretaries; and/or
- (b) an assistant or deputy secretary,

for such term, at such remuneration, and upon such conditions as shall be determined by the Directors; and such secretaries so appointed may be removed by the Directors.

- (3) The Directors may from time to time by resolution appoint a temporary substitute for any Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.
- (4) The Secretary may resign from his office by notice in writing to the Board left at the Office and its principal place of business. Such resignation shall be effective on the expiry of seven (7) days from the date of the notice of resignation.
- (5) A provision of the Act or this Constitution requiring or authorising a thing to be done by the Secretary shall be satisfied by its being done by one or more of the Joint Secretaries, if any, for the time being appointed by the Directors.

#### SEAL

145. (1) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorised to use the Seal. Every instrument to which the Seal shall be affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Directors for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates only), as the case may be, of the Company and the Directors may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Directors from time to time in such resolution.
- (2) The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Directors.
- (3) The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is an exact copy of the Seal of the Company with the addition on its face of the words "**Securities**" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 145(1).

Authority for  
use of Seal

## ACCOUNTS

146. The Directors shall cause proper books of accounting and other records which will sufficiently explain the financial position or operations of the Company including its subsidiaries, to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether or not and to what extent and at what times and place and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in a general meeting. Subject always to Section 245(5) and (6) of the Act, the books of accounting and records of operations as aforesaid shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
- Books of account open to inspection by Directors
147. The Directors shall from time to time in accordance with the Act cause to be prepared, sent to every Member and laid before the Company in general meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months. A copy of each of the abovementioned documents in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty one (21) days before the date of the general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Article 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 these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
- Circulating copies of audited financial statement and directors' report

## AUDIT

148. The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act and their duties regulated in accordance with the Act. 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 was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
- Appointment and duties of auditors
149. The auditors for the time being of the Company shall be entitled to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.
- Attendance of Auditors at general meetings where financial statements are laid

## DIVIDENDS AND RESERVES

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|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 150. | The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Declaration of dividends                                                                      |
| 151. | The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. | Interim dividends                                                                             |
| 152. | <p>(a) The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board.</p> <p>(b) The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.</p>                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Distribution of dividends out of profit</p> <p>Distribution only if Company is solvent</p> |
| 153. | The Directors may before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserve fund which shall be applied by the Directors in their absolute discretion as they think conducive to the interest of the Company and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company and without being bound, keep the same separate from the other assets. The Directors may also without placing the same to reserve carry forward any profits of which they may think prudent not to divide.                                                       | Directors may form reserve fund and invest                                                    |
| 154. | Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.                                                                                                                                                                                                                                                                                          | Payment of dividends                                                                          |

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|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 155. | The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Deduction of dividends                                                              |
| 156. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares herein before contained entitled to become a Member or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Dividends due may be retained until registration                                    |
| 157. | All dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared may be dealt with in accordance with the provision of the Unclaimed Moneys Act, 1965.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Unclaimed dividends may be invested                                                 |
| 158. | Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock 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 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Distribution of specific assets                                                     |
| 159. | All cash distribution 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, if several persons are entitled in consequence of the death or bankruptcy of the holder, to any one of such persons or to such persons and such address as such persons may in writing direct or by way of telegraphic transfer or electronic transfer or direct transfer or remittance to such account as provided to Bursa Depository from time to time by such holder or the person entitled to such payment or via any other mode or manner as may be prescribed by the Act, Listing Requirements of Bursa Securities and any other relevant authority for the time being in force. Every such mode of payments shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or direct transfer or remittance shall operate as a good and full discharge to the Company in respect of the money represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or direct transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. Where the members have provided to Bursa Depository the relevant contact details for purposes of electronic notifications, the Company shall notify them electronically once the Company has paid the cash distribution out of its accounts. | Payment by Cheque or Telegraphic Transfer or Electronic Transfer or Direct transfer |
| 160. | Subject to the approval being obtained from the Members of the Company and the Listing Requirements, 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 there under or issued by Bursa Securities and any other relevant authorities in respect of thereof.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Dividend Reinvestment Scheme                                                        |

## CAPITALISATION OF PROFITS

161. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in the one way and partly in the other and the Directors shall give effect to such resolution. Bonus issue
162. Whenever such a resolution as aforesaid in Article 161 shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid up 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 in discharging debentures of the Company 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 entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members. Power of applications of undivided profits

## LANGUAGE

163. Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute book and other records for so long as the original accounts, minute books and other records are required by the Act to be kept. Translation

## NOTICES

164. Subject to the Act and any rules prescribed by Bursa Securities from time to time, a notice, document or any other information may be served on, delivered to or made available by the Company to any Member:- Service of notices and / or documents
- (a) in hard copy, either delivered personally or sent by post in a prepaid letter addressed to such Member at his last known address;
- (b) in electronic form, and sent by the following electronic means:-

- (i) transmitting to his last known electronic mail address; or
- (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given to them accordingly;
- (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

165. Subject to the Act and any rules prescribed by Bursa Securities from time to time, any notice or document or any other information shall be deemed to have been served or delivered by the Company to a Member: When service deemed effected

- (a) where any notice or document has been sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. In providing service by post it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into a post office letter box or post box or by a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted.
- (b) where the notice or document is left by the Company at a registered address of a Member, it shall be deemed to have been served on the day it was left there;
- (c) where the notice or document is sent by electronic means:-
  - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 164(b)(i) PROVIDED ALWAYS that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; or
  - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 164(b)(ii); 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 on the relevant electronic platform has been given pursuant to Article 164(b)(iii).

In the event that service of a notice or document pursuant to Article 165(c) is unsuccessful, the Company shall within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service of the notice or document in hard copy.

- (d) where the notice or document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published;
- (e) where the notice or document is sent by any other means authorised in writing by the Member concerned, it shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.

Any Member present, either personally or by proxy, at any meeting of the Company or class of members of the Company shall for all purposes be deemed to have received due notice for such meeting and, where requisite, of the purposes for which such meeting was convened.

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| 166. | A notice and/or document may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and / or document in respect of such share, which, prior to his name and/or address being entered in the Register of Members as the registered holder of such share have been duly given to the person from whom he derives the title to such share.                                                                                                                                                                                                                          | Notice and/or document in case of death or bankruptcy |
| 167. | <p>(1) Notice of every general meeting shall be given in any manner herein before specified to:-</p> <ul style="list-style-type: none"> <li>(a) every Member;</li> <li>(b) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for his death or bankruptcy would be entitled to receive notice of the meeting;</li> <li>(c) the Auditors for the time being of the Company;</li> <li>(d) the Directors for the time being of the Company; and</li> <li>(e) every stock exchange in which the Company is listed.</li> </ul> <p>(2) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.</p> <p>(3) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.</p> | Who may receive notice                                |
| 168. | Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 164 and 165 shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Notice and/or document by advertisement               |



advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language.

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| 169. | A Member's address, electronic mail address, telephone number and any other contact details provided to the Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. | Last known address for service |
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#### WINDING UP

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| 170. | If the Company is 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 preferred payments under the Act, with the sanction of a Special Resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. | Distribution of assets in specie        |
| 171. | 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:-<br><br>(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<br><br>(b) If in the 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, at the commencement of the winding up, on the shares held by them respectively.         | Effect of insufficient or excess assets |
| 172. | On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Voluntary liquidation                   |

#### SECURITY CLAUSE

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| 173. | (a) Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the | Discovery of Company's confidential information |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|

Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company if communicated to the public.

- (b) Directors or officers of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including during any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.

#### **INDEMNITY**

174. Subject to the provisions of the Act, every Director, Managing Director, agent, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability.
- Indemnity for Company's officer

#### **RECONSTRUCTION**

175. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Directors or the liquidator to sell his proportion and pay him the net proceeds and the Directors or the liquidator shall, if practicable, act accordingly.
- Reconstruction

#### **COMPLIANCE WITH STATUTES, REGULATIONS AND RULES**

176. 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 other directives or requirements imposed by the Commission and other appropriate authorities to the extent required by law, notwithstanding any provisions on this Constitution to the contrary.
- Compliance with statutes, regulations and rules
177. Subject to the Applicable Laws and the provisions of this Constitution, the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in or handle all related party transactions involving recurrent transactions of a revenue or
- General Mandate

trading nature which are necessary for the day to day operations of the Company.

### **EMPLOYEES**

178. The Directors shall employ and dismiss employees of the Company as it may deem necessary and determine the amount of their salaries, pay the expenses of the Company, and generally do all those things necessary for the smooth running of the Company. Employees

### **APPOINTMENT OF ADVISERS AND CONSULTANTS**

179. The Directors may appoint:- Advisers and consultants
- (a) an advocate and solicitor or a firm of advocates and solicitors as legal adviser or advisers of the Company; or
  - (b) a firm of accountants, a merchant bank or any other person as an adviser or a consultant of the Company,

upon such terms and conditions as it considers appropriate and in such cases, the Directors may pay such remuneration for work and services rendered by such person as it deems fit.

### **ALTERATIONS OF CONSTITUTION**

180. Subject to the provisions of 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. Alterations of Constitution

### **EFFECT OF THE LISTING REQUIREMENTS**

181. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, that act shall not be done. Effect of the Listing Requirements
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
  - (c) 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).
  - (d) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
  - (e) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
  - (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of inconsistency.
  - (g) For the purpose of this Article, unless the context otherwise requires, Listing Requirements is as defined in Article 6.

