

THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

TANCO HOLDINGS BERHAD
Registration No. 195801000190 (3326-K)

Incorporated on the 8th day of December 1958

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1. The name of the Company is TANCO HOLDINGS BERHAD (Registration No. 195801000190 (3326-K)).
2. The registered office of the Company shall be situated in Malaysia.
3. The provisions set out in the Third Schedule of the Companies Act 2016 shall not apply to the Company except so far as the same are repeated or contained in this Constitution.
4. Section 21 of the Companies Act 2016 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 not prohibited under any law for the time being in force in Malaysia.
5. The liability of the Members is limited.

DEFINITION AND INTERPRETATION

6. In this Constitution, words and expressions standing in the first column of the table next hereinafter contained shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively in the second column thereof:-

Words & Expressions	Meanings
Act	The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and every other act for the time being in force concerning companies and affecting the Company.
Applicable Law	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, 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 securities commission and/or other relevant regulatory bodies and/or authorities.
Auditors	An auditor defined under the Act and for the time being of the Company.
Authorised Nominee	A person who is authorised to act as a nominee as specified under the Central Depositories Act.
Board	The Board of Directors for the time being of the Company and where the context permits or requires, shall mean the Directors whose Member is not less than the required quorum acting as a Board of Directors.
Books closing date	The specified time and date set by the Company for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
Bursa Depository or Depository	Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W) including any further change to its name.

Central Depositories Act	The Securities Industry (Central Depositories) Act 1991, including any statutory modification, amendment or re-enactment thereof for the time being in force.
Chairman	The Chairman or Chairperson for the time being of the Board.
Clause	Any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Law.
CMSA	The Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	Tanco Holdings Berhad (Company Number: 3326-K), including any further change to its name.
Constitution	This Constitution as originally framed or as may be altered from time to time by way of passing a Special Resolution.
Deposited Security	Security standing to the credit of a Securities Account of a Depositor subject to provisions of the Depositories Act and the Rules of the Depository.
Depositor	A holder of a securities account established by the Depository.
Directors	The Directors for the time being of the Company.
Electronic Address	any address or number used for the purpose of sending or receiving documents or information by electronic means.
Electronic Communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Electronic Form	document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form (for example sending an electronic copy (CD-ROM) by post) whereby a recipient of such document or information would be able to retain a copy.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Listing Requirements	The Listing Requirements of the Exchange including any amendments to the Listing Requirements that may be made from time to time.
Market Day	Any day between Mondays and Fridays which is not a market holiday of the Exchange or public holiday.
Member	Shareholder/Stockholder whose name appears in the Register of Members includes a depositor who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
Month	Calendar month.
Office	The registered office for the time being of the Company.
Paid up	Shall include credited as paid up.

Register of Members	The Register of Members to be kept pursuant to the Act and unless otherwise expressed to the contrary, includes the Record of Depositors.
Record of Depositors	A record provided by the Depository to the Company under Chapter 24.0 of the Rules of the Depository.
Rules of the Depository	the Rules of the Bursa Depository and any appendices thereto including any modifications, amendments and/or supplemental from time to time.
Seal	The Common Seal of the Company or in appropriate cases the official seal or duplicate Common Seal.
Secretary	Any person or persons appointed to perform the duties of Secretary of the Company and shall include a joint or deputy Secretary.
Securities	Securities defined in Section 2(1) of the Central Depositories Act or any modification, amendment or re-enactment thereof for the time being in force.
Securities Account	An account established by the Depository for a depositor for the recording of deposit and for dealing in such securities by the depositor.
Shares	shares in the Company.
The Exchange	Bursa Malaysia Securities Berhad (Co. No. 635998-W) and shall include any other stock exchanges on which the Company's shares may for the time being be listed.
Dividend	shall include bonus.

Reference to "writing" shall include, unless the contrary intention appears, be construed as including references to printing, lithography, photography, words, letters, figures or marks symbols, other information and other modes of representing or reproducing words in a visible form, whether in a physical document or in any electronic communication or form or otherwise howsoever.

Words denoting the singular number shall include the plural number and vice versa.

Words denoting the masculine gender shall include the feminine and neuter gender and vice versa.

Words denoting persons shall include corporations and companies.

Save as aforesaid, any words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967, as amended from time to time and any re-enactment thereof, in the Act or Central Depositories Act or the Rules of the Depository, as the case may be, shall, except where the subject or context forbids, bear the same meanings as wherever used in this Constitution.

The headings, sub-headings and side notes are inserted for convenience of reference only and shall not affect the construction of this Constitution.

CAPITAL

7. The share capital of the Company is the issued share capital of the Company.

8. The Company shall have power to increase the said capital, and to divide any share of the original or any new capital into different classes, which may from time to time be issued or held with any preference or priority with regard to dividend, distribution of assets or otherwise, over or ranking equally with any other shares, whether at the time issued or created or not, and whether preference, ordinary or other shares, or as deferred shares, and with or without a right to the whole or any part of the surplus assets after repayment of paid-up capital; and with a special or without any right of voting, and to alter the Constitution for the purpose of giving effect to any preference, priority or right, or special condition as to right of voting, or for effecting any alteration or abandonment of any right or privilege at any time attached to any class of shares, as well as in any other way, and upon the subdivision of a share, the right to participate in profits or in the distribution of assets, or the right to vote, may be apportioned in any manner as between the several shares resulting from such subdivision.

9. The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Clause shall prohibit transactions mentioned in Section 127 of the Act or the circumstances set out in Section 127 of the Act.

10 The Company may, subject to and in accordance with the provisions of the Act and/or any other applicable law and any rules, regulations and guidelines thereunder and subject further to the provisions of the rules, regulations and guidelines of the Exchange and/or any other relevant authority as issued from time to time, purchase its own shares and make payments in respect of the purchase of its own shares on such date(s), terms and manner as may be determined from time to time by the Directors. Any shares so purchased shall be dealt with in accordance with the provisions of the Act and/or any other applicable law and any rules, regulations and guidelines of the Exchange and/or any other relevant authority as issued from time to time.

SHARES

11. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of the Act, the Listing Requirements, this Constitution and to the provisions of any resolution of the Company, the Directors may issue, allot, or otherwise dispose of such shares to such person at such price on such terms and conditions, grant options over, or issue with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise dispose of such shares in the Company to such persons on such terms and conditions and at such times as the Directors may determine, provided always that:-

- (1) In case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five per cent (5%) of the number of shares/issued share capital.
- (2) In case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution or in the resolution creating the same.
- (3) No issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members of the Company in meeting of Members.
- (4) No Director and/or persons connected to them shall participate in a share issuance scheme or other convertible securities to employee unless the Members in meeting of Members have approved of the specific allotment be made to such Director and/or persons connected to them.
- (5) the Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees; and
- (6) the Company must allot and issue Securities, dispatch notices of allotment to the allottees and make an application for the quotation of such securities within such periods as may be prescribed by the Exchange.

12. (1) Subject to the Applicable Law, Act and to this Constitution, any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are or at the option of the Company are liable, to be redeemed and the Company shall have the power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.
- (2) Preference shareholders shall have the same rights as ordinary shareholders as regard receiving notices, reports and financial statements, and attending meetings of Members of the Company. Preference shareholders shall also have the right to vote at any meeting on a proposal to reduce the Company's share capital, for the disposal of the whole of the Company's property, business and undertaking, to wind up the Company or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend or part of the dividend on the preference shares is in arrears more than six (6) months and during the winding up of the Company.
13. (1) Unless otherwise determined by the Company in meeting of Members any new shares or other convertible securities from time to time to be created shall before they are issued be offered to the Members who are as at the date of the offer entitled to receive notices of meetings of Members of the Company in proportion as nearly as the circumstances admit to the number of existing shares or securities held by them. Such 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 such 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, subject to this Constitution, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares or securities as aforesaid, which by reason of the proportion borne by them to the number of shares or securities held by persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.
- (2) (a) Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules of Depository, notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares or convertible securities if the total number of those share or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds 10% of the total number of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with prior approval of the Members in meeting of Members of the precise terms and conditions for the issue.
- (b) In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised.
- (3) Notwithstanding subparagraph 13(1) above, the Company may apply to the Exchange for waiver of convening meetings of Members to obtain Members' approval for further issues of shares (other than bonus or rights issues) where:-
 - (a) in accordance with the provision of Section 75 of the Act, there is still in effect a resolution approving the issuance of shares by the Company;
 - (b) the aggregate of the shares issued in any one (1) financial year (other than by way of bonus or rights issues) does not exceed ten percent (10%) of the issued share capital of the Company; and
 - (c) The Company must ensure that all new issues of shares for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such shares save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees.

14. The Company may pay to any person a commission conferred by Section 80 of the Act in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that such commission shall not exceed ten percent (10%) of the price at which such shares are issued, or an amount equivalent to such percentage and shall be disclosed in the manner required by that Section. The Company (or the Directors on behalf of the Company) may on any issue of shares pay such brokerage as may be lawful.

15. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company (or the Directors on behalf of 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 prescribed in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works, building or provision of the plant.

16. Except as required by law and as provided under the Rules of Depository, no person shall be recognised by the Company as holding any share upon any trust, expressed, implied or constructive and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right or (except only as by this Constitution, the Central Depositories Act and the Rules of the Depository otherwise provide) any interest in any fractional part of a share or any other right in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by this Constitution otherwise expressly provided or as by the Act or the Central Depositories Act and the Rules of the Depository required or pursuant to any order of the Court.

17. No person shall exercise any rights of a Member until his name shall have been entered in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him.

18. If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.

CERTIFICATES

19. The Company may issue jumbo certificates in respect of shares or securities in favour of Bursa Depository as may be directed by the Securities Commission or Bursa Depository pending the crediting of shares or securities into the securities account of the person entitled to such shares or securities or as may be prescribed by the Central Depositories Act and the Rules of Bursa Depository PROVIDED ALWAYS that every certificate shall be issued under the share seal or seal in such form as the Board shall from time to time prescribe and shall bear the signature of at least one Director and a second Director or the Secretary or some other person appointed by the Board, and shall specify the number and class of shares or securities to which it relates and the issue price of the shares or securities.

ALLOTMENT OF SHARES AND DESPATCH OF NOTICES OF ALLOTMENT AND APPLICATION FOR QUOTATION OF SHARES

20. Subject to the provisions of the Act, the Central Depositories Act and the Rules of the Depository, the Company shall within the following period, allot and issue shares, despatch notices of allotment to the allottees and make an application for a quotation of such shares:-

- (1) within eight (8) market days of the final applications closing date for a public issue or such other period as may be prescribed by the Exchange;
- (2) within eight (8) market days after the final applications closing date for a right issue or such other period as may be prescribed by the Exchange;
- (3) in respect of a share scheme for employees, within eight (8) market days of the date of receipt of a notice of the exercise of the option together with the requisite payment or such other period as may be prescribed by the Exchange;
- (4) in respect of conversion or exercise of convertible securities, within eight (8) market days of the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed by the Exchange.

21. The Company must not allot or issue securities until after it has filed with the Exchange an application for listing of such additional shares and has been notified by the Exchange that they have been authorised for listing.

LIEN

22. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien in respect of unpaid calls and instalments upon the specific shares in respect of which such moneys were due and unpaid and on the shares of a Member or deceased Member for such amounts as the Company may be called upon by law to pay and has paid. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

23. 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 unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days from a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have 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.

24. To give effect to any such sale, the Directors may authorise any person to transfer the shares sold to the purchaser thereof or as the case may be, authorise its registrar to cause the Depository to credit the Securities Account of the purchaser of the shares sold or otherwise in accordance with the direction of the purchaser. 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 relating to the sale.

25. The proceeds of the 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 similar lien for sums not presently payable which exists over 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.

26. No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).

CALL ON SHARES

27. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the conditions of allotment of shares made payable at fixed date, PROVIDED that (except as otherwise fixed by the terms of issue) no call on any share shall exceed one-fourth (1/4th) of the issued price of the share or be payable at less than thirty (30) days from the last call and each Member shall (subject to his being given at least fourteen days' notice specifying the date, time and place of payment) pay to the Company on the date, time and place so specified the amount called on his shares. A call may, before the receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or in part.

28. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

29. If before or on the day appointed for payment thereof, a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest or compensation on that sum at such rate not exceeding eight percent (8%) per annum as the Directors may fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest or compensation wholly or in part.

30. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date on which, by the terms of allotment, the same becomes payable and in the case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

31. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

32. The Directors may, if they think fit, receive from any Member willing to advance payment of all or any part of the moneys of any of the uncalled and unpaid shares held by him, and upon receipt of all or any of the moneys so advanced may (until the same would but for such advance become presently payable) pay interest at such rate, not exceeding (unless the Company in meeting of Members shall otherwise direct) eight percent (8%) per annum, as may be agreed upon by the Directors and the Member but no money so advanced shall, whilst carrying interest, confer any right to participate in profits.

33. At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member sued is entered in the Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minutes book of the Directors and that notice of such call was duly given to the Member sued according to the provisions of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the Members sued to the Company.

INFORMATION ON SHAREHOLDING

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

TRANSFER OF SHARES

35. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee provided that subject to compliance with the Central Depositories Act and the Rules of the Depository, an instrument of transfer in respect of which the transferee is the Depository shall be effective although not signed by or on behalf of the Depository if it has been certified by an authorised depository agent pursuant to Section 18 of the Central Depositories Act. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members or Record of Depositors in respect thereof. There shall be no restriction on the transfer of fully paid securities except where required by law or under this Constitution.

36. The transfer of any securities or class of securities of the Company, shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of securities or class of securities which have been deposited with Depository by the Company.

37. (1) The Depository may, in its absolute discretion, refuse to register any transfer of deposited security that does not comply with the Central Depository Act and the Rules of the Depository.

(2) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties or registered by the Depository, although the same 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 be liable to be set aside and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred or otherwise in defective manner and in every such case the person registered as transferee 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.

38. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share or securities by the allottee thereof in favour of some other person.

39. No securities or class of securities of the Company shall in any circumstances be transferred to any infant, bankruptcy or person of unsound mind.

40. Subject to the Rules and Listing Requirements the transfer of any securities may be suspended at such times and for such period as the Director may from time to time determine, PROVIDED that it shall not be suspended for more than thirty (30) days in any year and at least ten (10) market days' notice or such other period as may be prescribed by the Exchange notice of books closure shall be given to each Exchange. At least three (3) market days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice shall be given to the Depository.

TRANSMISSION OF SHARES

41. In the case of the death of a Member where the deceased is a sole holder, the legal personal representative, and where the deceased is a joint-holder, the survivor, shall be the only persons recognised as having any title to his shares, but nothing herein contained shall release the estate of a deceased Member joint-holder from any liability in respect of any share which had been jointly held by him with other persons.

42. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon the production of such evidence as to his title as may from time to time be properly required by the Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof but the Depository shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Subject to the Rules of the Depository, the Act, the Central Depositories Act, the Listing Requirements and other Applicable Law, a transfer of the share may be carried out by the person becoming so entitled by execution of the prescribed transfer form and lodgement of all documents required in accordance with the Rules of the Depository and other Applicable Laws. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Depository a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such share to his nominee. All the limitations, restrictions and provisions of the Act relating to the right to transfer shares and the registration of transfer thereof shall apply 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 executed by that Member.

43. Where the registered holder of any share dies or becomes bankrupt his legal personal representative or the assignee of his estate, as the case may be, upon the production of such evidence as may from time to time be properly required by the Directors and upon registration as a Member shall 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.

44. A person entitled to a share by transmission shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend, or participate, or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall become a Member in respect of the share.

TRANSMISSION OF SHARES FROM FOREIGN REGISTER

45. Where (if applicable): -

- (1) The shares of the Company are listed on another stock exchange; and
- (2) 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 Depository in respect of such Shares,

the Company shall, upon request of a shareholder, permit a transmission of shares held by such shareholder 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 shares.

FORFEITURE OF SHARES

46. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest or compensation at such rate not exceeding eight percent (8%) per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

47. The notice shall state a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which such call or instalment of such part as aforesaid, and all interest, compensation and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such calls were made will be liable to be forfeited.

48. If the requisitions of any such notice aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest, compensation and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

49. When 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 to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of Members opposite to the share PROVIDED that where the share is a deposited security, the share forfeited shall be designated in the manner if any in accordance with the Central Depositories Act and the Rules of the Depository but the provisions of this Constitution are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

50. Any share and dividends so forfeited shall be deemed to be the property of the Company. A forfeited share may be re-allotted, re-issued, sold or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before re-allotment, re-issue, sale or disposition of the forfeiture may be cancelled on such terms as the Directors think fit.

51. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest or compensation thereon at eight percent (8%) per annum or such other rate as maybe allowed under the Applicable Law and determined by the Directors to be calculated from the date of forfeiture until payment but the Directors shall be at liberty to waive payment of such interest or compensation wholly or in part and generally to satisfy all the other (if any) claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

52. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in, compensation, 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 by the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members.

53. A statutory declaration in writing by a Director or Secretary of the Company that a share in Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated in the declaration against all persons claiming to be entitled to the shares. The Company may receive the consideration if any, given for a forfeited share on any sale or disposition thereof and authorize some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and the Company 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 residue of the proceeds of re-allotment, re-issue, sale or disposition of shares which are forfeited after the satisfaction of the unpaid calls or instalments payable at fixed times, and accrued interest, compensation and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or to his executors, administrators, or assignees or as he directs.

ALTERATION OF CAPITAL

54. (1) The Company in meeting of Members may by ordinary resolution:-
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its capital by the amount of shares so cancelled;
 - (c) subdivide its share capital or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
 - (d) subject to the provisions of the Act, convert any class of shares into any other class of shares.
- (2) The Company may, by Special Resolution reduce its share capital by any manner permitted or authorised under and in compliance with the Applicable Law.

CONVERSION OF SHARES INTO STOCK

55. (1) The Company may from time to time, by ordinary resolution of a meeting of Members convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any number.
- (2) When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in meeting of Members shall direct, but in default of any such direction in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
- (3) The holders of stock shall, according to the amount of the stock held by stockholder, have the same rights, privileges and advantages with regard to dividends, voting at meetings of Members and other matters, as if stockholder held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends, profits of the Company and in assets on a winding up) shall be conferred by any such part of stock which would not, if existing shares, have conferred such privileges or advantages.
- (4) All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder" respectively.

INCREASE OF CAPITAL

56. The Company may from time to time, whether all the shares for the time being issued shall have been fully paid 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 (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the Company by the resolution authorizing such increase directs.

57. The Company may simultaneously with the resolution increasing the capital or at any time thereafter give any lawful directions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

58. The Company may apply to the Exchange for waiver of convening meetings of Members to obtain the approval of Members for further issues of shares (other than bonus or rights issues) where in accordance with the provisions of Section 75 and Section 76 of the Act, there is still in effect, a resolution approving the issuance of shares by the Company and aggregate issues of which in any on financial year do not exceed ten per cent (10%) of the issued share capital of the Company.

59. Except so far as otherwise provided by the conditions of issue, any capital raised by creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transfer, transaction, transmission, forfeiture, lien or otherwise and shall also be subject to the Rules of the Depository.

MODIFICATION OF CLASS RIGHTS

60. 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 shares of that class) may, subject to the provision of Section 69 of the Act and whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of Members of the holders of the shares of that class and all the provisions of this Constitution relating to meetings of Members shall, mutatis mutandis, apply to every such meeting except the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3rd) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll PROVIDED HOWEVER that in the event of necessary majority for such a special resolution not having been obtained in the manner aforesaid, consent in writing may be secured by Members holding not less than seventy five per centum (75%) of the voting rights of the issued shares of that class and such consent if obtained within two (2) months from the date of the separate meeting of Members shall have the force and validity of a special resolution duly carried at that meeting by a vote in person or by proxy. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply.

61. Notwithstanding Clause 60 hereof, the repayment of preference capital other than redeemable preference, or any other alteration of preference shareholder rights, may only be made pursuant to a special resolution of the preference shareholder concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than seventy five per centum (75%) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

62. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not unless otherwise expressly provided by the terms of issue of such shares be deemed to be modified by the creation or issue of further shares ranking as regard to participation in the profits or assets of the Company in some or in all respects pari passu therewith.

MEETINGS OF MEMBERS

63. An annual general meeting shall be held once at least in every year, at such time (within six (6) months of the Company's financial year end and not more than fifteen (15) months after holding of the last preceding annual general meeting except as may be allowed by the provisions of the Act in respect of the first annual general meeting) and subject to Section 327 of the Act at such place, as may be determined by the Directors. All meetings of Members other than annual general meetings shall be called meeting of Members. Every notice of an annual general meeting shall be issued in accordance with the Applicable Law and shall specify the meeting of Members as such and every meeting of Members convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.

Such meeting of its Members may be held at more than one venue using any technology or method that enables the Members of the Company to participate and to exercise the Members' rights to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.

64. The Directors may call a meeting of Members whenever they think fit, and shall, on requisition in accordance with the provisions of the Act, proceed to convene the meeting of Members as required by the provisions of the Act, or if the Company makes default in convening a meeting of Members in compliance with a requisition received pursuant to Section 311 of the Act, a meeting of Members may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting of Members 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.

NOTICE OF MEETINGS OF MEMBERS

65. The notice convening meetings of Members shall specify the place, date and time of the meeting, and the general nature of the business of the meeting. Notice of meeting of Members shall be given to every Members, Directors and Auditors of the Company as 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. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and 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 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.

66. (1) The Company shall request the Depository in accordance with the Rules of the Depository to issue the Record of Depositors to whom notices of meetings of Members shall be given by the Company.
- (2) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue the Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days or such other period may be prescribed under the Listing Requirements or by the Exchange from time to time before the meeting of Members ("the General Meeting Record of Depositors").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat by person or proxy unless his name appears in the Meeting of Members' Record of Depositors.

67. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the Clause 65, be deemed to have been duly called if it is so agreed:-

- (1) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (2) in the case of any other meeting, by a majority in number of the Members entitled to attend and vote at the meeting, who together holding not less than ninety-five percent (95%) of the shares giving that right to attend and vote at the meeting, excluding any shares in the Company held as treasury shares.

68. In every notice calling a meeting of Members of the Company, there shall appear prominently, a statement informing the Member that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, participate, speak and vote instead of him and that a proxy need not be a Member and there shall be no restriction as to the qualification of the proxy.

69. Where by the Act, a special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it had been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof in any manner allowed by this Constitution not less than fourteen (14) days before the meeting but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice although not given to the Company within the time required by this Constitution shall be deemed to be properly given.

70. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any person shall not invalidate the proceedings at the meeting.

71. Subject to Section 323 of the Act, members of the Company may require the Company to circulate statements to members of the Company entitled to receive notice of meeting of Members of the Company.

PROCEEDINGS AT MEETINGS OF MEMBERS

72. All business that is transacted at a meeting of Members and also all business that is transacted at an annual general meeting shall be deemed special with the exception of the laying of the audited financial statement and audited group financial statement (if any) and the reports of the Directors and Auditors and any other documents annexed to the audited financial statements, the election of Directors in the place of those retiring by rotation or otherwise, the appointment and the fixing of the Directors' fees and benefits payable and the appointment and fixing of the remuneration of the Auditors

73. No business shall be transacted at any meeting of Members unless a quorum is present when the meeting proceeds to business, three (3) Members personally present at the meeting or by proxy shall be a quorum for all purposes. For the purposes of constituting a quorum:-

- (1) One or more representatives appointed by a corporation shall be counted as one Member; or
- (2) One or more proxies appointed by a person shall be counted as one Member.

74. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of or by 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 such other date, time or place as the Directors appoint and if at such adjourned meeting a quorum is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present in person or by proxy, not being less than two (2) shall be a quorum.

75. The Chairman (if any) of the Board of Directors shall preside at every meeting of Members of the Company. If there is no such Chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the same, or is unwilling to act as Chairman, the meeting shall choose one of the Director to be Chairman, and if no Director is present or if all the Directors present decline to take the chair, the meeting shall choose one of the Members present to be Chairman.

76. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place. When such 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.

77. Any resolution as set out in the notice of any meeting of Members, or in any notice of resolution which may properly be moved and is intended to be moved at any meeting of Members shall be voted by poll or in such other manner which is not prohibited under the Listing Requirements.

Notwithstanding the above, subject to the Listing Requirements and the Act, at any meeting of Members where a resolution is allowed to be put to the vote of the meeting to be decided on a show of hands, a poll may be demanded (before or on the declaration of the result of the show of hands):-

- (1) by the Chairman; or
- (2) by at least three (3) Members present in person or by proxy; or
- (3) by any Member or Members present in person or by proxy and representing not less than ten percent (10%) of the total voting rights of all the Members having the right to vote at the meeting excluding any voting rights attached to shares in the Company held as treasury shares; or
- (4) by a Member or Members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting and being shares on which an aggregate sum has been paid up equal to not less than ten percent (10%) of the total sum paid up shares conferring that right excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minute of proceeding 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 such resolution.

The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding poll. A demand by a person as proxy for a Member shall be the same as a demand by the Member.

If any votes shall have been counted which ought not to have been counted, or might have been rejected, such error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any meeting or any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

If a poll is duly demanded, it shall be taken either forthwith or after an interval or adjournment or otherwise as the Chairman may direct (including the use of a ballot or voting papers or tickets or electronically using various forms of electronic voting devices), and the result of the poll shall be the resolution of the meeting of Members at which the poll was demanded. The Company shall appoint at least one (1) scrutineer to verify the votes which shall be counted by the poll administrators for the purposes of a poll in accordance with the Applicable Law, and may adjourn the meeting to some place and time fixed for the purpose of declaring the results of the poll.

78. Subject to Clause 77, a poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs being not more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. No notice needs to be given of a poll not taken immediately. No poll shall be demanded on the election of the Chairman of a meeting, or on any question of adjournment. A poll demanded on any other question shall be taken at such time and place as the Chairman directs.

79. In the case of an equality of votes either on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a further or casting vote.

80. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question of which a poll has been demanded and it may be withdrawn at any time before the poll is taken, except for those required to be voted by poll under Listing Requirements.

VOTES OF MEMBERS

81. (1) Subject to this Constitution, every Member shall be entitled to be present and to vote at any meeting of Members either personally or by proxy and to be reckoned in a quorum in respect of shares upon which all calls due to the Company have been paid.
- (2) Subject to any special rights or restrictions as to voting for the time being attached to any shares or classes of shares, on a show of hands every Member who is present in person or by proxy shall have one vote on any question at any meeting of Members, and in the case of a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.
- (3) If the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that each unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
- (4) Subject to the Listing Requirements, Clauses 81(1) to 81(3) and any special rights or restrictions as to voting from time being attached to any shares or classes of shares, on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote.

82. Any corporation, whether a Company within the meaning of the Act or not, 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 at any meeting of the Company or of any class of Members of the Company and the 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 subject to Section 333 of the Act on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

If the corporation authorises more than one person as its representative, 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 is an individual Member of the Company.

If the corporation authorises more than one person and more than one of the representatives' purport to exercise the power on the above:

- (1) where the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- (2) where the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

83. Any Member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, on a poll, by his committee, receiver, curator bonis, or other legal guardian or such other person who has been properly appointed to manage his estate. Any one of such committee or other person may vote either by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting of Members, not less than forty-eight (48) hours before the time for holding the meeting of Members 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 Law and stipulated in the form of proxy or in the notice of meetings.

84. Any person entitled under the transmission Clauses of this Constitution to transfer any shares may vote at any meeting of Members in respect thereof in the same manner as if he was the registered holder of such shares, PROVIDED that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

85. (1) Save as herein expressly provided, no person other than a Member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or to be reckoned in a quorum at any meeting of Members.
- (2) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak and participate at the meeting.

86. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

87. On a poll, votes may be given either personally or by proxy. A Member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

88. The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. A proxy may, but need not, be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A Member, subject to this Constitution, may appoint up to two (2) proxies to attend, participate and vote in his place at the same meeting. Where a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

89. (1) Where a Member of the Company is an Authorised Nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (2) 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 is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Where an Exempt Authorised Nominee appoints more than one (1) proxy in respect of each omnibus Account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.

90. (1) 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 shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time 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. The Company may specify a fax number or an electronic address or the place at which the instrument of proxy is to be deposited in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein. Notwithstanding the above, the lodging of the proxy form will not preclude the Member from attending and voting in person at the meeting should the Member subsequently wishes to do so. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution
- (2) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the proxy form received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution.
- (3) For the purpose of Clause 90(2), the Directors may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the Member and the proxy; and
- (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (4) Without prejudice to Clause 90(2), the receipt of the proxy form by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) Notice calling the meeting;
- (b) Instrument of proxy sent out by the Company in relation to the meeting; or
- (c) Website maintained by or on behalf of the Company.
- (5) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (6) An appointment of proxy by electronic communication which is not made in accordance with this Constitution shall be invalid.

91. An instrument of proxy may be in any common form or in any other form which the Directors shall approve and need not be witnessed. Any form of proxy issued by the Company shall be so worded that a Member may direct his proxy to vote either for or against any of the resolutions to be proposed. The proxy shall be deemed to include the right to demand, or join in demanding, a poll. Unless the contrary is stated thereon an instrument appointing a proxy, whether in the usual common form or not, shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

92. A vote given in accordance with terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given PROVIDED that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

93. The first Directors of the Company shall be: -
- (1) Angus William Scott;
 - (2) Isaac Aaron Elias; and
 - (3) Chew Woon Poh.
94. Until otherwise determined by the Company in meeting of Members, the number of Directors including a Managing Director shall not be less than two (2) nor more than eleven (11).
95. The fees and benefits payable to the Directors of the Company and its subsidiaries including compensation for loss of employment of Director or former Director shall from time to time be determined by the Company in meeting of Members, and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine, Provided Always that:-
- (1) the fees and benefits payable to the Directors, who hold no executive office with the Company shall, from time to time be determined by a resolution of the Company in meeting of Members Provided Always that such fees shall not be increased except pursuant to a resolution passed at a meeting of Members, where notice of the proposed increase has been given in the notice convening the meeting of Members;
 - (2) save as provided in Clause 95(1) hereof, an Executive Director shall, subject to the terms and any agreement (if any) entered into any particular case, receive such remuneration (whether by way of salary or partly in one way and partly in another) as the Directors may determine but such remuneration shall not include a commission on or percentage of turnover. All remunerations, other than the fees provided for in Clause 95(1) hereof, payable to the Non-Executive Directors shall be determined by a resolution of the Company in meeting of Members;
 - (3) fees and/or benefits payable to Non-Executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover; and
 - (4) salaries payable to Executive Directors may not include a commission on or percentage of turnover.
96. (1) The Directors shall be paid all their travelling, hotel 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 of Directors' Meeting or any committee of the Directors or meeting of Members of the Company.
- (2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company as a Member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Company in meeting of Members and such remuneration may be either in addition to or in substitution for his or their Share in the remuneration from time to time provided for the Directors. Extra remuneration payable to Non-Executive Director(s) shall not include a commission or percentage of turnover or profits.
97. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any meeting of Members, and at any separate meeting, the holders of any class of shares in the Company.

98. The office of a Director shall be vacated in any of the following events, namely:-

- (1) is an undischarged bankrupt;
- (2) has been convicted of an offence relating to the promotion, formation or management of a corporation;
- (3) has been convicted of an offence involving bribery, fraud or dishonesty;
- (4) become disqualified from being a Director by reason of any order made under Section 199 of the Act;
- (5) he has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the Act;
- (6) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- (7) is absent from more than 50% of the total Board of Directors' Meetings held during a financial year of the Company, except when an exemption or waiver is obtained from the Exchange;
- (8) if he is removed from office by a resolution of the Company in meeting of Members of which special notice has been given;
- (9) if (not being a Managing Director holding office as such for a fixed term) he resigns from his office by notice in writing to the Company and deposited at the office;
- (10) has retired in accordance with the Act or this Constitution of the Company but not re-elected;
- (11) otherwise vacates his office in accordance with the Act or this Constitution of the Company;
- (12) if he becomes prohibited or disqualified from being a Director by reason of any order made under the provisions of the Act or the Listing Requirements or contravenes Section 198 of the Act; or
- (13) if he is requested in writing by all his co-Directors to resign.

The circumstances referred to in paragraphs (1), (2) and (3) shall be applicable to circumstances in or outside Malaysia.

99. (1) Subject to Applicable Law, other than the office of Auditors, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a Member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

- (2) No Director or intending Director shall be disqualified from his office for contracting with the Company either 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 relation thereby established, but the nature of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested.

Provided nevertheless that subject to any other provisions of this Constitution, a Director shall not as a Director vote in respect of any contract or arrangement or proposed contract or arrangement in which he is so interested and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at a meeting upon the consideration of a motion concerning any such contract or arrangement, but neither of these prohibitions shall apply to any contract or arrangement for giving to a Director any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company, nor to any contract or dealing with a corporation or firm where the sole interest of a Director is that he is a Director, partner, Member or creditor of such corporation or firm if such interest may properly be regarded as not being a material interest (any holding of or beneficial interest in five percent (5%) or more of any class of the equity share capital of such corporation, or of any third Company through which his interest is derived, or of the voting rights available to Members of such corporation being deemed for the purposes hereof a material interest in all circumstances).

- (3) A general notice in writing, which complies with Section 221(4) of the Act given to the Directors by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.

100. Any Director may continue to be or become a director, managing director, manager or other officer or Member of any other corporation in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or Member of any such other corporation. The Directors may exercise the voting power conferred by the shares in any other corporation held or owned by the Company or exercisable by them as Directors of such other corporation, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing directors, managers or other officers of such corporation or voting or providing for the payment of remuneration to the directors, managing directors, managers or other officers of such corporation), and any Director of the Company may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or about to be, appointed a director, managing director, manager or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in the manner aforesaid, provided always that no Director shall vote (or be counted in the quorum) in respect of a resolution concerning his own appointment.

101. The Directors shall cause to be kept the register of their holdings of shares and debentures of the Company and of its holding company (if any), and of any subsidiaries of the Company or its holding Company required by Section 219 of the Act and shall render the same available for inspection during the period and by the persons therein specified, and shall produce the same at every meeting of Members as required by the Section.

POWER OF DIRECTORS

102. The business and affairs of the Company shall be managed by or under the direction of the Board, who may pay all expenses incurred in forming and registering the Company and may 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 meeting of Members, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution or such provisions, as may be prescribed by ordinary resolution of the Company in meeting of Members, but no regulation made by the Company in meeting of Members shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made. The general powers given by this Constitution shall not be limited or restricted by any special authority or power given to the Directors by any other Clause. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by shareholders in meeting of Members.

103. The Directors may establish any local boards or agencies for managing any of the affairs of the Company in any part of the world, and may appoint any persons to be Member of such local boards, and any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the Members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit. The Directors may remove any person so appointed and may annul or vary any such delegation but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

104. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is a subsidiary of the Company or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other Company and the wives, widows, families and dependents of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the Members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuities, pension, allowance or emoluments. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in this Constitution and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependents.

105. The Directors may by power of attorney under the Seal appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (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 sub-delegate all or any of the powers, authorities and discretions vested in him.

106. The Directors may make and vary such regulations as they think fit in respect of the keeping of branch registers of Members pursuant to Section 568 of the Act.

107. (1) The Directors may borrow or raise money from time to time for the Company and its subsidiaries or secure the payment of such sums as they think fit and may secure the repayment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or its subsidiaries (both present and future) including its uncalled capital for the time being or by the issue of bonds, notes or debentures or otherwise as they may think fit.
- (2) The Directors may exercise all the powers of the Company to guarantee the payment of money payable under contracts or obligations of any related company with or without securities.
- (3) The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
108. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

MANAGING AND EXECUTIVE DIRECTORS

109. (1) The Directors may from time to time appoint one or more of their body to the office of Managing Director (which terms shall be deemed to include the Group Chief Executive or other such designation of the Company's Chief Executive Officer) or to any other office or employment under the Company except that of Auditor, on such terms as they think fit, subject to any other provisions of this Constitution and may from time to time, subject to the provisions of any contract between him and the Company, remove or dismiss him from office and appoint another in his place. Where the Managing Director is appointed for a fixed term, that term shall not exceed three (3) years, and any person appointed to be a Director may continue in any other office or employment held by him with the Company except that of Auditor before he was so appointed. A Managing Director or Managing Directors shall be subject to the control of the Board.
- (2) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or employment under the Company or whereat the terms of any such appointment are arranged and he may vote (and be counted in the quorum) in respect of a resolution for any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.
110. The Managing Director shall, subject to any provision of any contract between him and the Company, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determination the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall subject to provision of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause he shall ipso facto and immediately cease to be a Managing Director.
111. An Executive Director shall while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director or any cause he shall ipso facto and immediately cease to be an Executive Director.
112. The remuneration of any Managing Director or Executive Director for his services shall be remunerated in the manner referred to in Clause 95.

113. The Directors may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and in the case of a Managing Director, either concurrently with or to the exclusion of their own powers and may from time to time revoke, withdraw or vary all or any of such powers.

ROTATION OF DIRECTORS

114. Subject to the provisions of this Constitution, one-third (1/3rd) of the Directors for the time being or if their number is not a multiple of three (3) then the number nearest to one-third (1/3rd), shall retire from office at each annual general meeting and at the same time an election of Directors shall take place and PROVIDED further that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the conclusion of the meeting.

115. The Directors to retire shall be the Directors who have been longest in office since their last election or appointment but as between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.

116. Subject to any resolution reducing the number of Directors, the Company shall, at the meeting at which any Directors shall retire in the manner aforesaid, fill up the vacated office by electing a person thereto, and may, without notice in that behalf, fill up any other vacancies.

117. No person not being a Director retiring at the meeting, shall be eligible for election to the office of Director at any meeting of Members 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 writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election PROVIDED that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidate for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

118. The Company may from time to time in meeting of Members increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid.

119. The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the conclusion of the next following annual general meeting and shall be eligible for re-election at such meeting. A Director retiring under this Constitution shall not be taken into account in determining at such meeting the Directors or the number of Directors to retire by rotation at such meeting.

120. Except as otherwise authorised by Section 203 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two (2) or more persons to be Directors shall be ineffective and void.

121. Without prejudice to the provision of Section 206 of the Act, the Company may by ordinary resolution remove any Director before expiration of his period of office, and may by an ordinary resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director.

PROCEEDINGS OF DIRECTORS

122. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. The Chairman shall not have a second or casting vote in case of an equality of votes or where two (2) directors form a quorum of the meeting or at which only two (2) directors are competent to vote on the question at issue.

123. The meetings of the Directors may be conducted by means of telephone or audio-visual conferencing or other methods of simultaneous communication by electronic, telegraphic or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants without a need for a Director to be in physical presence of the other Directors and participation in the meeting in this manner shall be deemed to constitute presence in person at such meetings. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum at the commencement of such meeting, all resolutions passed by a majority of Directors attending or present at such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A Director may disconnect or cease to participate in the meeting if he makes known to all other Directors participating that he is ceasing to participate in the meeting and such Director shall, notwithstanding such disconnections, be counted in the quorum for such part of the meeting. The minutes of such a meeting signed by the Chairman shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid. A meeting conducted by the aforesaid means is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one (1) of the Directors participating in the meeting was at that place for the duration of the meeting.

124. A Director may, and the Secretary on the request of a Director shall, at any time summon a meeting of the Directors.

125. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Malaysia.

126. The quorum necessary for the transaction of the business of the Directors shall be two (2) unless otherwise determined by the Directors.

127. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution, the continuing Directors or Director may except in an emergency act for the purpose of filling up vacancies in the Board or of summoning meetings of Members of the Company, but not for any other purpose.

128. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen (15) minutes after the appointed time for holding the same, the Directors present may choose one of their number to be Chairman of such meeting.

129. A resolution in writing signed or approved or assented by letter, telex, facsimile, telegram or electronic mail or other communication or other means by a majority of the Directors who are sufficient to form a quorum 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 shall be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" 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.

Any approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him by telex or facsimile or telegram or electronic mail or other communication or other means shall be deemed to be document signed by him for the purposes of the foregoing purpose. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.

130. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.

131. The Directors may delegate any of their powers to committee consisting of such Member or Members of their body as they think fit. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

132. The meetings and proceedings of any such committee consisting of two (2) or more Members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Clause.

133. All acts bona fide done by any meeting of Directors or of a committee of Directors, or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

134. The Directors shall cause proper minutes to be made of all meetings of Members of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of all the attendance thereat, and all business transacted at such meetings; and any such minute of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

ALTERNATE DIRECTORS

135. Any Director may at any time appoint any person to act as his alternate provided that such person is not a Director of the Company and not act as an alternate for more than one (1) Director of the Company, and it shall be approved by the majority of the Directors for the time being, and may at any time remove any alternate Director appointed by him from office. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director, nor be required to hold any qualification. 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.

136. An alternate Director shall (subject to him giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, attend and vote as a Director at any such meeting at which his appointor is not personally present and generally perform all the functions of his appointor as a Director in his absence.

137. (1) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

(2) Every person acting as a substitute for a Director shall be an officer of the Company, and shall be responsible to the Company for his own acts and defaults, and shall not be deemed to be the agent of or for the Director appointing him.

138. All appointments and removal of alternate Directors shall be effected by writing signed by the appointor and left with the Secretary.

SECRETARY

139. In accordance with Section 237 of the Act, the Secretary may resign from his office by giving a notice to the Board at their last known address, shall cease to be the Secretary of the Company, after the expiry of thirty (30) days from the date of the notice lodged to the Registrar.

140. The Secretary or Secretaries shall in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

141. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting in both capacities.

MINUTES AND REGISTER

142. (1) The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors and of the Company in meeting of Members;
- (c) of all resolutions and proceedings at all meetings of the Members and of the Directors and of committee of Directors; and
- (d) of all orders made by the Directors and any committee of Directors.

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 in which case the minutes shall be confirmed as correct by a Director or Directors present at the succeeding meeting. Such minutes shall be conclusive evidence without further proof of the facts thereon stated

- (2) The Company shall in accordance with the provisions of the Act keep at the Office or such other place provided notice has been given to the Registrar, a register containing such particulars with respect to the Directors, Manager and Secretaries of the Company as are required by the Act and shall from time to time, if required, notify the Registrar of any change in such Register and of the date of such change in the manner prescribed by the Act. The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office of the Company or such other place provided notice has been given to the Registrar, and shall be open to the inspection of any Member without charge.
- (3) The Company shall also keep at the Office or such other place provided notice has been given to the Registrar, registers which shall be open for inspection by any Member without charge and to any other person on payment for each inspection of not exceeding Ringgit Malaysia Ten (RM10.00) or such other amount as may be provided under the Act for each inspection all such matters required to be registered under the Act, and in particular: -
 - (a) a register of substantial Shareholders and of information received in pursuance of the requirements under Sections 144 and 56(4) of the Act; and
 - (b) a register of the particulars of each of the Directors' Shareholdings and interest as required under Section 59 of the Act.
 - (c) a register of mortgages and charges as required under Section 357 of the Act.

AUTHENTICATION OF DOCUMENTS

143. Any Director or Secretary or any person approved by the Directors for the purpose, shall have power to authenticate any documents effecting the constitution of the Company (including the Constitution) and any resolution passed by Company or the Director and any books, records, documents and accounts relating to the business of the Company, and to certify thereof or extracts therefrom as true copies or extracts; and, 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 custody thereof shall be deemed to be a person approved by Directors as aforesaid.

144. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a Meeting of the Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of the last preceding Clause shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

THE SEAL

145. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board and every instrument to which the Seal shall be affixed shall, except as provided by Clause 146 in the case of certificates of title of shares, stock, debenture stock, debentures or any other form of security other than letters of allotment, be signed by a Director and countersigned by a second Director or by the Secretary.

146. All forms of certificate for shares, stock, loan stock or debentures or representing any other form of security other than letters of allotment shall be issued under the Seal and bear the autographic signatures of a Director and countersigned by a second Director or the Secretary or anyone whose signature the Board may by resolution determine to be an authorised signatory from time to time provided that the Board may by resolution determine that such signatures be affixed by some method or system of mechanical signature, electronic signature or otherwise.

147. The Company may also have a share seal pursuant to Section 63 of the Act. The share seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures as defined in the Act, or other marketable security created or issued by the Company.

148. The Company may exercise the powers conferred by Section 62 of the Act respecting an official seal for use outside Malaysia such powers shall be vested in the Directors.

DIVIDENDS AND RESERVE FUND

149. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.

150. The Company may from time to time make a distribution of dividends to the Members of the Company but no such dividend shall be payable except out of the profits of the Company available if the Company is solvent. No higher dividend shall be paid than is authorised by the Directors, and the declaration of the Directors as to the distribution shall be conclusive.

151. The Directors may authorise a distribution at such time and in such amount as the Directors considers appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

152. The Directors may before authorising any distribution of dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for any purpose to which the profits of the Company may be properly applied. Pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

153. The Directors may establish a reserve to be called "capital reserve" and shall either carry to the credit of such reserve from time to time all moneys realised on the sale of any investments held by the Company in excess of the then book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve and other moneys in the nature of accretion to capital, whether on sale of investments held, or otherwise, shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of capital reserve except in so far as the Directors shall decide to make good the same out of other funds of the Company.

154. The Directors shall be at liberty to invest any sums carried to capital reserve or to the ordinary reserve account or accounts upon such investments as they think fit, other than shares of the Company, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (save as hereinbefore provided) and to divide the ordinary reserve account into such special accounts as they think fit with full power to employ the assets constituting the reserve account or accounts in the business of the Company.

155. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the last registered address or by direct electronic transfer to the bank account of the Member or person entitled thereto whose name appears in the Register of Members or the Record of Depositors. Every such cheque or warrant or payment by direct electronic transfer shall be made payable to the order of the person to whom it is sent, and the payment of such cheque or warrant or payment by direct electronic transfer shall operate as a good discharge to the Company in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the Member or person entitled thereto in the details of the bank account. Every such cheque or warrant or direct electronic transfer shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or interest shall bear interest as against the Company. All unclaimed dividends shall be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965.

156. All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Constitution as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any part or parts 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, such share shall rank for dividend accordingly.

157. Dividends may be declared in the currency of Malaysia or in any foreign currency and may be paid in the respective currency of the territories in which the Company's registers of shareholders are situated or in one or more other currencies as the Directors may from time to time decide and so that where any dividend is paid in a currency other than that in which it was declared it shall, for the purposes of payment, be converted into such other currency at the rate of exchange ruling on the date when those Members then on the Register of Members are declared by the Directors to be entitled to the said dividend or on such other date as the Directors may from time to time decide, such date being not more than sixty (60) days prior to the payment date for the said dividend. All dividends shall be paid after such deduction therefrom of taxation as may properly be made or such (if any) other impost or levy of whatsoever nature as may be required to be made under the law of any territory where the Company may be resident.

158. Any general meeting declaring a dividend may, upon the recommendation of the Directors, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid-up shares or debentures of any other Company, or in any one or more of such ways and the Directors shall give effect to such direction, and where any difficulty arises in regard to such distribution the Directors may settle it as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividends, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

159. If, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.

160. 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.

CAPITALISATION OF RESERVES, ETC.

161. The Company in meeting of Members may, upon the recommendation of the Directors, by ordinary resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the statement of financial position and accordingly that the Directors be authorised and directed to appropriate such sum resolved to be capitalised to the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, and to apply such sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of such sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in one way and partly in the other or any other manner as provided in the Act PROVIDED that the only purpose to which such sums shall be applied pursuant to this Constitution, shall be the payment up in full of unissued shares to be allotted and distributed as aforesaid in accordance with the Act.

162. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, and shall have full power to make such provision by way of crediting the Securities Account of the Allottees with such shares or by payment in cash or otherwise as they think fit, for 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 sums resolved to be capitalised of the amounts or any part 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.

ACCOUNTS

163. The Directors and Managers of the Company shall:-

- (1) cause to be kept the accounting and other records to sufficiently explain the transactions and financial position of the Company and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared; and
- (2) cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited.

164. The record referred to Clause 163 of this Constitution shall be kept at the Office or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall at all times be opened to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any accounting or other records or document of the Company, except as conferred by the Act or authorised by the Directors or by the Company in meeting of Members.

165. The Directors shall from time to time in accordance with Section 248 of the Act, and the Listing Requirements (if applicable) cause to be prepared sent to every Members and to be laid before the Company in its annual general meeting such audited financial statements, group audited financial statements (if any) and the Directors' and Auditors' reports in accordance with the Act and/or the Listing Requirements (if applicable).

166. The Company shall issue the audited financial statements and the reports of the Directors and Auditors of the Company to the Exchange for public release within a period not exceeding four (4) months from the close of a financial year of the Company.

Subject to the compliance with the Listing Requirements and any other Applicable Laws and regulations, the Company may issue its audited financial statements, the Directors' and Auditors' reports in the form of a printed copy or Compact Disc Read-Only Memory ("CD-ROM") form or digital video disc read-only memory ("DVD-ROM") format or in such other form or electronic media or mean or any combination thereof to the Members of the Company.

167. A copy of every financial statements (including every document required by law to be annexed thereto) which is to be laid before the Company in annual general meeting and of the Directors' and Auditors' reports shall, at least twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the Meeting if it is so agreed by all the Members entitled to attend and vote at the Meeting), be delivered or sent to every Member and debenture holder of the Company of whose address the Company is aware and to the Company's Auditors and all other persons entitled to receive notices of meeting of Members under provisions of the Act or of this Constitution.

AUDIT

168. The Auditors of the Company 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 Section 266 of the Act.

169. The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be open to inspection by any Member who shall be entitled to be furnished with a copy of the financial statements (including every document required by law to be annexed thereto) and Auditors' report in accordance with Section 266 of the Act.

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

171. The Auditors shall be entitled 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 any question relevant to the audit of the financial statements and any meeting of Members. The Auditor shall be entitled to receive all notices and other communications relating to any meeting of Members, which any Member is entitled to receive, and to be heard at any meeting of Members on any part of the business of the meeting, which concerns the Auditors.

NOTICES

172. (1) Notice of a meeting of Members or any other document shall be in writing and shall be given to the Members either-

- (a) in hard copy;
- (b) in electronic form; or
- (c) partly in hard copy and partly in electronic form.

- (2) A notice—
 - (a) given in hard copy shall be sent to any Member either personally or by post to the address supplied by the Member to the Company as may appear in the Record of Depositors for such purpose; or
 - (b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Company as may appear in the Record of Depositors for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws.
 - (3) Subject to the Act, Listing Requirements, laws, rules and regulations, notice of a meeting of Members or any other document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with this Constitution.
 - (4) The Company shall notify the Member of the publication of the notice or any other document on the website and such notification shall be in writing and shall be given in hard copy or electronic form stating:-
 - (a) that it concerns a meeting of Members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
 - (5) The notice or any other document shall be made available on the website throughout the period beginning from the date of the notification referred to in Clause 172(4) above until the conclusion of the meeting.
173. (1) Any notice or other document, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the Member for such purpose or by publishing on the website. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares. The contact details (including electronic address) of the Member are as set out in the Record of Depositors shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member.
- (2) Where a notice, or any other document or information is served, sent or supplied by electronic communication:-
 - (a) to the current email address of Member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current email address of Members (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent).
 - (b) by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.

- (3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member in the following manner in writing: -
 - (a) The publication of the notice, document or information on the website; and
 - (b) The designated website link or address where a copy of the notice, document or information may be downloaded.
- (4) A Member shall be implied to have agreed to receive such notice or document or information by way of such electronic communications. However, Members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the Member within the prescribed period subject to the Listing Requirements.
- (5) The Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice, document or information by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.

174. Any Member described in the Register of Members and the Record of Depositors by an address which is neither within Malaysia nor within any territory within which a branch register of the Company is situated who shall from time to time give to the Company an address within Malaysia or such territory, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no Member other than a registered Member described in the Register of Members by an address within Malaysia or such territory shall be entitled to receive any notice from the Company.

175. Any notice or other document, if served by post, shall be deemed to have been served (in the case of a notice of meeting) on the day after the date when the letter containing the same is posted or (in any other case) at the time when the letter containing the same would be delivered in the ordinary course of post. In proving such service, it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

176. A notice, including notice given in electronic form or any other 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 the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address, if any, within Malaysia or within any territory within which a branch register of the Company is situated, supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

177. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any shares, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares.

178. Any notice required to be given by the Company to the Members or any of them and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement, and any notice required to be or which may be given by advertisement shall be advertised once in one newspaper circulating in Malaysia.

WINDING UP

179. If the Company is wound up, 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 specie or 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 Members as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

180. Save that this Constitution shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provision shall apply:-

- (1) 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
- (2) If in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively.

181. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by Members of the Company in meeting of Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

RECONSTRUCTION

182. 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 whether 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 the 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 the Act as are incapable of being varied or excluded by this Constitution.

INDEMNITY AND INSURANCE

183. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company (including effect of insurance) against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and in particular and without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss and expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, wilful, default, breach of duty or breach of trust.

SECURITY CLAUSE

184. Save as may be expressly 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 or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interests of the Members of the Company to communicate to the public.

LANGUAGE

185. Where any financial statements, 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 financial statements, minute books or 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 financial statements, minute books and other records for as long as the original financial statements, minute books and other records are required to be kept by the Act.

MODIFICATION OF CLAUSES

186. The Company shall not delete, amend or add to any of the Constitution unless the prior approval of the Members by a special resolution.

EFFECT OF THE LISTING REQUIREMENTS

187. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution shall prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such provision, this Constitution are deemed to contain that provision.
- (5) 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.
- (6) 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 the inconsistency.
- (7) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.

THE ACT, CENTRAL DEPOSITORIES ACT AND THE RULES

188. Notwithstanding this Constitution, the Company shall comply with the Act, Central Depositories Act, the Listing Requirements, the Rules and other Applicable Law in respect of all matters relating to Securities or otherwise where applicable.