



DWL RESOURCES BERHAD
(formerly known as *Spring Gallery Berhad*)
(Company No. 504718-U)

APPENDIX "A"

PROPOSED ADOPTION OF NEW CONSTITUTION

OF

DWL RESOURCES BERHAD
(FORMERLY KNOWN AS *SPRING GALLERY BERHAD*)

This is the Appendix "A" referred to in Agenda No. 8 of the Notice of the Nineteenth ("**19th**") Annual General Meeting ("**AGM**") of the Company dated 25 October 2019.

Date and time of the 19th AGM	: Tuesday, 26 November 2019 at 9:00 a.m.
Venue of the 19th AGM	: Danau 3, 1 st Floor, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

DWL RESOURCES BERHAD
(formerly known as Spring Gallery Berhad)
(Company No. 504718-U)

Incorporated on the 3rd day of February, 2000

THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
Of
DWL RESOURCES BERHAD
(formerly known as Spring Gallery Berhad)

GENERAL

- | | | |
|----|--|----------------------|
| 1. | The name of the Company is DWL RESOURCES BERHAD (formerly known as <i>Spring Gallery Berhad</i>). | Name |
| 2. | The registered office of the Company shall be situated in Malaysia. | Registered office |
| 3. | Subject to the provisions of the Act, 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. | Power of the Company |
| 4. | The objects for which the Company is established shall include but not limited to the following:- | Objects |
| | (a) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world. | |
| | (b) To carry on the business of manufacturers, importers, exporters, merchants and agents of all kinds of clay products such as pottery, ceramics, porcelain, china and terra cotta, stone ware, earthenware, glazed and unglazed, sanitary ware, tableware, decorative ware, tiles, bricks, clay pipes, statuettes and all kinds of works of art, household goods, furnishings, electrical ceramics, | |

souvenirs and sculptures.

- (c) To carry on any whatsoever form of business, activity, trade or undertaking whether as principals, agents, sub-agents or consignee, contractors, trustees or otherwise, either alone or in conjunction with other persons, companies or partnership, and to deal in any form of produce, matter or things as are incidental or conducive to the attainment of making profits in any part of the world.

And it is hereby declared that the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each clause or sub-clause of this Constitution shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no wise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

5. The Company is a public company limited by shares where the liability of its member is limited to any amount unpaid, if any, on a share held by the member.

Type of company and member's liability

DEFINITIONS AND INTERPRETATION

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

Words	Meanings
Act	The Companies Act 2016, and any statutory modification, amendment or re-enactment thereof for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Central Depositories Act, the Listing

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	Requirements, Rules of the Depository and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the relevant regulatory bodies and/or authorities.
Auditors	The Auditors for the time being of the Company.
Board	The Board of Directors for the time being of the Company.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and every statutory modification, amendment or re-enactment thereof for the time being in force made thereunder.
Company	DWL Resources Berhad (formerly known as Spring Gallery Berhad) (company registration number : 504718-U) or such other name as may be adopted from time to time.
Constitution	This Constitution as originally framed or from time to time altered by a Special Resolution and "Clause" means any provision in this Constitution.
Deposited Security	A Security in the Company standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense, as contained in the Central Depositories Act and/or the Rules.
Depositor	A Holder of a Securities Account.
Depository	Bursa Malaysia Depository Sdn. Bhd. (company registration number : 165570-W) or such other name as may be adopted from time to time and its successors in title and permitted assigns.
Director	A person who has been appointed and for the time being holds office as a director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director.

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Electronic Address	Any electronic mail address or mobile or contact number used for the purposes 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. This includes the transmission of any notice, document or information via electronic mail or short messaging service or multimedia or social media program or application or such other mode, program or platform capable of performing a similar function.
Electronic Form	Document or information sent by Electronic Communication or by any other means whereby a recipient of such document or information would be able to retain a copy.
Employee Share Scheme	Collectively a Share Issuance Scheme and a Share Grant Scheme.
Exchange	Bursa Malaysia Securities Berhad (company registration number : 635998-W) or such other name as may be adopted from time to time and its successors in title and permitted assigns.
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.
Holder	In relation the Securities in the Company, any person/persons whose names appear on the Register of Members and any Depositor whose names appear on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Security is registered. "Holding of shares in the Company" and "shareholder of the

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	Company" and any other similar expressions shall have the corresponding meaning.
Listed	Admitted to the official list of the Exchange, and "listing" shall be construed accordingly.
Listing Requirements	The Main Market Listing Requirements of the Exchange including any amendment thereto that may be made from time to time.
Market Day	A day on which the stock market of the Exchange is open for trading in Securities.
Member	Any person/persons for the time being holding one or more shares in the Company and whose name appears in the Record of Depositors, including a Depositor who will be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excluding the Depository and/or its nominee company in its capacity as a bare trustee.
Month	Calendar month.
Office	The registered office for the time being of the Company.
Ordinary Resolution	Has the meaning assigned thereto in the Act.
Record of Depositors	A record provided by the Depository to the Company or its share registrar pursuant to an application under Chapter 24.0 of the Rules.
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.
Registrar of Companies	The Registrar of Companies designated under Section 20A(1) of the Companies Commission of Malaysia Act 2001.
Rules	The Rules of the Depository, including any amendment that may be made from time to time.
Seal	The Common Seal of the Company.

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Secretary	Any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.
Securities	Has the meaning assigned thereto in Section 2 of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force and "Security" shall be construed accordingly.
Securities Account	An account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor.
Share Grant Scheme	A scheme involving the grant of the Company's existing shares to employees and/or Directors.
Shares Issuance Scheme	A scheme involving a new issuance of the Company's shares to employees and/or Directors.
Special Resolution	Has the meaning assigned thereto in the Act.

- (b) The headings are inserted for convenience only and shall not affect the construction of this Constitution. Expressions defined in the Act and used in this Constitution shall bear the meanings so defined.
- (c) Expressions referring to "**writing**" shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in Electronic Form sent by way of an Electronic Communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (d) Unless these be something in the subject or context inconsistent therewith:-
- (i) words, denoting the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine and neuter genders and the word "person" shall include a body of persons, corporate or unincorporated (including a trust);

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- (ii) any reference to a statutory provision includes modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto; and
- (iii) any reference to any corporation includes its successors in title.
- (e) Subject as aforesaid, any words or expressions defined in the Constitution shall be interpreted in accordance with the provisions of the *Interpretation Act 1967* and of the Act as amended from time to time and any re-enactment thereof for the time being in force made thereunder as in force at the date at which the Constitution become binding on the Company.

The marginal notes are inserted for convenience only and shall not affect the interpretation and construction of the provision in the Constitution.

VARIATION OF RIGHTS

7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to Sections 88 and 90 of the Act and whether or not the Company is being wound up) be varied or abrogated with:
- (a) the consent in writing of the Holders of not less than seventy-five per centum (75%) of the total voting rights of the Members in that class; or
 - (b) the sanction of a Special Resolution passed at a separate general meeting of the Holders of the shares of that class.

Variation of class rights

To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy and any Holder of shares of the class present in person or by proxy may demand a poll.

8. All new issues of Securities for which listing is sought shall be by way of crediting the Securities Accounts of the allottees or entitled persons held with the Depository with such Securities with the Depository, save and except where the Company is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall similarly be exempted from compliance with this Clause. For this purpose, the Company must notify the Depository of the names of the allottees or entitled persons together with all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons.

New issues of Securities

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9. The rights conferred upon the Holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking as regards participations in the profits or assets of the Company in some or in all respects *pari passu* therewith.
- Ranking of class rights

SHARE CAPITAL

10. Shares in the Company may –
- Types of shares
- (a) be issued in different class;
 - (b) be redeemable in accordance with Section 72 of the Act;
 - (c) confer preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as to distributions of capital, income or dividends;
 - (d) confer special, limited or conditional voting rights; or
 - (e) not confer voting rights.
11. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
- Class of shares
12. Subject to the Act and this Constitution, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right of renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any Security into such shares, or otherwise deal with or dispose of them to such persons at such times and on such terms and conditions as they may determine.
- Unissued shares
13. Clause 12 shall be subject to the proviso that the Company shall not offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any Security into shares or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest of the Company without the prior approval of the Members in general meeting.
- Restrictions on issue
14. Subject to the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by Ordinary Resolution determine or as the Directors (subject to them being duly authorised to do so by an Ordinary Resolution of the Company) may determine.
- Rights attached to shares

15. Subject to any direction to the contrary that may be given by the Company in general meeting and subject always to this Constitution and the Act, all new shares or other Securities shall, before issue, be offered to Members who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Pre-emption
16. Notwithstanding Clause 15 above (but subject to the Act), the Company may (if required) apply to the Exchange for a waiver from convening an extraordinary general meeting to obtain shareholders' approval for further issue or issues of shares (other than bonus or rights issues) where: Waiver for issues
- (a) the aggregate issue of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in an extraordinary general meeting) in any one financial year in which such further issue or issues are made do not exceed ten per centum (10%) (or such higher percentage as the Exchange may from time to time allow either in respect of a particular financial year, generally or otherwise) of the Company's issued share capital; and
- (b) there is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorising the Directors to make such further issue or issues as stated above.
17. 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 this Constitution and the Applicable Laws and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions, whether with regard to dividend, voting, return of capital or otherwise, and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions: Power to issue and allot shares

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- (a) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Members of the Company in general meeting;
 - (b) in the case of shares of any class, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same; and
 - (c) except in the case of an issue of shares on a pro-rata basis to all Members, every issue of shares or options to employees, Directors, Major Shareholders or persons connected with any Director or Major Shareholder of the Company shall be approved by the Members in general meeting and no Directors and Major Shareholders shall participate in such issue of shares or options unless:
 - (i) the Members in general meeting have approved of the specific allotment to be made to such Directors, Major Shareholder or persons connected with such Director or Major Shareholder; and
 - (ii) in the case of a Director, such Director holds office in the Company in an executive capacity PROVIDED ALWAYS that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public issue or public offer special issue, such participation to be approved by the relevant authorities.
18. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per centum (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
19. Except as authorised or required by law or this Constitution, no person shall be recognised by the Company as holding any security on any trust, and the Company shall not be bound by or recognise (even when having notice of it) any equitable, contingent, future or partial interest in any security or any interest in any fractional part of a security or (except only as provided by law) any other rights in respect of any security except an absolute right to the entirety of the security in the registered holder.

Commission
on
subscription
of shares

No
recognition
of trust

- | | |
|--|---|
| 20. The Directors may at any time after the allotment of any security but before any person has been entered in the Register of Members as the Holder recognise a renunciation of such security by the allottee in favour of some other person and may accord to any allottee of a security a right to effect such renunciation on such terms and conditions as the Directors may determine. | Renunciation |
| 21. 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 long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period, subject to the conditions and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. | Power to charge interest on shares issued for purpose of raising money for construction of works, building or plant |

PREFERENCE SHARES

- | | |
|---|--|
| 22. Subject to the Act and this Constitution, any preference shares may with the sanction of an Ordinary Resolution of shareholders in general meeting, be issued on terms that they are redeemable and/or convertible, or at the option of the Company liable to be redeemed and/or converted into ordinary shares on such terms and in such manner as may be provided for by this Constitution from time to time. | Redeemable /convertible preference shares |
| 23. If the Company at any time issues preference capital, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued. | Reservation of right to issue further preference capital |
| 24. (a) Preference shareholders shall have the right to attend and vote at any meeting convened for the purpose of sanctioning:

(i) a resolution or proposal in respect of dividend or part of the dividend on the preference shares which are in arrears for more than six (6) months;

(ii) a proposal to reduce the capital of the Company;

(iii) a proposal for the disposal of the whole of the Company's property, business and undertaking;

(iv) a proposal or resolution which affects the rights and privileges attached to the preference share;

(v) a proposal to wind up the Company; and | Rights of preference shareholders |

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- (vi) during the winding-up of the Company.
 - (b) Preference shareholders shall be entitled to a return of capital in preference to Holders of ordinary shares in the event that the Company is wound up.
 - (c) Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts and attending meetings of the Company.
25. The Irredeemable Convertible Preference Shares ("**ICPS**") shall have the rights and privileges and be subject to the conditions as set out below:-

rights and
privileges of
ICPS

25.1 Salient Terms

Terms	Details
Issue size	Up to 522,500,000 ICPS
Issue price	RM0.06 per ICPS
Tenure	Five (5) years commencing from and inclusive of the date of issue of the ICPS
Maturity date	The day immediately preceding the fifth (5 th) anniversary from the date of issue of the ICPS. If such a day falls on a non-market day, then the maturity date would be the preceding market day
Redemption	Not redeemable for cash
Form and denomination	The ICPS will be issued in registered form and will be constituted by the Company's Memorandum and Articles of Association
Conversion Ratio and Conversion Price	The Conversion Ratio and Conversion Price have been fixed at either ten (10) ICPS to be converted into one (1) new share or a combination of one (1) ICPS and RM0.54 in cash for one (1) new share
Listing	The ICPS will be listed and traded on the Main Market of Bursa Securities. Approval has been obtained from Bursa Securities for the admission of the ICPS to the Official List of the Main Market of Bursa Securities and the listing of and quotation for the ICPS and the new shares to be issued pursuant to the conversion of the ICPS on the Main Market of Bursa Securities
Modification of rights	The Company may from time to time with the consent or sanction of all the holders of the ICPS make modifications to the terms of which in the opinion of the Company are not materially prejudicial to the interest of the holders

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	of the ICPS or are to correct a manifest error or to comply with mandatory provisions of the laws of Malaysia and the relevant regulations
Governing law	The laws of Malaysia

25.2 Rights, Privileges and Conditions

(a) Non-Cumulative Preferential Dividend

No dividend shall be paid during the tenure of the ICPS, unless otherwise declared by the Company.

The Company shall have the discretion to decide whether to declare any dividend as well as the quantum of such dividend. Dividend, if declared, shall be calculated based on the nominal value of the ICPS. Dividend declared and payable annually in arrears are non-cumulative and shall be in priority over the ordinary shares of the Company.

(b) Payments: No Further Rights to Participate in Distributable Profits

Payments of Dividend shall, if due and payable under this Clause 25, be made to the ICPS holders whose names appear on the Register on the relevant dividend entitlement date. Save as set out in this Clause 25, the ICPS shall not confer any right or claim as regards to participation in the Distributable Profits of the Company.

"Distributable Profits" means the amount (comprising current profits and/or accumulated revenue reserves) certified by the Auditors to be the profits available to the Company for distribution as a dividend in compliance with the Act.

(c) Prescription

Any dividends, liquidation distribution or any other amount in respect of the ICPS unclaimed for seven (7) years after the relevant date of declaration shall be forfeited and revert to the Company and after such forfeiture no ICPS holder or other person shall have any right to or claim in respect of any such payments. No dividends or other moneys payable on or in respect of an ICPS shall bear interest against the Company.

(d) Conversion Rights

(i) Each ICPS carries the entitlement to be converted into new ordinary shares at the Conversion Ratio through the surrender of the ICPS.

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- (ii) No adjustment to the Conversion Price shall be made for any declared and unpaid dividends on the ICPS surrendered for conversion.
- (iii) If the conversion results in a fractional entitlement to ordinary shares of the Company, such fractional entitlement shall be disregarded and no refund or credit, whether in the form of the ICPS, cash or otherwise, shall be given in respect of the disregarded fractional entitlement.

(e) Conversion Period

- (i) The ICPS may be converted at any time within five (5) years commencing on and including the date of issue of the ICPS up to and including the maturity date, as determined by the Conversion Ratio and Conversion Price.
- (ii) Any remaining ICPS that are not converted by the maturity date shall be automatically converted into new ordinary shares at the conversion ratio of ten (10) ICPS for one (1) new share.

(f) Ranking of the ICPS and Liquidation Preference

The ICPS shall rank *pari passu* amongst themselves and shall rank in priority to any other class of shares in the capital of the Company. In the event of liquidation, dissolution, winding-up, reduction of capital or other repayment of capital:-

- (i) The ICPS shall confer on the holders the rights to receive in priority to the holders of ordinary shares in the Company, cash repayment in full of the amount of any non-cumulative preferential dividend that has been declared and remaining in arrears. After the payment of any dividends to the holders of ICPS, the remaining assets shall be distributed first to the holders of ICPS in full of the amount which is equal to the issue price for each ICPS, provided that there shall be no further right to participate in any surplus capital or surplus profits of the Company.
- (ii) In the event that the Company has insufficient assets to permit payment of the full issue price to the ICPS holders, the assets of the Company shall be distributed pro rata on an equal priority, to the ICPS holders in proportion to the amount that each ICPS holder would otherwise be entitled to receive.
- (iii) In the event of capital and/or premium being written off on a reduction of capital; the amounts paid or credited on the ordinary shares shall be written off

before the amounts paid or credited on the ICPS.

(g) Ranking of new ordinary shares to be issued pursuant to the conversion of the ICPS

All new ordinary shares to be issued pursuant to the conversion of the ICPS shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares except that such new ordinary shares shall not be entitled to any dividends, rights, allotments and/or other distribution, the entitlement date of which is prior to the date of allotment and issuance of the new ordinary shares arising from the conversion of the ICPS.

(h) Adjustment to Conversion Price and Conversion Ratio

The Conversion Price and/or Conversion Ratio will be adjusted at the determination of the Company, in all or any of the following events:-

- (i) an alteration to the value of shares by reason of consolidation or subdivision; or
- (ii) a bonus issue of fully paid-up ordinary shares by the Company or any other capitalisation issue for accounting purposes; or
- (iii) a capital distribution to shareholders made by the Company whether on a reduction of capital or otherwise, but excluding any cancellation of capital which is loss or unrepresented by assets; or
- (iv) a rights issue of ordinary shares by the Company; or
- (v) any other circumstances that the Board deems necessary, including circumstances such as the issuance of shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account and capital redemption reserve fund) by the Company to the shareholders or an offer or invitation to shareholders made by the Company by way of rights whereby shareholders acquire or subscribe for securities convertible into shares, or rights to acquire or subscribe for shares. In any event, the Board would consult its appointed advisors and/or auditors before deciding whether such adjustments are required,

provided that any adjustment to the Conversion Price will be rounded down to the nearest one sen (RM0.01) and under no circumstances shall any adjustment result in the Conversion Price falling below the value of the ordinary shares of the Company of RM0.25. No adjustment to the Conversion Price and/or Conversion Ratio will be made

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unless the computation has been certified by the external auditors of the Company.

(i) Rights of the ICPS holders

The ICPS holders have the same rights as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings. ICPS holders are however not entitled to any voting rights or participation in any rights, allotments and/or other distribution in the Company except in the following circumstances until and unless such holders convert their ICPS into new ordinary shares:-

- (i) when the dividend or part of the dividend on the ICPS is in arrears for more than six (6) months;
- (ii) on a proposal to reduce the Company's share capital;
- (iii) on a proposal for sanctioning the sale of the whole of the Company's property, business and undertaking;
- (iv) on a proposal that directly affects their rights and privileges attached to the ICPS;
- (v) on a proposal to wind-up the Company; and
- (vi) during the winding-up of the Company.

The ICPS holders shall have the right to receive notice of, attend, speak and vote at such General Meetings, and in relation to Article 25.2 (i)(i), such right shall continue until after the outstanding dividend is paid in full. Every ICPS holder who is present in person or by proxy or by attorney at such General Meetings shall have on a show of hands one vote and on a poll one vote for every ICPS of which he is the ICPS holder.

(j) Class Meetings

ICPS holders shall be entitled to attend class meetings of ICPS holders. Every ICPS holder who is present in person at such class meetings shall have on a show of hands one vote and on a poll one vote for every ICPS of which he is the ICPS holder. Notice of such class meetings shall be given in accordance with the procedures in respect of notice of General Meetings as set out in these presents.

(k) Variations of Right and Further Issues

Unless otherwise required by the applicable laws and notwithstanding any other provision of these presents, any variation or abrogation of the rights, preferences and privileges of the ICPS holders by way of amendment of

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these presents or otherwise (including, without limitation, the authorisation or creation of any shares in the capital of the Company ranking, as to participation in the profits or assets of the Company, senior to the ICPS holders) shall require:

- (i) the consent in writing of the holders of at least 75% of the outstanding ICPS; or
- (ii) the sanction of a special resolution passed at a separate class meeting of the ICPS holders (the quorum at such class meeting to be such number of the ICPS holders holding or representing not less than two-thirds of the outstanding ICPS), provided that:-
 - (1) no such consent or sanction shall be required if the change is solely formal, minor or technical nature or is to correct an error or cure an ambiguity (but such change shall not reduce the amounts payable to ICPS holders, impose any material obligation on ICPS holders or materially adversely affect their voting rights);
 - (2) no such consent or sanction shall be required for the creation or issue of further shares ranking *pari passu* with or junior to the ICPS (the creation or issue of such other shares, regardless of the dividends and other amounts payable in respect of such shares and whether and when such dividends and other amounts may be so payable, shall not be deemed to be a variation or abrogation of the rights, preferences and privileges of the ICPS); and
 - (3) no such consent or sanction shall be required for the purchase or cancellation of the ICPS in accordance with this Article 5.

The Company shall cause a notice of any meeting at which any ICPS holders is entitled to vote, and any voting forms, to be mailed to each ICPS holders in accordance with Article 25.2(n) below. Each such notice shall include a statement setting forth (1) the date, time and place of such meeting, (2) a description of any resolution to be proposed for adoption at such meeting on which such ICPS holders are entitled to vote and (3) instructions for the delivery of proxies.

(I) Transfer

The ICPS will be transferable only by instrument in writing in the usual or common form or such other form as the Directors of the Company and the relevant authorities may

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approve. As the ICPS will be listed on and traded on the Main Market of Bursa Securities, they will be deposited in a central depository system and will be subject to the rules of such system.

(m) Purchase and Cancellation

Subject to the prevailing laws, the Company may at any time purchase the ICPS in the open market at any price. The ICPS so purchased may be resold or cancelled at the sole discretion of the Company. Any such purchase and cancellation of an ICPS by the Company shall constitute an absolute discharge of the Company.

(n) Notices or Other Documents

Any notice or other documents may be served by the Company upon any ICPS holder and vice versa in the manner provided in these presents. Any such notice or document shall be deemed to be served and delivered in accordance with these presents.

(o) Conflicts

In the event of any conflict or inconsistency between the provisions of this Article 5 and the other provisions of these presents, the provisions of this Article 5 shall prevail and the prevailing law shall be the laws of Malaysia.

26. Notwithstanding Clause 24 hereof, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder's rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing obtained from the Holders of three-fourths 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.

Repayment
of preference
capital

CERTIFICATES/NOTICE OF ALLOTMENT

27. Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot/issue Securities, despatch notices of allotment to successful allottees and make an application for the quotation of such Securities in accordance with the period prescribed or allowed by the Exchange.
28. The Company shall issue and deliver to the Depository the appropriate jumbo certificates in such denomination as may be specified by the Depository registered in the name of the Depository or its nominee company.

Allotment
and
despatch of
notices of
allotment

Jumbo
certificates

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| 29. Every certificate shall be issued under the relevant Seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means shall be issued in accordance with Clause 181 of this Constitution, and shall specify the number and class of Securities to which it relates, and the amount paid up thereon. | Issuance of share certificates |
| 30. Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on evidence being produced and a letter of indemnity (if required) being given, as the Directors of the Company shall require, and, in the case of defacement or wearing out, on delivery of the old certificate. | Replacement of share certificates |

LIEN ON SHARES

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| 31. The Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including dividends, from time to time declared in respect of such shares provided always that such lien shall be restricted only to the following:

(a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid;

(b) amounts which are owed to the Company for the acquisition of shares under an Employee Share Scheme; and

(c) such amounts as the Company may be called upon by law to pay, and has paid, in respect of shares of a Member or deceased Member. | Company's lien on shares and distributions |
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The lien in each of the above cases shall also extend to reasonable interest and expenses incurred because of the unpaid amount.

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| 32. 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 a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. | Lien may be enforced by sale of shares |
| 33. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the | Directors may effect transfer |

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proceedings in reference to the sale and the remedy of the former holder of such share or any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company.

34. The proceeds of the sale after payment of the amount of interest and costs relating to 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 but existing upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.
- Application of proceeds of sale

CALLS ON SHARES

35. The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares, and not by the conditions of allotment thereof made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
- Directors may make calls
36. 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 in one lump sum or by instalments and the time or times and place(s) appointed by the Directors. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).
- Effective date of call
37. If a sum called in respect of shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per centum (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part.
- Interest on unpaid calls
38. Any sum which by the terms of issue of a share is made payable on allotment or at any fixed date, shall for the purposes of this Constitution, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified.
- When calls deemed made
39. (a) The Directors may, on the issue of shares, differentiate
- Difference in

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between the Holders as to the amount of calls to be paid and the times of payment of such calls. calls

- (b) 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 holder of the share.

- 40. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him, and upon all or any part of the monies so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per centum (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Calls may be paid in advance

INFORMATION ON SHAREHOLDING

- 41. (1) The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice: Company may require information
 - (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and
 - (b) if he holds the voting shares as trustee or nominee, to indicate so far as he can, the persons for whom he holds that voting shares 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 in pursuance of a notice given to any person under Clause 41(1) hereof or under this Clause, 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 or nominee; and
 - (b) if he holds that interest as trustee or nominee, to indicate so far as he can, the person for whom he holds that interest by name and by other particulars sufficient to enable those persons to be identified and

the nature of their interest.

- (3) The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of 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 or arrangement and the parties to such agreement or arrangement.
- Member to inform Company

TRANSFERS OF SECURITIES

42. Subject to this Constitution, the Rules and except as may be required by the Applicable Laws, there shall be no restriction on the transfer of fully paid up Listed Securities in the Company.
- No restriction on transfer of fully paid up Listed Securities
43. Subject to the provisions of the Act, this Constitution, the Central Depositories Act, and the Rules, the transfer of any Deposited Securities or class of Deposited Securities of the Company shall be made by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities which have been deposited with the Depository by the Company.
- Transfer of Listed Securities by way of book entry
44. (a) Subject to the restrictions of this Constitution, all shares other than Deposited Securities shall be transferable but every transfer shall be in writing in the usual common form pursuant to the Act or in such other forms as the Directors shall from time to time approve, and shall be submitted to the Office of the Company or its agent together with the certificate of the shares to be transferred and/or such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as a shareholder and retain the instrument of transfer.
- Transfer of Securities
- (b) The instrument of transfer lodged with the Company shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the Holder of the Security until the transferee's name is entered in the Register of Members in respect thereof.
- Instrument of transfer and execution requirements
- (c) The Company or its agent shall be entitled to charge a fee not exceeding Ringgit Malaysia Fifty only (RM50.00) on the registration of every transfer in respect of the shares other than the Deposited Securities.
- Fee payable for registering of transfer

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| (d) No Securities shall, in any circumstances, be transferred to any infant, bankrupt or person of unsound mind. | Prohibited transfer |
| 45. The Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act, the Rules and any of the Applicable Laws. | Depository's right to refuse transfer |
| 46. (a) The Directors may in their absolute discretion refuse or delay to register any transfer of shares that is not a Deposited Security where the registration of the transfer would result in contravention of or failure to observe the provisions of any laws in Malaysia; or the transfer is in respect of a partly paid shares of which a call has been made and is unpaid or which the Company has a lien. | Directors' discretion to refuse or delay the registration of transfer of share not Deposited Security |
| (b) A Directors' resolution shall be passed within thirty (30) days from the receipt of the instrument of transfer to refuse or delay the registration of transfer of a share that is not a Deposited Security and such notice of the resolution including the reasons thereof shall be sent to the transferor and the transferee within seven (7) days of the resolution being passed. | |
| (c) The Company shall refuse to register more than three (3) persons as joint holders of a share unless they are executors or trustees of a deceased shareholder. | |
| 47. (a) Registration of transfers may be closed at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be closed or suspended for more than thirty (30) days in aggregate in any calendar year. Notice of such closure or suspension shall within such period as may from time to time be permitted by the Act and/or the Exchange and be given to the Exchange, stating the period or periods and the purpose or purposes of such closure or suspension. | Closure of register |
| (b) In relation to the suspension, the Company shall give notice, in accordance with the Central Depositories Act and the Rules, to enable the Depository to issue the relevant Record of Depositors. | |
| 48. Nothing in these Clauses shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. | Renunciation |
| 49. Subject to the Central Depositories Act and the Rules, neither the Company or the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Securities apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to, the Company or the Directors or other officers be legally inoperative | Limitation of liability |

or insufficient to pass the property in the Securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that, the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the Securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his legal personal representatives and assignees alone shall be entitled to be recognised as the Holder of such Securities and the previous Holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

DISPOSAL OF SECURITIES OF MEMBERS WHOSE WHEREABOUTS ARE UNKNOWN

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| 50. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years the Company may cause an advertisement circulating in the place shown in the Register of Members or the Record of Depositors as the address of the Member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. | Reasonable diligence |
| 51. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member to the Minister charged with responsibility for finance and for that purpose may execute for and on behalf of such Member a transfer of those shares to the Minister charged with responsibility for finance. | Transfer of shares to Minister charged with responsibility for finance |

TRANSMISSION OF SECURITIES

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| 52. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the legal representative(s) of the deceased Member, shall be the only person(s) recognised by the Company as having any title to his interest in the Securities or debentures but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any Security which had been held by the deceased Member. | Death of Member |
| 53. A person to whom the right to shares or debentures are transmitted by operation of law may, upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions of this Constitution, the Central Depositories Act and the Rules) elect either:

(a) to be registered himself as a Member or debenture holder in respect of the shares or debentures by written notice to the Company stating that he so elects provided that where | Registration of person becoming entitled by operation of law |

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the shares or debentures are Deposited Securities, the aforesaid notice must also be served on the Depository; or

- (b) to have another person registered as a Member or debenture holder in respect of the shares or debentures and testify such election by executing to that person a transfer of those shares or debentures, as the case may be, or such other instrument as the Depository may require.

All limitations, restrictions and provisions of this Constitution in relation to the right to transfer and the registration of transfers of shares and debentures shall apply to any notice or transfer of shares or debentures as if the death or bankruptcy of the Member or debenture holder had not occurred and the notice or transfer were signed by that Member or debenture holder.

- 54. A person entitled to shares and/or debentures in consequence of the death or bankruptcy of a Member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors and the Depository in that behalf and subject to the Central Depositories Act and the Rules, to receive and may give a discharge for all dividends and other moneys payable in respect of the shares and/or debentures, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a Member or debenture holder, unless and until he shall have become a Member or debenture holder in respect of the shares and debentures. Where two or more persons are jointly entitled to any share and/or debenture in consequence of the death of the holder of the share they shall, for the purposes of these Clauses, be deemed to be the joint holders of the share and/or debenture.

Rights on death or bankruptcy

- 55. Where:

- (a) the Securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Security Industry (Central Depositories) (Amendment) (No. 2) Act 1998, as the case may be, under the Rules in respect of such Securities,

Transmission of securities between registers

the Company shall, upon request of a Securities Holder, permit a transmission of Securities held by such Securities Holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and *vice versa* provided that there shall be no change in the ownership of such Securities.

FORFEITURE OF SHARES

56. If any Member fails to pay the whole or any part of any call or instalment of 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 at such rate not exceeding eight per centum (8%) per annum from the date of forfeiture, as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.
57. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which such call or instalment or such part as aforesaid, and all interest 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 the call was made will be liable to be forfeited.
58. Upon failure to comply with the notice served under Clause 56 above, the shares in respect of which such notice has been given shall be forfeited by a resolution of the Directors to that effect unless the payment as required by such notice has been made before such resolution is passed. Such forfeiture shall include all distributions in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared. The Directors may accept the surrender of any share liable to be forfeited hereunder.
59. A share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit and whether with or without all or any part of the amount previously paid on the share being cancelled as paid.
60. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares. Notwithstanding such forfeiture, such person shall remain liable to pay to the Company all monies which at the date of forfeiture was payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight per centum (8%) per annum or such other rate as may be allowed under the Applicable Laws and determined by the Directors to be calculated from the date of the forfeiture on the money for the time being unpaid if the

Notice
requiring
payment

Particulars in
notice

Forfeiture for
non-
payment

Forfeited
shares
become
property of
the
Company

Liability of
Member in
respect of
forfeited
shares

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Directors think fit to enforce payment of the interest or compensation, and his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

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| 61. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past Members. | Results of forfeiture |
| 62. A statutory declaration in writing by a Director or Secretary that a share in the Company has been duly forfeited in pursuance of this Constitution 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 share. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and such person shall be registered as the shareholder and not have 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. | Statutory declaration as conclusive evidence and sale of shares forfeited |
| 63. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable to the Company at a fixed time, as if the sum had been payable by virtue of a call duly made and notified. | Application of forfeiture provisions |
| 64. When any share has been forfeited in accordance with these Clauses, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid. | Notice of forfeiture |
| 65. In the event of any forfeited share on which the Company has a lien being sold or disposed of, the net proceeds of such sale or disposal after providing for the expenses of such sale or disposal and for the payment of any moneys owing to the Company in respect of which the lien exists shall be paid to the person (or persons for joint holders) whose share has been forfeited or his executors, administrators or assignees as the case may be or as he or she shall direct. | Proceeds of sale of forfeited shares |

CONVERSION OF SHARES INTO STOCK

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| 66. | The Company may by Ordinary Resolution passed at a general meeting convert any fully paid shares into stock or reconvert any stock into paid up shares of any denomination. | Conversion by Ordinary Resolution |
| 67. | The stockholders may transfer the stocks or any part of the stocks in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow. | Transfer of stock |
| 68. | The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum. | Minimum stock transferable |
| 69. | The stockholders shall, according to the amount of the stock held by the stockholders, have the same rights, privileges and advantages with regards distributions, including dividends, voting at meetings of the Company and other matters as if the stockholders held the shares from which the stock arose but so that none of such privileges or advantages except participation in the distributions and profits of the Company and in the assets on winding up shall be conferred by any such part of stock which would not, if existing in shares, have conferred such privileges or advantages. | Rights of stock holders |
| 70. | Any reference in the Act and this Constitution applicable to issued shares shall apply to stock, and the words "share" and "Member" shall include "stock" and "stockholder" respectively. | Application of this Constitution to stock |

INCREASE OF CAPITAL

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| 71. | The Company may from time to time by Ordinary Resolution whether all the shares for the time being issued have been fully called up or not, increase its capital by the creation and issue of new shares, with such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company in such general meeting directs and such new shares or any of them may have such preference or priority over the then existing shares of the Company and that such rights and privileges be different from those of such existing shares as the Directors may think fit. | Power to increase capital |
| 72. | Except so far as otherwise provided by the conditions of issue, or by the provisions of this Constitution, any share capital raised by the issue of new shares shall be considered as part of the original share capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, voting and otherwise as if it has been part of the original share capital. | New shares subject to same provisions as original shares. |

ALTERATION OF CAPITAL

73. Subject to the provisions of the Act and the Listing Requirements, the Company may by Ordinary Resolution:
- Power to alter capital
- (a) consolidate and divide all or any of its share capital, such that 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) convert all or any of its issued shares into stock and reconvert that stock into fully-paid shares;
 - (c) subdivide its shares or any of its shares, such that 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. Any resolution whereby any share is subdivided may determine that, as between the Holders of shares resulting from such subdivision, one (1) or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards distributions, including dividends, return of capital voting or otherwise over the other or others of such shares;
 - (d) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe; or
 - (e) subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of shares into another class of shares.
74. The Company may by Special Resolution reduce its share capital in any manner authorised by the Act.
- Reduction of share capital

PURCHASE OF OWN SHARES

75. Subject to the provisions of the Act and/or any other Applicable Laws and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authority, the Company, may, with the sanction of an Ordinary Resolution of the Members in general meeting, purchase its own shares and make payment in respect of the purchase, terms and manner as may be determined from time to time by the Directors. Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and/or any other Applicable Laws or requirements of any other relevant authority.
- Company may purchase its own shares
76. The Company shall not purchase its own shares unless:-
- Conditions for purchasing own shares
- (a) the Company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the shares so purchased;

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- (b) the purchase is made through the Exchange on which the shares of the Company are quoted and in accordance with the relevant rules of the Exchange; and
 - (c) the purchase is made in good faith and in the interests of the Company.
77. Notwithstanding Clause 76(b), the Company may purchase its own shares otherwise than through the Exchange if the purchase is:
- (a) permitted under the relevant and applicable rules of the Exchange; and
 - (b) made in accordance with such requirements as may be determined by the Exchange.

Purchase of own shares otherwise than through Exchange

GENERAL MEETINGS

78. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act within six (6) months of the Company's financial year end and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but so long as the Company holds its first Annual General Meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. All general meetings other than the Annual General Meeting shall be called extraordinary general meetings or meeting of Members. All general meetings shall be held at such time and place as the Directors shall determine.
79. An extraordinary general meeting may be convened by the Directors whenever they think fit. In addition, an extraordinary general meeting may be convened on such requisition as provided by Sections 310 and 311 of the Act. The Directors shall call for the meeting in accordance with Section 312 of the Act.
80. If the Directors do not convene the meeting in accordance with Clause 79, the Members who requisitioned the meeting, may call for the meeting in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.
81. The Company may hold a meeting of Members at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of Members subject to rules, regulations and prevailing laws. The main venue of the meeting shall be in Malaysia and the chairman shall be present at the main venue of the meeting.

General meetings

Power to convene an extraordinary general meeting

Requisitionists may convene general meeting

Venues and technology for meetings of Members

82. Subject to the provisions of the Act, every notice convening meetings shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notice of general meetings from the Company.

Notice of
general
meeting

At the same time as Members are notified, 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.

83. Every notice convening a meeting shall include the following:-
- (a) the place, the day, the date and the time of meeting and the general nature of business of the meeting;
 - (b) if the meeting is an Annual General Meeting, a statement specifying the meeting as such;
 - (c) if the meeting is convened to consider a Special or Ordinary Resolution, it shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be;
 - (d) if the meeting is convened to pass a Special Resolution, it shall specify the intention to propose the resolution as a Special Resolution accompanied by an explanatory statement regarding the effect of any proposed resolution in respect of such business;
 - (e) a statement with reasonable prominence that a Member entitled to attend and vote is entitled to appoint proxy(ies) to attend, participate, speak and vote instead of him;
 - (f) a statement with reasonable prominence that a Member who appoints more than one (1) proxy in relation to a meeting must specify the proportion of the Member's shareholding to be represented by each proxy; and
 - (g) any notice of a general meeting called to consider special business must be accompanied by an explanatory note which contains the necessary information to enable a Member to make an informed decision.

Content
of notice
of
meetings

The notice of meeting of Members may include text of any proposed resolution and other information as the Directors deem fit.

84. The Company shall request in writing to the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

Record of Depositors

The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting ("**General Meeting Record of Depositors**"). The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

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 general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

85. Subject always to the provisions of the Act, no business shall be transacted at a general meeting except business of which notice has been given in the notice convening the meeting. An Annual General Meeting shall be held to transact the business in accordance with the Act, which includes the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees and benefits payable, the declaration of dividend, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act.

Business at meetings

86. A meeting shall, notwithstanding that it is called by notice shorter than is required in Section 316(2) of the Act, be deemed to be duly called if it is so agreed, in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote at the meeting, or in the case of an extraordinary general meeting, by a majority who together hold not less than the requisite percentage of ninety five per centum (95%) in the number of the shares giving a right to attend and vote at the meeting.

Call of meetings by shorter notice

87. Where by any provisions of the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of intention to move it has been given to the Company at least twenty-eight (28) days before the meeting at which it is moved and the Company shall, where practicable, give its Members notice of any such proposed 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, at least fourteen (14) days before the meeting, by advertising it in one (1) widely circulated newspaper in Malaysia in the national language and one (1) widely circulated newspaper in Malaysia in the English language, but if after notice of the intention to move such a

Resolution requiring special notice

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resolution has been given to the Company, a meeting is called on a date twenty-eight (28) days or less after the notice has been given, the notice although not given within the time required by this Clause shall be deemed to be properly given.

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| 88. Notice of a general meeting must be given to every Member, Director and Auditors of the Company. For the purposes of this Clause, the reference to a 'Member' includes any person who is entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting and the Company has been notified of the person's entitlement in writing. | Person entitled to receive notice |
| 89. The accidental omission to give notice of meeting to or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting. | Omission to give notice |
| 90. (1) Where a meeting of members is convened by the Board, they may by not less than three (3) market days' notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting. The cancellation or postponement of a meeting of members is subject to the Listing Requirements and other requirements by the Exchange. | Cancellation or Postponement of Meeting of Members |
- This Clause shall not apply to a meeting convened in accordance with Sections 310 and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.
- (2) Notice of cancellation or postponement of a meeting or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:
- (2.1) published in a daily newspaper circulating in Malaysia;
 - (2.2) given to the Exchange and give in other manner required by the Listing Requirements or other requirements by the Exchange; and
 - (2.3) subject to the Act and the Listing Requirements, given in any other manner determined by the Board.
- (3) A notice of postponement of a general meeting must specify:
- (3.1) the postponed date and time for the holding of the meeting;
 - (3.2) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and

- (3.3) if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.

- (4) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice convening the meeting.
- (5) Where by the terms of an instrument appointing a proxy or attorney or an appointment of a representative:
 - (5.1) the appointed person is authorised to attend and vote at a meeting of Members to be held on or before a specified date; and
 - (5.2) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Registered Office or another address (including electronic address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.
- (6) The non-receipt of notice of cancellation or postponement of a meeting of Members by, or the accidental omission to give notice of cancellation or postponement of a meeting of Members to, a person entitled to receive notice does not invalidate any resolution passed at a postponed meeting or the cancellation or postponement of a meeting.
- (7) A Director is entitled to receive notice of and to attend all meetings of Members and is entitled to speak at those meetings.
- (8) If the Directors are required to convene and arrange to hold a meeting of Members as a result of a request by Members in accordance with Section 311 of the Act, the meeting may be cancelled by the Directors if the Members who requisitioned the meeting withdraw their requests prior to the date of the meeting.

PROXY

91. (a) A Member entitled to attend and vote at a general meeting of the Company, or at a general meeting of any class of Members of the Company, shall be entitled to appoint up to two (2) proxies to attend, participate, speak and vote instead of the Member at a general meeting. Appointment of proxy
- (b) Where a Member appoints more than one (1) proxy in relation to a general meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (c) A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to attend, participate, speak and vote at the meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy; however, such attendance shall automatically revoke the authority granted to that Member's proxy.
92. Where a Member of the Company is an Exempt Authorised Nominee which holds Deposited Securities in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Appointment of Multiple Proxies by an Exempt Authorised Nominee
93. Subject to the Act, the instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy authorises the proxy(ies) to demand or join in demanding a poll. Instrument appointing proxy to be in writing
94. The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve subject to such variations or circumstances as the Act or Listing Requirements may require. Form of proxy

Unless the contrary is stated thereon an instrument appointing a proxy, whether in the usual common form or not, shall be valid for any adjournment of the meeting as for the meeting to which it relates.

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95. (a) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication shall be in accordance with this Clause and shall not be subject to the requirements of Clause 93. Appointment of proxy via Electronic Communication
- (b) the purposes of this Clause, the Directors may require such reasonable evidence they consider necessary to determine and verify:-
- (i) The identity of the Member and the proxy; and
 - (ii) Where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- (c) Without prejudice to Clause 95, the appointment of a proxy by Electronic Communication must be received at the Electronic Address specified by the Company in any of the following source and shall be subject to any terms, conditions or limitations specified therein:-
- (i) Notice calling the meeting;
 - (ii) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (iii) Website maintained by or on behalf of the Company.
- (d) An appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Company pursuant to Clause 95(c) 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.
- (e) An appointment of proxy by Electronic Communication which is not made in accordance with this Clause shall be deemed invalid.
96. 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 appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid. Instrument appointing proxy to be deposited at Company's Office

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97. A vote given in accordance with the terms of the instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the Member or revocation of the proxy or power of attorney under which it is made or transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used. Validity of vote given under proxy
98. A Member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting or an adjourned meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia. Termination of proxy

PROCEEDINGS AT GENERAL MEETINGS

99. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member. Where one (1) or more proxies or representatives are appointed by a Member, the proxies or representatives shall be counted as one (1) Member. Quorum
100. The Members may participate in a general meeting at more than one (1) venue by video conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which would permit all Members to participate in the meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting. Participation by a Member by any of the aforesaid communication facilities shall be deemed as present at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the meeting is to be held. General meeting at more than one venue using any other technology
- All business transacted in the manner as specified in this Constitution and for the purpose of this Clause shall be deemed to be validly and effectively transacted at a meeting.
101. 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 Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is Proceeding of quorum not present

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not present within fifteen (15) minutes from the time appointed for holding the meeting, the Member or Members present shall for purposes of such adjourned meeting constitute a quorum.

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| 102. | The chairman (if any) of the Board of Directors or, in his absence, a deputy chairman (if any) shall preside as chairman at every general meeting of the Company. If there is no such chairman or deputy chairman or if at any general meeting neither the chairman or a deputy chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as chairman, the Directors present shall choose one (1) of their number, to act as chairman or if one (1) Director only is present, he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote (on a poll) shall elect one (1) of their number to be chairman. The election of the chairman shall be by a show of hands. However, a proxy shall not be eligible for election as chairman of the meeting. | Chairman of general meeting |
| 103. | No business except the election of the chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting while the chair is vacant. | No business to be transacted while chair is vacant |
| 104. | 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 other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Adjournment with consent of meeting |
| 105. | (1) Subject to any express requirement of the Listing Requirements, at all general meetings, resolutions put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the resolution of the show of hands a poll be demanded:

(a) by the chairman;

(b) by at least three (3) Members present in person or by proxy;

(c) by any Member present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or

(d) by a Member holding shares in the Company conferring | Voting on resolution and demand for poll |

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a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total paid up shares conferring that right.

- (2) Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolutions. The demand for a poll may be withdrawn.
106. If a poll is duly demanded in the manner aforesaid, it shall be taken in such manner and either at once 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 deemed to be the resolution of the meeting at which the poll was demanded. Taking a poll
107. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Continuance of meeting of other business
108. No poll shall be demanded at a general meeting on the election of a chairman of general meeting and the adjournment of meeting. Poll on election of chairman or on adjournment
109. If the Company is Listed, and subject to any provisions to the contrary in the Listing Requirements: Resolutions of listed issuers to be voted by poll
- (a) any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll; and
- (b) the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the listed issuer or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must declare such interest and thereupon refrain from acting as the scrutineer for that resolution. For this purpose, "officer" and "related corporation" shall have the meaning assigned to them in Sections 2 and 3 of the Act respectively. For this purpose, "officer" and "related corporation" shall have the meaning assigned to them in Sections 2 and 3 of the Act respectively.

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110. The poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the general meeting directs, and the result of the poll shall be the resolution of the meeting.
- How poll is to be taken

VOTES OF MEMBERS

111. In the case of an equality of votes, whether on a show of hands or a poll, the chairman of the general meeting at which the show of hands takes place or at which the poll is taken or demanded shall be entitled to a second or casting vote.
- Equality of votes
112. Subject to this Constitution and to any rights or restrictions for the time being attached to any classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands, every person who is a Member or representative or proxy of a Member shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds.
- Voting by Members or proxies
113. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
- Shares of different monetary denomination -ns
114. Subject to Section 333 of the Act, any corporation which is a Member of the Company, may by resolution of its Directors or other governing body authorise such person(s) to act as its representative(s) at any general meeting of the Company and a person so authorised shall in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it was an individual Member of the Company.
- Corporate representative
115. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Clause hereof to transfer any shares, may vote at any general meeting 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.
- Vote of Member of unsound mind and person entitled to transfer

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| 116. | No person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a proxy or attorney or representative at any general meeting (including Annual General Meeting) or upon a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid. | Member barred from voting while call unpaid |
| 117. | 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 purpose. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive. | Time for objection |
| 118. | A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of proxy is used. | Validity of vote given under proxy |

DIRECTORS: APPOINTMENT, REMOVAL, ETC.

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| 119. | All the Directors of the Company shall be natural persons of full age and until otherwise determined by general meeting, the number of Directors shall not be less than three (3), but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company but not for any other purpose. | Number of Directors |
| 120. | 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, provided 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 Annual General Meeting and shall be eligible for re-election at such meeting. A Director retiring under this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting. | Directors' power to fill casual vacancies or appoint additional Directors |
| 121. | An election of Directors shall take place each year. At the first Annual General Meeting of the Company, all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time | Retirement of Directors by Rotation |

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being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors including the Managing Director shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the general meeting at which he retires.

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| 122. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires. | Selection of Directors to retire |
| 123. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office of the Company, 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 candidature for election to the Board 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. | Notice of intention to appoint Director |
| 124. The Company at the Annual General Meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. | Retiring Director deemed to be reappointed |
| 125. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. | Motion for appointment of Directors |
| 126. Subject to the Act, the Company may from time to time by Ordinary Resolution passed at a general meeting, increase or reduce the maximum or minimum number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office. | Increase or reduction of number of Directors |
| 127. The Company may by Ordinary Resolution at a meeting of which special notice has been given in accordance with Section 206 of the Act, remove any Director before the expiration of the | Removal of Directors |

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Director's tenure of office notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such contract, and may, if thought fit, by Ordinary Resolution of which special notice has been given, appoint any other person as a Director in his place. The person so appointed shall be treated, for the purpose of determining the time at which he or any other Director is to retire, as if he had become a Director on the day on which the person in whose place he is appointed was last appointed a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy.

128. The shareholding qualification for Directors may be fixed by the Company in general meeting and unless so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.
- Directors'
Qualification

ALTERNATE DIRECTOR

129. (1) Each Director shall have power from time to time to nominate any person to act as his alternate provided that:-
- Alternate
Directors
- (i) such person is not a Director of the Company;
 - (ii) such person does not act as an alternate for more than one (1) Director of the Company;
 - (iii) the appointment is approved by a majority of the other members of the Board; and
 - (iv) any fee or benefits paid by the Company to an Alternate Director shall be deducted from that Director's remuneration.

The Director may at his discretion remove such Alternate Director and nominate another in his place, if any.

- (2) An Alternate Director shall (except as regards the power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all general meetings and meetings of the Directors and to attend, speak and vote and be counted for the quorum at any such meeting at which his appointor is not present.
- (3) Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or removal of an Alternate Director shall be by notice in writing to the Company signed by the Director or Directors making or revoking the appointment delivered at the Office of the Company or the Secretary of the Company

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either by hand, post, facsimile or in any Electronic Communication.

- (4) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director.
- (5) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- (6) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being required under this Constitution or the Act.

MANAGING DIRECTOR

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| 130. The Directors may from time to time appoint any one (1) or more of their body to be the Managing Director(s) or chief executive or person(s) holding equivalent positions(s) by whatever name called, for such period not exceeding five (5) years subject to re-appointment and on such terms as they think fit. | Appointment of Managing Director |
| 131. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as the Board may think fit, and either collaterally with or to the exclusion of the Board's own powers, and may from time to time revoke, withdraw, alter or vary all or any of those powers. The Managing Director or a person holding an equivalent position shall be subject to the control of the Board. | Powers of Managing Directors |
| 132. A Managing Director shall, subject to the Act and the terms of any agreement entered into in any particular case, receive such remuneration, whether by way of salary, bonus, etc. but not by way of a commission on or a percentage of turnover, as the Board may determine, subject to and in accordance with the Act and the Listing Requirements. | Remuneration of Managing Director |
| 133. A Managing Director shall be subject to retirement by rotation and shall be taken into account in determining the rotation or retirement of Directors in accordance with the provisions of this Constitution, and he shall, subject to 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 from any cause, he shall ipso facto and immediately cease to be a managing director. | Retirement, resignation and removal of Managing Director |

REMUNERATION OF DIRECTORS

134. (1) The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an Ordinary Resolution of the Company in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that:-
- Remuneration
- (a) fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
 - (b) salaries and emoluments including benefits payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover; and
 - (c) any fee or benefits paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- (2) The Directors shall be entitled to be reimbursed all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meeting or otherwise howsoever incurred in the course of the performance of their duties as Directors.
- (3) Any Directors who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this Constitution.

DISQUALIFICATION OF DIRECTORS

135. The office of Director shall be vacated if the person holding that office:
- (a) becomes bankrupt and a receiving order in bankruptcy is made against him during his term of office or he makes any arrangement or composition with his creditors;
 - (b) resigns his office by giving a written notice to the Company at the Office;
 - (c) has retired in accordance with the provision of the Act or this Constitution but is not re-elected;
 - (d) is removed from office in accordance with the Act or this

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Constitution;

- (e) becomes disqualified from being a director under the Act or the Listing Requirements;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (g) dies;
- (h) is absent from more than 50% of the total Board meetings held during a financial year unless otherwise exempted by the Exchange on application by the Company; and
- (i) ceases to be or is prohibited from being a Director by virtue of the Act or the Applicable Laws.

POWERS AND DUTIES OF DIRECTORS

136. The business of the Company shall be managed by, or under the direction of the Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Applicable Laws or by this Constitution required to be exercised or done by the Company in general meeting, but the exercise of all such powers shall be subject to and in accordance with the provisions of the Applicable Laws and of this Constitution and shall also be subject to and in accordance with any regulations or provisions made by the Company in general meeting, provided that no regulation so passed shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Business of Company to be managed by Directors

137. The Directors shall not without the prior approval of the Company in a general meeting:-

Limitation on Directors' Powers

- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of the Company's or its subsidiaries' undertaking or property;
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- (c) subject to the Act enter into any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding company or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such a Director or substantial shareholder or persons connected with such Director or substantial shareholder, any shares or non-cash assets of the requisite value.

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| <p>138. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such person as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.</p> | <p>Power to maintain pension fund</p> |
| <p>139. The Directors may from time to time by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.</p> | <p>Appointment of Attorneys</p> |
| <p>140. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine.</p> | <p>Signing of cheques etc.</p> |
| <p>141. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose, in good faith and in the best interest of the Company and act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.</p> | <p>Discharge of duties</p> |
| <p>142. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.</p> | <p>Notice of disclosures</p> |
| <p>143. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No</p> | <p>Director may hold other office</p> |

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Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such office or place of profit or as a vendor, purchaser otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that relevant provisions of the Act, the Listing Requirements and this Constitution are complied with.

144. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company and provided further that such shall be upon normal commercial terms.

Director may act in his professional capacity

DIRECTORS' BORROWING POWERS

145. (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related company as may be thought fit.
- (2) The Directors shall not borrow any money or mortgage or charge any of the Company's 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.

Directors' borrowing powers

146. The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Conditions on which money may be borrowed

147. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or Securities to exchange the same for the shares in the Company authorised to be issued.

Exchange for shares

148. Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by mortgage of or charge upon all or any part of the undertaking or property of the Company, both present and future, and any capital remaining unpaid upon shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any

Nature of security

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mortgagees or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any money so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, of the making, receiving or enforcing of calls upon the Members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.

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| 149. The Directors may give security for the payment of any money payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed. | Security for payments due |
| 150. Debentures, debenture stock or other Securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. | Securities may be assignable free from equities |
| 151. Any debentures, debenture stock, bonds or other Securities may be issued with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise. | Securities may be issued with special privileges |
| 152. The Directors shall cause proper register to be kept in accordance with the provisions of the Act of all mortgages and charges specifically affecting the property of the Company and all floating charges on the undertaking or any property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise. | Register of charges to be kept |
| 153. If the Directors or any of them, or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. | Power of Directors to indemnify out of Company asset |

PROCEEDINGS OF DIRECTORS

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| 154. The provisions of the Third Schedule of the Act shall not apply to the Company except so far as the same are repeated or contained in this Constitution. | Third Schedule excluded |
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155. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. Meeting of the Directors may be held in or outside Malaysia.
- Meeting of Directors
156. (a) Unless otherwise determined by the Directors from time to time, at least seven (7) days' notice of all Directors' meetings shall be given by hand, post, facsimile, Electronic Form or other form of Electronic Communications to all Directors and their Alternate Directors, except in the case of an emergency, where reasonable notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or Alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a meeting of the Directors by hand or by post.
- Notice of Directors' Meeting
- (b) Any Director may waive notice of any meeting either prospectively or retrospectively.
- (c) The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, Electronic Form or other form of Electronic Communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.
157. The quorum necessary for the transaction of business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally.
- Quorum of meetings of Directors
158. (a) A person may participate in a meeting of the Directors by conference telephone, video conference, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- Meetings of Directors by means of conference telephone, electronic or any communication facilities
- (b) Participation by a person in a meeting by conference, telephone, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is held.
- (c) For the avoidance of doubt, such meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is at the start of the meeting.
- (d) Such a meeting shall not be deemed to have proceeded for

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such period or periods where the conference telephone, electronic or such other communication facilities have been disconnected.

- (e) The chairman of such a meeting shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the participants of the meeting.
159. The Directors may from time to time elect and remove a chairman and deputy chairman of the Board and determine the period for which they are respectively to hold office. The chairman so elected, or in his absence the deputy chairman, shall preside at all meetings of the Directors but if no such chairman or deputy chairman be elected, or if at any meeting the chairman or deputy chairman be not present within fifteen (15) minutes after the time appointed for holding the same without any prior notification by the chairman to the Directors, the Directors present shall choose one (1) of their number to act as chairman of such meeting. Chairman of the Board
160. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum and only such quorum is present at the meeting or only two (2) Directors are competent to vote on an issue in question, the chairman of the meeting shall not have a casting vote. Votes by majority and Chairman to have casting vote
161. The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or to summon a general meeting of the Company but for no other purpose. Number of Directors below minimum
162. Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company. Disclosure of interest
163. Subject to the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest (and if he shall do so his vote shall not be counted) nor shall his vote be counted for the purpose of any resolution regarding the same. Restriction on voting

164. A Director notwithstanding his interest may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where the Board resolves to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or where any decision is taken upon any contract or arrangement in which he is in any way interested.

Relaxation or restriction on voting

165. Subject to Clause 164, a Director may vote in respect of:-

(a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

Director may vote on the giving of security or indemnity where he is interested

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

By Ordinary Resolution of the Company the provisions of this Clause may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Clause may be ratified.

166. A Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation, in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

Directors may become Directors of other corporation

COMMITTEES OF DIRECTORS

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| <p>167. The Directors may establish any committees, local boards or agencies comprising one (1) or more persons for managing any affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.</p> | <p>Power of Directors to appoint Board committees</p> |
| <p>168. Subject to any rules and regulations made pursuant to this Constitution, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present (if more than one (1) and in the case of any equality of votes, the chairman of meeting of such committee shall have a second or casting vote except where only two (2) members are competent to vote on the question at issue.</p> | <p>Meeting of committees</p> |
| <p>169. A member of the committee of the Directors, may participate in a meeting of the committee by means of a conference telephone, electronic or any communication facilities which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.</p> | <p>Meetings by means of conference telephone, electronic or any communication facilities</p> |
| <p>170. A committee, local board or agency may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairman of the meeting.</p> | <p>Chairman of committee</p> |
| <p>171. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions of the 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.</p> | <p>Proceedings at committee meeting</p> |

VALIDATION OF ACTS OF DIRECTORS

172. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of such committee and had been entitled to vote.
- Directors' acts to be valid

DIRECTORS' RESOLUTION IN WRITING

173. A resolution in writing signed or approved in writing by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Resolution In Writing" or "Directors' Circular Resolution" 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 or counterparts in like form, each signed by one (1) or more Director or their alternates and may be accepted as sufficiently signed by a Director if transmitted to the Company by facsimile or other forms of Electronic Communications to include a signature or the written approval of the Director.
- Directors' resolution in writing

AUTHENTICATION OF DOCUMENTS

174. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the Constitution of the Company and any resolution passed by the Company or Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
- Authentication of documents
175. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 174, 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.
- Conclusive evidence of resolutions and extract of minutes of meetings

MINUTES AND REGISTERS

176. The Directors shall cause minutes to be duly entered in books provided for the purpose: Minutes
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors; and
 - (c) of all resolutions and proceedings of all general meetings of the Company and of any class of Members of the Company and of the Directors and of Committees 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 and if so signed, shall be accepted as prima facie evidence without further proof of the facts stated therein.

177. 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 of Companies, a register containing such particulars with respect to the Directors, Managers and Secretaries of the Company as are required by the Act, and shall from time to time notify the Registrar of Companies of any change in such register and of the date of change in manner prescribed by the Act. Particulars of Directors, Managers and Secretaries
178. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge. Minutes kept at Office
179. The Company shall also keep at the Office or such other place provided notice has been given to the Registrar of Companies, a register which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee, all such matters required to be so registered under the Act, and in particular: Registers to be kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

SECRETARY

180. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term and at such remuneration and upon such conditions as they think fit and any Secretary

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Secretary or Secretaries so appointed may be removed by the Directors without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. 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.

SEAL

181. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Board authorised to use the Seal. Every instrument to which the Seal is affixed shall be autographically signed by a Director and either by a second Director or by a Secretary or by another person appointed by the Board for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates only pursuant to Clause 183 hereof), as the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution.
182. The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Board.
183. The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Clause 181 hereof.

Authority for use of Seal

Official Seal for use abroad

Official seal for share certificates, etc

ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

184. The Directors of the Company shall cause proper accounting and other records to be kept whether in a legible or non-legible form and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and other records of the Company or any of them, shall be opened to the inspection of Members not being Directors, and no

Accounts open to inspection by Directors

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Member (not being a Director) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Sections 245(5) and (6) of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

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| 185. | The Board shall cause to be prepared, sent to every Member and all entitled persons under Section 257 of the Act and laid before the Company in its Annual General Meeting the audited financial statements and Directors' Report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' Reports shall not exceed four (4) months. | Preparation and issuance of audited financial statements and Directors' Report |
| 186. | A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the Annual General Meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. | Circulation of copies of audited financial statements and Directors' Report |

AUDIT

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| 187. | <p>(1) The Auditors shall be appointed for each financial year by Ordinary Resolution at the Annual General Meeting of the Company in accordance with Section 271 of the Act.</p> <p>(2) The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.</p> | Appointment of Auditors |
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DISTRIBUTIONS AND RESERVES

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| 188. | The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Directors. | Distribution of dividends out of profit |
| 189. | The Directors may authorise a distribution at such time and in such amount as the Directors consider appropriate, if they are satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the | Distribution only if Company is solvent |

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Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

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| 190. 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 reserve fund which shall be applied by the Directors in their absolute discretion as they think conducive to the interest of the Company and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company and without being bound, keep the same separate from the other assets. The Directors may also without placing the same to reserve carry forward any profits of which they may think prudent not to divide. | Setting aside profits |
| 191. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Clause as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. | Payment of dividends |
| 192. 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 held by him. | Deduction of dividends |
| 193. The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares herein before contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. | Dividends due may be retained until registration |
| 194. All dividends unclaimed for more than one (1) year, subject to the Unclaimed Moneys Act 1965 after having been declared may be invested or otherwise made use of the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Moneys Act 1965. | Unclaimed dividends may be invested |
| 195. The Directors in authorising a distribution of dividends may direct payment of such dividends wholly or partly by the distribution of | Distribution of specific |

specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways and where any difficulty arises in regard to payment of such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

assets

196. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

Payment by cheque or telegraphic transfer or electronic transfer

CAPITALISATION OF PROFITS

197. The Company in general meeting may upon the recommendation of the Directors by ordinary resolution resolved that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
198. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debenture, if any,

Bonus issue

Director's duties and powers in capitalisation

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and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members 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 by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

LANGUAGE

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

NOTICES

200. Any notice or documents required to be sent to Members may be given by the Company or the Secretary to any Member:
- Service of notices and/or documents
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address; or
 - (b) in Electronic Form, and sent by the following electronic means:
 - (i) transmitting to his last known electronic mail address;
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or making available of the notice or document on the electronic platform via hard copy or electronic mail or short

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messaging service has been given to them accordingly.

201. Any notice or document shall be deemed to be served by the Company to a Member:

When service effected

- (a) where the notice or document is sent in hard copy if by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted; or
- (b) where the notice or document is sent by electronic means:
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 200(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website, provided that the notification on the publication of notice or document on website has been given pursuant to Clause 200(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided the notification on the publication or making available of the notice or document on the relevant electronic platform has been given pursuant to Clause 200(b)(iii).

In the event that service of a notice or document pursuant to this Clause is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 200(a) hereof.

202. Subject to compliance with the Act, the requirement of the Exchange and any other relevant authorities, if any, the Company may send notice of a general meeting, its annual report or any document required to be sent to its Securities Holders via electronic means by:-

Issuance of notice of a general meeting, annual report or any document required to be sent to the Company's

- (a) publishing on a designated weblink, provided it notifies its Securities Holders separately in writing, which includes e-mailing in accordance with this Constitution, about the

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publication and designated weblink to download the notice of general meeting, annual report or document; or

Members by the Company via electronic means

(b) e-mailing its Securities Holders.

The e-mail address of a Securities Holder as maintained by the Depository or as provided to the Company for the purpose of sending notice of a general meeting, annual report or any document required to be sent to its Securities Holders, if any, shall be deemed as the e-mail address for purposes of the aforesaid communication with the Securities Holder. In the event of a notification of e-mail delivery failure or in any other event at the Directors' discretion, the notice of a general meeting, annual report or any document required to be sent to the Company's Securities Holders may also be sent in electronic format such as CD-ROM, USB drive or any other portable electronic format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or however others and served in accordance with Clause 201.

Notwithstanding the aforesaid electronic means of communication, the Company shall –

- (a) give a printed hard copy of the notice of general meeting, annual report or document sent is forwarded to the Securities Holder requesting the same free of charge within four (4) market days from the date of receipt of the request in writing;
- (b) designate a person to attend to Securities Holders' requests as stated in subparagraph (a) above;
- (c) designate person(s) to answer queries from Securities Holders relating to the use of the said electronic means; and
- (d) notify Securities Holders via the same electronic means of their rights to be given printed hard copies as stated in subparagraph (a) above and how Securities Holders may make such a request.

If a notice of general meeting, annual report or any document (other than a share certificate) is sent by the Company to its Securities Holders by electronic means, it is treated as being received by the intended recipient at the time it was sent. It can be proved conclusively that a notice of general meeting, annual report or any document was received by electronic means, by showing that the notice of general meeting, annual report or document was properly addressed. Subject to the Act, if a notice of general meeting, annual report or any document is sent or supplied by the Company by means of publishing on a designated weblink, it is treated as being received by the intended recipient when the notice of general meeting, annual report or document

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is first made available on the designated weblink or, when the recipient received (or is treated as having received) notice of the fact that the notice of general meeting, annual report or document is available on the website, whichever the later.

203. A Member's address, electronic mail address and any other contact details, provided to the Depository shall be deemed as the last known address or electronic mail address or contact details provided by the Member to the Company for purposes of communication including but not limited to service of notices and/or documents to the Member. Last known address for service
204. A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt, or by any like description, at his last known address in any manner in which the same might have been served if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice and/or document in respect of such share, which prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share. Notice in case of death or bankruptcy
205. (1) Notice of every meeting of Members shall be given in any manner hereinbefore mentioned to: Who may receive notice
- (a) every Member at his last known address;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (c) the Auditors of the Company;
 - (d) the Directors of the Company; and
 - (e) every Exchange in which the Company is listed.
- (2) The Company shall give at least fourteen (14) days' notice of every meeting of Members or at least twenty-one (21) days' notice before the meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange.
- (3) Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided

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for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in Bahasa Malaysia or English language.

WINDING UP

206. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidators may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability.
- Distribution of assets in specie
207. Save that this Constitution shall be without prejudice to the rights of Holders of shares issued upon special terms and conditions the following provisions shall apply:-
- Sharing of loss and excess on winding-up
- (a) if the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
- (b) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
208. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.
- Liquidator's commission

SECURITY CLAUSE

209. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.
- Secrecy

INDEMNITY AND INSURANCE

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

RECONSTRUCTION

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

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COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

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| 212. The Company shall comply with the provisions of all Applicable Laws, notwithstanding any provisions in this Constitution to the contrary. | Compliance with statutes, regulations and rules |
| 213. Subject to the Applicable Laws and the provisions of this Constitution, the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in or handle all related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day to day operations of the Company. | General mandate |

DESTRUCTION OF RECORDS

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| 214. (1) Subject to the Act, the Company can destroy all:

(1.1) transfer forms for shares, documents sent to support a transfer and any other documents which were the basis for making an entry on Register of Members, 7 years after the date of registration;
(1.2) dividend payment instructions and notifications of a change of address or name, 7 years after the date these were recorded; and
(1.3) cancelled share certificates, 7 years after the date they were cancelled.

(2) A document destroyed by the Company in accordance with Clause 214 (1) is conclusively treated as having been valid and effective in accordance with the Company's records relating to the document. Any action of the Company in dealing with the document in accordance with its terms before it was destroyed is conclusively treated as having been properly taken.

(3) Clauses 214(1) and 214(2) only apply to documents which are destroyed in good faith and if the Company has not been informed that keeping the documents is relevant to any claim.

(4) If the documents relate to Deposited Securities, the Company must also comply with any provisions in the Securities Industry (Central Depositories) (Amendment) (No.2) Act 1998, the Rules of the Central Depository or the Listing Requirements which limit its ability to destroy these documents.

(5) Clauses 214(1) to 214(4) do not make the Company liable:

(5.1) just because it destroys a document earlier than the time limit stated in Clause 214(1); | Destroying Documents |
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- (5.2) just because it does not comply with the conditions in Clause 214(3); or
- (5.3) if it would not be liable if Clauses 214(1) to 214(4) did not exist.

Clauses 214(1) to 214(5) apply whether a document is destroyed or disposed of in some other way.

ALTERATION

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| 215. Subject to the Act and this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution. | Alteration of Constitution |
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EFFECT OF THE APPLICABLE LAWS

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| 216. Notwithstanding anything contained in this Constitution:- <ul style="list-style-type: none">(a) If the Applicable Laws prohibit an act being done, that act shall not be done.(b) Nothing contained in this Constitution prevents an act being done that the Applicable Laws require to be done.(c) If the Applicable Laws require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).(d) If the Applicable Laws require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.(e) If the Applicable Laws require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.(f) If any provision of this Constitution is or becomes inconsistent with the Applicable Laws, this Constitution is deemed not to contain that provision to the extent of inconsistency. | Effect of the Applicable Laws |
|---|-------------------------------|