

Company No.

217120	W
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THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

EVERGREEN FIBREBOARD BERHAD (217120-W)

(Incorporated in Malaysia)

Incorporated on 15th day of May, 1991

(Amended on 24th May 2019)

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION
OF
EVERGREEN FIBREBOARD BERHAD

1. The name of the Company is EVERGREEN FIBREBOARD BERHAD ("the Company").
2. The registered office of the Company is situated in Malaysia.
3. The liability of the Members is limited.

OBJECTS

4. The objects for which the Company is established are all or any of the following:-
 - 4.1 To carry on business as manufacturers of, and dealers in, fibreboard, medium density board, plywood, hardboard, wood blocks for flooring and other purposes, boxes, doors, wood pulp, furniture and articles of all descriptions wholly or partly made from wood.
 - 4.2 To carry on the business of garment manufacturers, robe, dress, shirts, sport shirts, pants, suits, pajamas, raincoats, car-coats, jackets, trousers, dress and mantle makers, tailors, silk mercers, makers and suppliers of clothing, lingerie, and trimmings of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, glovers, lace makers and dealers, dressers and merchants, hatters, boot and shoemakers, dealers in fabric and materials of all kinds.
 - 4.3 To purchase, take on lease, hire or otherwise acquire for purposes of investment or development in Malaysia or elsewhere any real or personal property or any rights or interests therein, which the Company may think necessary or convenient and in particular any lands, plantations, estates, houses, buildings, flats, factories, warehouses, plant, machinery, patents, concessions, trademarks, trade names, copyrights, licences, stocks, material or property of any description, and to work, use, maintain and improve, let, surrender, mortgage, charge, vary or dispose of the same or any other property of the Company, including in respect of any patent or patent rights belonging to the Company, the grant of licences or authorities to any person, corporation, or company to work the same.
 - 4.4 To purchase, take on lease or otherwise howsoever acquire and to obtain or grant options over traffic and otherwise deal in or turn to account, sell, grant leases and tenancies of lands, houses, buildings, easements, rights, privileges, concessions and immovable property of any description or tenure whatsoever in any part of the world and every manner of right or interest therein.
 - 4.5 To purchase, establish and carry on business as general merchants, manufacturers, importers, commission agents, del credere agents, removers, packers, storers, storekeepers, factors and manufacturers of and dealers in foreign and local produce, manufactured goods, materials and general merchandise and to import, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or turn to account produce goods, materials and merchandise generally either in their prepared manufactured or raw state

and to undertake, carry on and execute all kinds of financial, commercial trading and other manufacturing operations and all business whether wholesale or retail usually carried on by Eastern merchants.

- 4.6 To carry on the business of and act as factors manufacturers' representatives, commission, insurance and general agents, managing agents, financial agents, company promoters, underwriters and dealers in options of every kind and to undertake any business commonly undertaken in connection with all or any of such business.
- 4.7 To carry on the business of importers and exporters of all kinds of merchandise including fertilizer, tyres, building materials of every description, textiles, photographic goods, electrical goods, watches, motor vehicles and yarns, and prepare, manufacture and render marketable any such commodities, and to sell, dispose of and deal in any such commodities either in their raw state or as prepared or manufactured and either by wholesale or retail.
- 4.8 To carry on the business of planters and cultivators of and dealers in all kinds and descriptions of produce, including rubber, gutta-percha, jelutong, tea, coffee, cinchona, pineapple, coconuts, sugar, sago, tapioca, pepper, gambier, palm oil and other produce of the soil and to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce either in its raw state or as prepared or manufactured and either by wholesale or retail.
- 4.9 To carry on the business of a building contractor.
- 4.10 To carry on the business of rubber estate owners, rubber planters, millers and manufacturers, brokers, agents, merchants, importers and exporters of and dealers in rubber goods and articles of all kinds or nature and all other business in any way connected with the rubber industry.
- 4.11 (a) To carry on in Malaysia or elsewhere all or any one or more of the following businesses, namely, the buying, selling, letting on hire, hire purchase, or easy payment system of, manufacturing and contractors of and dealers in household or office furniture and domestic or business appliances, installation fittings, machinery, motor-cars, taxicabs, automobiles, tramcars, chars-a-bancs, motor lorries and wagons, and motor vehicles of all kinds and descriptions, cycles, bicycles, coaches, carriages, and all other vehicles of all kinds whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity, or any mechanical or other power or device, agricultural implements and machinery of all sorts, airships, aeroplanes, balloons, and all other machines, vehicles or devices now or hereafter used for travelling by air, and all motors, machinery, mechanical and other parts, tools, plant, implements, utensils, appliances, apparatus, requisites and accessories for all the classes of the above-mentioned vehicles or any parts thereof, pianos, furniture, wireless and television receivers, telephone or other apparatus, and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.
- (b) To buy, sell, alter, repair, exchange, deal in and finance the sale of furniture, apparatus, machinery, materials, goods and articles of every description, to hire out or sell any of the same on the hire purchase system and to carry out by contract or otherwise any work connected therewith.
- 4.12 To carry on business of financiers for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment or otherwise of wireless and television apparatus, radio gramophones, gramophones and electrical equipment and machinery, appliances, requisites, accessories and supplies of every description, and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of person, firms or companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.

- 4.13 To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircraft and to every description, lightermen and carriers of goods and passengers by road, rail or air, carmen, cartage contractors, and agents, forwarding, transport and commission agents, Customs agents, stevedores, wharfingers, cargo superintendents, packers, haulers, warehousemen, storekeepers, engineers, electricians and jobmasters.
- 4.14 (a) To purchase, take on lease or otherwise acquire, any mines, mining rights and metalliferous land in Malaysia, or elsewhere, and any interest therein, and to explore, work, exercise, develop and turn to account the same.
- (b) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
- (c) To buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with metallurgical operations, or required by workmen and others employed by the Company.
- (d) To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, sawmills, crushing works, hydraulic works, electrical works, factories, warehouses, shops, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidise, or otherwise aid or take part in any such operations.
- 4.15 (a) To carry on all any of the business of proprietors of flats, maisonettes, dwelling-houses, shops, offices and clubs, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands or buildings of any tenure or description wherever situate, or rights or interests therein or connected therewith; to prepare buildings sites, and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling-houses, shops, offices, clubs, buildings, works and conveniences of all kinds; to lay out roads and pleasure gardens and recreation grounds; to plant drain or otherwise improve the land or any part thereof.
- (b) To manage, or let the same or any part thereof for any period, whether belonging to the Company or not, and at such rent and on such conditions as the Company shall think fit; to collect rents and income, and to supply to tenants and occupiers and others, light, heat, refreshments, attendants, messengers, waiting-rooms, reading-rooms, meeting-rooms, lavatories, bath houses, laundry conveniences, electric conveniences, garages, recreation facilities and other advantages which from time to time the Company shall consider desirable, or to provide for such management, letting and advantages as aforesaid by employing any person, firm or company to carry out or supply the same on such terms as the Company may think fit.
- 4.16 To carry on business as stevedores, merchants, carriers by land and air, freight contractors, managers of shipping property, aircraft owners, warehousemen, wharfingers, barge owners, lightermen, forwarding agents, underwriters, goods, and other property and ice merchants and refrigerating storekeepers; to purchase, take in exchange, or otherwise acquire and hold ships and vessels or any shares in interest in aircraft or any shares in interests in any aircraft and also shares, stocks and securities of any companies possessed of or interested in any ship or vessel or aircraft and to maintain, repair, improve, alter, exchange or let-out on hire or charter.
- 4.17 To carry on business as timber merchants, sawmill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber

or wood is used, and to carry on business as shipowners and carriers by land and sea, and so far as may be deemed expedient, the business of general merchants, and to buy, clear, plant, and work timber estate, and to carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with any of the above, or calculated directly or indirectly to render profitable or enhance the value of the Company's property or rights for the time being.

- 4.18 To carry on all or any of the business ordinarily carried on by financiers or capitalists except the business of banking.
- 4.19 To carry on the business of engineering in all its branches and the business of iron and steel founders, colliery proprietors, smelters, drawers of steel, copper and other metals, metal stampers and spinners and manufacturers of and dealers in aeroplanes, locomotives, motor and other vehicles and conveyances, implements, and machinery of all kinds, manufacturers of explosives, armaments and ammunition of all kinds, tool-makers, fitters, brass-founder, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, gas-makers, printers, carriers, and commission and general agents, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in iron, steel and other minerals, and in vehicles and conveyances, machinery, explosives, armaments, ammunition implements, stoves, refrigerators, wireless machines and apparatus and hardware of all kinds.
- 4.20 To carry on the business and industry of manufacturers, importers, exporters, and general dealers in machinery, tools equipment and hardware of every description and particularly all such as are requisite for or applicable to all classes of mechanical plant or engineering commercial agricultural and construction work, or for the maintenance and development of such work, and to enter into undertake and carry out all classes of such work including the construction of steam or internal combustion engines, motor-cars, motor-boats, aeroplanes and every class of vehicle and boat; also wireless machines, refrigerators, electric, gas and fuel stoves and washing machines and the respective equipment and appliances in connection with any of the foregoing plant and effects or for the purpose of all or any of the business and undertakings capable of being carried on by this Company or any company in which it may be interested and to manufacture, purchase, acquire and generally deal in all commodities, equipment, utensils, furnishings and effects required by or incidental to or convenient for the use in any such businesses and undertakings.
- 4.21 To undertake and execute any trust the undertaking whereof may seem desirable and either gratuitously or otherwise.
- 4.22 To carry on the business of advertising contractors and agents, and any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection therewith, and to carry on the business of manufacturers of all kinds of apparatus, appliances, plant and material and employed by advertising contractors in their business, and to sell, dispose of, and use the same for the purposes of the business of the Company.
- 4.23 To purchase or otherwise acquire patents, patent rights, rights of analogous character, brevets d'invention, concessions, licences and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of this Company, secret processes, trademarks, copyrights or any concession of any nature from any government or other authority which may be advantageous to this Company, or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.24 To carry on any other business (whether similar to any of the above mentioned business or not) which may seem to the Company capable of being conveniently carried on in connection with the above mentioned business or any of them or calculated directly or indirectly to enhance the

value of or render profitable any of the Company's business property or rights.

- 4.25 To establish agencies and branch business and to procure the Company to be registered and recognised in any part of the world and to regulate carry on or discontinue the same.
- 4.26 To establish or promote any other company or companies for the purpose of acquiring the business and undertaking or all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to acquire and hold any shares or securities of any such Company.
- 4.27 To do all or any of the above things in any part of the world on behalf of the Company or on behalf of any company and as principal agents, contractors, trustees or otherwise or by or through trustees, agents or otherwise and either alone or in conjunction with another or others.
- 4.28 To do all such other things as are or may be incidental or conducive to the attainment of the preceding objects to or any part of them.
- 4.29 To make donations for patriotic or for charitable purposes.

POWERS

5. Section 21 of the Act shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors considered advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia. For the avoidance of doubt, the powers of the Company in addition to those conferred under Section 21 of the Act shall include:-
- (a) To lend and advance money or give credit to any person or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company, to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company.
- (b) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.

DEFINITION AND INTERPRETATION

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

<u>WORDS</u>	<u>MEANING</u>
Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Board	The Board of Directors for the time being of the Company.
Central Depositories Act	The Securities Industry (Central Depositories) Act, 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Company	EVERGREEN FIBREBOARD BERHAD (217120-W).

Constitution	This Constitution as altered from time to time by special resolution.
Depositor	A holder of a securities account established by the Depository.
Depository	Bursa Malaysia Depository Sdn. Bhd.
Deposited Security	A security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules of Depository.
Directors	The Directors for the time being of the Company.
Dividend	Dividend includes bonus.
Exchange	Bursa Malaysia Securities Berhad or by whatever name from time to time called.
Listing Requirements	Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments to the Listing Requirements 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(s)	Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn. Bhd.) including Depositors whose names appear on the Record of Depositors.
Month	Calendar month.
Record of Depositors	The record provided by the Depository to the Company under Chapter 24 of the Rules of Depository.
Register	The Register of Members to be kept pursuant to the Act and the Rules of Depository.
Rules	The Rules of Depository including any amendments thereto that may be made from time to time.
Seal	The Common Seal of the Company or in appropriate cases the official seal or duplicate Common Seal.
Secretary	Any person or persons appointed to perform the duties of Secretary of the Company and shall include any person or persons entitled to perform the duties of Secretary either temporarily or otherwise.
Security/Securities	Shares of the Company and wherever applicable, includes any debt securities, as defined under the Central Depositories Act, issued by the Company.
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.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and companies.

Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date on which this Constitution become binding on the Company.

SHARES

7. The share capital of the Company is its issued share capital. The share in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to Dividends, capital, voting or otherwise. Issued Share Capital
8. Without prejudice to any special rights previously conferred on the holders of any existing shares but subject to the Act and to this Constitution, the Board may issue new shares or convertible securities in the Company with such preferred or deferred or other special rights or such restrictions, whether in regard to Dividend, voting, return of capital any ordinary resolution of the Company may determine. Power to issue shares or Convertible Securities With special Rights
9. Subject to the Act and this Constitution, the Board may offer, allot, issue, grant options over, grant of every rights or rights to subscribe for shares or any right or rights to convert any securities into shares or otherwise dispose of such shares to such persons subject to the following provisions:- Shares to be under control of Directors
 - (a) The Company shall not offer, allot, issue, grant options over, grant of every rights or rights to subscribe for shares or any right or rights to convert any securities into shares without prior approval of members in general meeting;
 - (b) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution and in the resolution creating them; and
 - (c) The Company shall not issue any shares which will have the effect of transferring a controlling interest in the Company to any person or company without prior approval of members in general meeting.
10. Regulation 9 of this Constitution is subject to no director shall participate in an issue of shares, share scheme or options to employees of the Company unless the meeting of Members have approved of the specific allotment to be made to such Director.
11. (a) The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and at a price as they may think fit. Preference Shares
 - (b) Preference shareholder shall have the same rights as ordinary shareholders as regards the receiving of notices, reports and audited financial statements and the attending of meetings of Members of the Company. Preference shareholders shall only have the right to vote at any meeting convened for the purpose of reducing the capital or on a proposal to wind up the Company or during the winding up of the Company or sanctioning a sale of whole of the Company's undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the Dividend or part of the Dividend on the

preference shares is more than six (6) Months in arrears.

12. The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof. Share buy-back
13. The Company, or the Directors on behalf of the Company, may exercise the powers of paying commissions conferred by Section 80 of the Act to any persons in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure, whether absolutely or conditionally, for any share of the Company, providing that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section, and the rate of the commission shall not exceed the rate of ten per centum (10%) of such 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. Powers of paying commission and brokerage
14. Where any shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings, or the provision for any plant which cannot be made profitable for a lengthened 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 and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of the construction the works buildings or plant. Shares issued for purposes of raising money for the works construction
15. Except as required by law or and as provided under this Constitution, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound or compelled to recognize any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder. Trust not to be recognized

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

16. Subject to the provisions of the Central Depositories Act and the Rules, where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a Member for a period of not less than ten(10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Record of Depositors as the address of the Member stating that the Company after expiration of one (1) Month from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. Transfer of shares belonging to unlocated Members to the minister
17. If after the expiration of one (1) Month from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the Member a transfer of those shares to the Minister charged with responsibility for finance.

ALTERATION OF RIGHTS

18. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of not less than seventy five (75) per centum of the total voting rights of the Members in that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class, To every such separate general
- Alteration of rights

meeting the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons holding or by proxy of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

CALLS ON SHARES

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| 19. | The Board may from time to time make calls upon the Members as the Board may think fit in respect of the amounts unpaid on their shares provided that no call shall be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall be entitled to receive at least fourteen (14) days' notice specifying the date, time and place of payment. | Calls on shares |
| 20. | Any call may be made payable either in one sum or by instalments and each Member upon whom a call is made is liable to pay the amount of the call to the Company and at the date, time and place appointed by the Board. | Payment of calls |
| 21. | A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and such resolution may authorise the call to be paid by instalments. A call may be wholly or partly revoked or the fixed time for its payment may be postponed by the Board. | When call made |
| 22. | The Board may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls. | Directors may differentiate between holders |
| 23. | Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the provisions of this Constitution as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified. | Term of issue may be treated as call |
| 24. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part. | Interest on calls in arrears |
| 25. | No Members shall be entitled to receive any Dividend or to exercise any rights or privileges 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). | Calls to be Full paid before receiving Dividend |
| 26. | The Board may, if thinks fit, receive from any Member willing to advance the same, all or any part of the monies payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the monies so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate as may be agreed between the Member paying the sum in advance and the Board. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable be treated as paid up in the shares in respect of which they have been paid. | Payment of calls in advance |

FORFEITURE AND SURRENDER OF SHARES

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| 27. | If any Member fails to pay the whole or any part of any call on the day appointed for the payment thereof, the Board may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any interest which may have accrued at such rate as the Board shall determine and all expenses incurred by the Company by reason of such non- | Notice to pay calls |
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payment.

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| 28. | At least fourteen (14 days) notice is given on each call and each Member shall be liable to pay the amount of every call so made upon him to the Company, by instalments (if any) and at the date, time and place appointed by the Board, and the notice shall state that in the event of non-payment on or before the specified date, time and place appointed the shares in respect of which the call was made will be liable to be forfeited. | Period of notice |
| 29. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Board may accept the surrender of any share liable to be forfeited hereunder. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture. | Forfeiture for Non-payment |
| 30. | Subject to the Act, 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 Board 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 Board thinks fit. | Shares forfeited Belongs to the Company |
| 31. | A person whose shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all monies which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares together with interest or compensation at the rate of eight (8) per centum from the date of forfeiture or surrender on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest or compensation and his liability shall cease if and when the Company receives payment in full of all such monies in respect of the shares. | Liability on forfeiture |
| 32. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. | Statutory Declaration as Conclusive Evidence |
| 33. | The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and subject to the Central Depositories Act and the Rules the Board may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the persons entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Procedure for Sale of Forfeited shares |
| 34. | 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 at a fixed time as if the same had been payable by virtue of a call duly made and notified. | Application if Forfeited Provision |
| 35. | When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by 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 opposite to the share. | Notice of Forfeited to be Given and Entered in the Register |

LIEN

36. The Company's lien, if any, on shares and Dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such monies are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member of deceased Member. Company's Lien on shares
37. Subject to the Central Depositories Act and the Rules, the Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the privilege or lien exists is presently payable, nor until the expiration of fourteen (14) days after 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. Power to Enforce lien by sale
38. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the directors shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity against the Company. Directors may Effect transfer
39. The net proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale, subject to a similar lien for sums not presently payable which exists over the shares before the sale. Application of Proceeds of sale

TRANSFER OF SECURITIES

40. All transfer of securities (including shares) deposited with the Depository shall be effected in accordance with the Act, the Central Depositories Act and the Rules and for such deposited securities, this Constitution shall not be applicable to the extent that they are inconsistent with the relevant provisions of the Act, the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act, the Rules and this Constitution, any Member may transfer all or any of his securities by instrument in writing in the usual common form conforming with the Act and approved by the Exchange or such form as may from time to time be prescribed under the Act or approved by the Exchange. Deposited securities
41. The transfer of any Securities or class of Securities of the Company (other than to the Depository or its nominee company) shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 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 Securities. Transfer of Securities
42. The Board may in its absolute discretion, refuse to register any transfer of securities that does not comply with the Central Depositories Act and the Rules and of which is not fully paid-up and which the Company has a lien. Refusal to Register transfer
- (a) Neither the Company nor its 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 its Directors or other officers be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although transferred, the transfer may, as between the transferor and transferee be liable to be set aside, and No Liability

notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title hereto.

(b) Neither the Company nor its Directors nor any of its officers shall be liable for any transfer of securities effected by the Depository.

43. The Company may at the Board's discretion require the Depository to suspend the registration of transfer at such times and for such periods as the Board may from time to time determine, not exceeding thirty (30) Market Days in any calendar year. Suspension of Transfer
44. Subject to the provisions of this Constitution, the Board may recognise a renunciation of any security by the allottee thereof in favour of some other person. Renunciation
45. The Company shall be entitled to destroy:- Destruction of records
- (a) any instrument of transfer which has been registered at any time after seven (7) years from the date of its registration;
- (b) any Dividend mandate or variation or cancellation of it or any notification of change of address, at any time after two (2) years from the date of recording;
- (c) any share certificate which has been cancelled at any time after two (2) years from the date of its cancellation; and
- (d) any other documents on the basis of which any entry in the Register is made, at any time after seven (7) years from the date such entry in the Register was first made in respect of such document.
46. Every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document destroyed under Regulation 45 shall be conclusively deemed to have been duly and properly made and that:-
- (a) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (b) every share certificate so destroyed was a valid certificate duly and properly cancelled; and
- (c) every other document destroyed under Regulation 45 was a valid and effective document in accordance with its recorded particulars in the books or records of the Company.
47. The provisions of Regulation 45 and 46 shall be subject to the following:-
- (a) Nothing in such provisions shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than provided for in Regulation 45 or in any case where the conditions in such Regulation have not been fulfilled;
- (b) References to the destruction of any document include references to its disposal in any manner;
- (c) References to documents include without limitation any records or copies of documents stored on microfilm, microfiche, any electronic database or any other system of data recording the storage.

TRANSMISSION OF SECURITIES

48. In the case of death of a Member, the legal personal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the securities; but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him. Death of holder of securities
49. Any person becoming entitled to securities in consequence of the death or bankruptcy of any Member may upon such evidence of title being produced as may from time to time be required by the Depository and the Rules (but subject to the provisions hereinafter contained) elect either to be registered himself as a Member in respect of such securities or to have some person nominated by him registered as transferee thereof but the Depository and the Rules shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Before recognising any executor or administrator, the Board may require him to take out probate or letters of administration as evidence. Provided always that where the share is a Deposited Security, subject to the Rules a transfer or withdrawal of the share may be carried out by the person becoming so entitled. Rights on death or bankruptcy
50. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company and the Depository, a notice in writing signed by him stating that he so elects provided always that where the shares is a Deposited Security and the person so becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer signed by that Member. Election with regard to registration
51. A person entitled to securities 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 Board in that behalf to receive and may give a discharge for all Dividends and other monies payable in respect of the shares, 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, unless and until he shall have become a Member in respect of the securities. Person entitled to receive and give discharge for Dividends
52. Where:- Transmission of securities from Foreign Register
- (a) the securities of the Company are listed on an another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities,
 - (c) The Company shall, upon request by securities holder from the register of holders maintained by the Share Registrar of the Company in the jurisdiction of the other stock exchange, to the Register maintained by the Share Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

OVERSEAS BRANCH REGISTER

53. The Company may establish and keep in any place outside Malaysia a branch register of its Members in accordance with Section 53 of the Act.

Subject to the Act and this Constitution, any such register shall be established and kept in such

manner as the Board may from time to time determine.

54. For the purpose of any branch register, the Board may empower any officer of the Company or other person or persons or committee ("Local Authority") to keep the register in such manner and subject to such regulation as the Board may from time to time prescribe or allow and may delegate to any such Local Authority the duty of examining and passing or refusing transfers and transmissions and approving or refusing to approve transfers of shares.
55. The Local Authority shall from time to time transmit to the Office copies of every entry on any branch register as required by Section 53 of the Act.

CONVERSION OF SHARES INTO STOCKS

56. The Company may by ordinary resolution passed in general meeting convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination. Conversion of securities into stocks
57. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Board may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. Holder of stocks may transfer their interest
58. The holder of stock shall, accordingly to the amount of the stock held by them, have the same rights, privileges and advantages, as regards to Dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but no such privilege or advantages (except participation in Dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing shares, have conferred such privilege or advantages. Participation in Dividends and profits
59. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the word "shares" shall include "stock" and the word "shareholder" and "Member" shall include "stockholder". Application

INCREASE OF CAPITAL

60. the Company may from time to time in general meeting by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to Dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase. Increase of share capital
61. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise so 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 person entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution. Issue of new shares to Existing Members

62. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules. New capital to be considered as part of the current share capital of the company
63. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. How far new shares to rank with original shares

ALTERATION OF CAPITAL

64. The Company may alter its share capital in any one or more of the following manner by an ordinary resolution: - Power to alter capital
- (a) To increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe; or
- (b) To consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
- (c) To subdivide its shares or any of its shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived; or
- (d) To convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares.
65. The Company may reduce its share capital or any undistributable reserves in any manner and with, and subject to, any authorisation and consent required by the law and by way of passing:- Power to reduce capital
- (a) A Special Resolution and confirmation by the Court in accordance with Section 116 of the Act; or
- (b) A Special Resolution supported by a solvency statement in accordance with Section 117 of the Act.
66. Subject to any direction by the Company in general meeting, if any consolidation or subdivision and consolidation of shares results in Members being entitled to any issued shares of the Company in fractions. Fractions

INFORMATION OF SHAREHOLDINGS

67. The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds any voting shares in the company as beneficial owner or as trustee or nominee; and
- (b) if he holds such shares as trustee or nominee, to provide the Company to the extent that he knows the particulars of those persons for whom he holds such shares and other particulars sufficient to enable those persons to be identified and the nature of their interest.

68. The Company may by notice in writing require Member of the Company to state within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it.

GENERAL MEETINGS

69. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such date, time and place as the Board shall determine. Annual general meeting
70. Subject to Section 314 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a Dividend, laying of financial statements and the reports of the Directors and Auditors, the election of Directors retiring by rotation, fixing of fees and benefits payable to Directors, the appointment and fixing of the remuneration of the Auditors and any other business which under this Constitution ought to be transacted at any annual general meeting. Convening of Extraordinary general Meetings
71. (a) The notice convening any general meetings shall specify place, the day and the time of the meeting and shall be given to 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. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days" notice or twenty-one (21) days" notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia/Melayu or English daily newspaper and in writing to the Exchange and other stock exchange (if any) upon which the Company is listed. Notice of Meetings
- (b) The Company shall request the Depository in accordance with the Rules to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company. Record of Depositors
- (c) 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 a date not less than three (3) Market Days before the general meeting ("the General Meeting Record of Depositors").
- (d) 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.
- (e) Every notice of meeting in writing to the Exchange shall include the date of the Record of Depositors to be obtained pursuant to this Regulation for the purposes of determining whether a Depositor shall be regarded as a Member entitled to attend, speak and vote at the general meeting.
72. Subject always to the provisions of Section 314 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of the laying annual audited financial statements of the Company and the reports of the Directors Business at extraordinary general meetings

and Auditors, the declaration of Dividends, the election of Directors retiring by rotation, fixing of fees and benefits payable to Directors, and the fixing of the remuneration of the auditors and any other business which under this Constitution ought to be transacted at any annual general meeting.

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| 73. | In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend and vote instead of him, and that a proxy need not also be a Member of the Company. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. | Right to appoint Proxy |
| 74. | The accidental omission to give notice of any meeting to or the non- receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting. | Omission to give Notice |
| 75. | Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the 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 give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, the Company shall give its Members notice of any such resolution at least fourteen (14) days before the meeting by advertising it one (1) in widely circulated newspaper in Malaysia in Bahasa Malaysia/Melayu and one (1) in widely circulated newspaper in Malaysia in English or in any manner allowed by this Regulation , but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Regulation shall be deemed to be properly given. | Resolution requiring special notice |

PROCEEDINGS AT GENERAL MEETINGS

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| 76. | No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Unless otherwise provided in this Constitution, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Regulation, "Member" includes a person attending as a proxy or representing a corporation which is a Member; and one (1) or more representatives appointed by a corporation shall be counted as one (1) Member; or one (1) or more proxies appointed by a person shall be counted as one (1) Member. | Quorum |
| 77. | If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. If otherwise convened, 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 such public holiday), at the same time and place or to such other day and at such other time and place as the Board may determine, but if a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Member or Members present at an adjourned meeting shall form a quorum. | Proceeding of quorum not present |
| 78. | The Chairman of the Board or, in his absence or he is unwilling to act or there is no chairman, the Managing Director shall preside as Chairman of the meeting but if neither the Chairman of the Board nor the Managing Director 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 of the meeting, the Directors present shall choose one (1) of their numbers to act as the Chairman of the meeting and, if one (1) Director only is present and willing to act, he shall preside as Chairman of the meeting. | Chairman |

79. If no Directors are present, or if each of the Directors present declines to take the Chair, the Members present and entitled to vote shall elect one (1) of their numbers to be the Chairman of the meeting. The election of Chairman of the meeting shall then be by a show of hands. Election of Chairman
80. 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, at least fourteen (14 days) notice shall be given specifying the time and place of the adjourned meeting 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. Chairman may adjourn meeting and notice of adjournment to be given
81. Where required by the Listing Requirements, all resolutions put to the vote at general meeting shall be decided upon by poll. How matters to be decided
82. Subject to Regulation 81, at every general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the Members present in person or by proxy, unless a poll is demanded before or upon the declaration of the result of a show of hands:- Voting on Resolutions
- (a) by the Chairman of the meeting;
 - (b) by at least three (3) Members present in person or by proxy;
 - (c) by any Member or Members present in person or by proxy representing not less than ten (10) per centum of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten (10) per centum of the total paid up shares conferring that right.
83. Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.
84. If a poll is required under Regulation 81 or duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. Taking of poll
85. (a) A poll shall be taken as the Chairman of the meeting directs including without limitation the use of ballot or voting papers or tickets or forms or by way of electronic polling and the Chairman of the meeting may appoint scrutineer(s) for the purposes of determining the outcome of the resolution(s) to be decided on a poll. The result of the poll shall be the resolution of the meeting. Manner of poll
- (b) Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members or their proxies for all purposes of this Constitution.
 - (c) If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and unless in the opinion of the Chairman at the meeting or at any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.
 - (d) Subject to Regulation 81, no poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

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| 86. | The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of this Constitution, a demand by a person as proxy for a Member shall be the same as a demand by the Member. | Proxies" right to demand a poll |
| 87. | If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. | Counting of votes |
| 88. | If a poll is demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. | Time of the taking of poll |
| 89. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which a poll has been demanded. | Continuance of meeting of other business |
| 90. | The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. A notice must be given of a poll not taken immediately. | Withdrawal of poll |

VOTES OF MEMBERS

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| 91. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall have a second or casting vote. | Chairman's casting vote |
| 92. | Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, each Member shall be entitled to attend and vote at any general meeting of the Company or at a meeting of any class of Members of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. The proxy shall have the same rights as the Member to speak at the meeting or any class of meeting and shall be entitled to vote on a show of hands on any question at any general meeting. | Members" votes |
| 93. | Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with this Constitution, on a show of hands every person present who is a Member or a Member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every Member present in person or by proxy or by attorney or other duty authorised representative shall have one (1) vote for every share held by him. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way. | Number of votes |
| 94. | Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or any class of Members and the person so authorised shall act 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 which he represents as that corporation, could exercise if it were an individual Member of the Company. | Votes of corporation |
| 95. | Any 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, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Evidence to the Directors" satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office at least forty-eight (48) hours before the time appointed | Votes of Members of unsound mind |

for holding the meeting or adjourned meeting as the case may be at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable.

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| 96. | The legal personal representative of a deceased Member or the person entitled to any share in consequence of the death or bankruptcy of any Member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable. | Votes of legal personal representatives of Members |
| 97. | No Member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a Member nor be counted as one (1) of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. | Member in default |
| 98. | No objection shall be raised in respect of the qualification of any voter except the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. | Time for objection of any voter's qualification |
| 99. | On a poll, votes may be given either personally or by proxy or attorney, and a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. | How votes may be given on a poll |
| 100. | The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's 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. A proxy may but need not be a Member of the Company. Where a Member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy Provided that in the case of a vote on any question by a show of hands only one (1) of the proxies so appointed shall be entitled to vote. | Instrument of proxy |
| 101. | An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed. | |
| (a) | Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies it may appoint in respect of each omnibus account it holds. | |
| (b) | Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy. | |
| 102. | The instrument appointing a proxy shall be in the form with such variations as circumstances may require by the Act or the Directors may approve. | Form of Proxy |
| 103. | The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarial certified or certified by the secretary of such 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, at which the person named as proxy in such 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 | Deposit of proxy |

default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.

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| 104. | A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of 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 of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company not less than twenty-four (24) hours 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 is used. | Proxy irrevocable unless notice received by the Company |
| 105 | The termination of the authority of the person as in this Regulation to act as proxy does not affect the constitution of the quorum at the meeting or adjourned meeting; or the validity of anything he did as Chairman of the meeting; or the validity of a poll demanded by him at a meeting or adjourned meeting; or the validity of the vote exercised by him at the meeting or adjournment. | |

DIRECTORS

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| 106. | The first Directors of the Company shall be Kuo Wen Chi, Kuo Jen Chang, Chuan Chai Chen and Boh Wee Eng. | First Director of the Company |
| 107. | All the Directors of the Company shall be natural persons and until otherwise determined by general meeting the number of Directors shall not be less than two (2) and not more than nine (9). | Number of Directors |
| 108. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meeting of the Company. | Share qualification of the Directors |
| 109. | An election of Directors shall take place each year. At the first annual general meeting of the Company. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. Provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re- election. A retiring Director shall retain office until the close of the meeting at which he retires. | Rotation and retirement of Directors |
| 110. | The Directors to retire in every 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. | Selection of directors to retire |
| 111. | A retiring Director shall be eligible for re-election but save as aforesaid no person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office 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 Board for election, nine (9) clear days" notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on all Members of shares at least seven (7) days prior to the meeting at which the election is to take place. | Notice of nomination of Director |
| 112. | The Company at the meeting at which a Director 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 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 | When the retiring Director deemed re-elected |

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. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

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| 113. | At a 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. | No appointment of Directors by single resolution |
| 114. | The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increase or reduced number is to go out of office. | Number may be increased or decreased |
| 115. | The Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions 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 agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. | Removal of Directors |
| 116. | Notwithstanding Regulation 111, the Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. | Appointment by the Board of Directors |

REMUNERATION OF DIRECTORS

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| 117. | Subject to the Act, the fees of Directors, and any benefits payable to Directors of the Company and its Subsidiaries including any compensation for loss of employment of a Director or former Director of the Company and its Subsidiaries shall be subject to annual Members' approval at a general meeting. | Remuneration of Directors |
| 118. | Executive Director(s) shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration package (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Board may from time to time determine. | |
| 119. | Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover; | |
| 120. | Salaries payable to executive Directors may not include a commission on or percentage of turnover; | |
| 121. | Any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter. | |
| 122. | The Directors shall be entitled to be reimbursed for all travelling, accommodation or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. | Reimbursement And special remuneration |

123. If by arrangement with the Director, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a Member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.

DISQUALIFICATION OF DIRECTORS

124. The office of Director shall become vacant if the Director:-
- (a) ceases to be a Director by virtue of the Act; or
 - (b) resigns his office by notices in writing under his hand sent to or left at the Office; or
 - (c) shall have absented himself (such absence not being absence with leave or by arrangement with the Board) from Board meetings for six (6) Months in succession and his alternate Director (if any) shall not during such period have attended in his stead; or
 - (d) is removed from his office of Director by ordinary resolution of the Company in general meeting of which special notice has been given; or
 - (e) has retired in accordance with the Act or this Constitution but is not re-elected; or
 - (f) is an undischarged bankrupt; or
 - (g) has been convicted of an offence involving bribery, fraud or dishonesty;
 - (h) has been convicted of an offence relating to the promotion, formation or management of a corporation;
 - (i) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under Sections 213, 215, 216, 217, 218, 228 and 539 of the Act;
 - (j) if he is absent from more than fifty per cent (50%) of the total Board of Directors' meetings held during a financial year unless an exemption is obtained from the Exchange.
 - (k) otherwise vacate his office in accordance with the Act or this Constitution.

Vacation of
office of
Directors

POWER AND DUTIES OF DIRECTORS

125. Subject to any modification, exception or limitation contained in the Act and this Constitution, the business and affairs of the Company shall be managed by the Board or under the direction of the Board who may exercise all the powers necessary for managing, directing and supervising the management of the business and affairs of the Company. No alteration of this Constitution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Regulation shall not be limited by any special power given to the Board by this Constitution and a Board meeting at which a quorum is present may exercise all powers exercisable by the Board.
126. Subject to the Act and the Listing Requirements, the Board shall not without the prior approval of the Company in general meeting:-

Approval of the
Company
required

- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company, as defined in the Act; or
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- (c) subject to Section 228 of the Act, enter into any arrangement or transaction with a Director or a director of the Company or the holding company of its Subsidiaries, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of a requisite value as defined in the Act.
- (d) issue warrants on such terms and subject to such conditions which may be resolved upon by the Directors which confers a right to registered holder of warrant to subscribe equity of the Company.

127. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its Subsidiaries or of any related third party provided always that nothing contained in this Constitution shall authorise the Board to borrow any money or mortgage or charge any of the Company's or its Subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Directors' borrowing power

128. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Board 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 or its Subsidiaries by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

129. The Company shall keep at the Office "a register of charges" in accordance with the Act. The instrument of charges or copies of such instruments and the register of charges shall be open for inspection by:-

Register of Charges

- (a) any creditor or Member of the Company for a fee of RM5.00; or
- (b) any other person on payment of such fee not exceeding RM10.00 for each inspection as is fixed by the Company.

130. Subject to the Act, the Board may:-

Pension scheme etc.

- (a) procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of; or
- (b) pay, provide for or procure the grant of donations, gratuities, pensions, allowances, bonuses, loans, credit, benefits or emoluments to; or
- (c) procure the establishment and subsidy or subscription and support to any institutions, associations, clubs, funds or trusts calculated to advance the interests and wellbeing of or for the benefit of; or
- (d) pay for or towards the insurance of,

any Directors whether or not he holds or has held any executive office or employment with the Company, Officers and employees and former Directors of the Company, Officers and employees of:-

- (i) The Company; or
- (ii) Anybody corporate which is or has been a Subsidiary of the Company,

and any Member of his family (including a spouse and former spouse, his child and parents or any person who is or was dependent on him.

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| 131. | The Board may procure that any of the matters referred to in this Constitution subject to the Act and other relevant statutory provisions be done by the Company either alone or in conjunction with any other person. | Power to act with others |
| 132. | The Board may from time to time, and at any time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such proposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as the Board may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Board thinks fit and may also authorize any such attorney to delegate all or any of the powers vested in him. | Director's power to appoint attorney of the Company |
| 133. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt 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 Board may from time to time determine. | Cheques, bills etc. |
| 134. | 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 Board may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect 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 Sections 221 and 228 and all other relevant provisions of the Act and this Constitution are complied with. | Right to hold other office under the Company |
| 135. | 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 auditors of the Company. | Right to Act in His professional Capacity |
| 136. | A Director shall at all times 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 cause detriment to the Company. | Director to act Honestly |
| 137. | 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. | General duty to make disclosure |

PROCEEDINGS OF DIRECTORS

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| 138. | The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit including by way of | Directors' meeting |
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telephone conferencing.

139. A person may participate in a meeting of the Board or any Board committees by conference telephone, conference videophone or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Meetings by telephone conference etc
140. Participation by a person in a meeting by conference telephone, videophone 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 to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.
141. Unless otherwise determined by the Board from time to time, a seven (7) days" notice of all Board meeting shall be given to all Directors and their Alternate Directors, who have a registered address in Malaysia, except in the case of emergency, reasonable notice shall be deemed sufficient. Any Director may waive notice of any meeting and any such waiver may be retroactive. For ease of operation, notice of any meeting together with any attachments thereof, shall be sent to Directors either by dispatch, post or electronic mail and shall be deemed to be properly served. Notice of meeting
142. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board from time to time and unless so fixed, the quorum shall comprise two (2) Directors and a Board meeting for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Board generally. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum. Quorum
143. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors form quorum and where only two (2) Directors are competent to vote on the question at issue. Proceeding of meeting
144. The remaining Directors or sole remaining Director may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution, the remaining Directors or sole remaining Director may, except in an emergency, act for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting of the Company, but for no other purposes. Number reduced below quorum
145. A Director may at any time and the Secretary shall on the requisition of a Director summon a Board meeting. Power to convene meetings
146. The Board 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 and/or any committee of the Board 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, the Directors and/or the committee Members present shall choose one (1) of their number to act as Chairman of such meeting. Chairman of the Board
147. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties Disclosure of interest in contracts, property, offices etc.

or interests might be created in conflict with his duty or interest as a Director of the Company.

148. No Director shall vote in respect of any contract or arrangement in which he has directly or indirectly a personal interest, and if he should do so his vote shall not be counted. Directors refrained from voting in interested transactions
149. A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has complied with Section 219 and all other relevant provisions of the Act and of this Constitution. Director appointed at a meeting to hold other office to be counted in the quorum
150. A Director may vote in respect of :- Director may vote on the giving of security or indemnity where he is interested
- (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
- (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.
151. A Director 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 or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by 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 them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 219 and all other relevant provisions of the Act and of this Constitution. Director may become directors or other officers of any corporation promoted by the Company

COMMITTEES OF DIRECTORS

152. The Board may establish any committees, local boards or agencies, comprising of two (2) or more persons, for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be Members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Board, with power to sub- delegate, and may authorise the Members of any such committee or local board, 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 Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected. Directors may establish committees etc.

thereby.

153. The meetings and proceedings of any such committee shall be determined by the Directors. Meetings of the committee

ALTERNATE DIRECTOR

154. Each Director may appoint any person to act as his Alternate Director and at his discretion by way of a notice to the Company, remove such Alternate Director from office, provided always that:- Alternate Director
- (a) such person is not a Director of the Company;
 - (b) such person has not act as Alternate Director for more than one
 - (c) Director of the Company;
 - (d) the appointment is approved by a majority of the other Members of the Board; and
 - (e) any fee paid by the Company to an Alternate Director shall be deducted from that Director's remuneration.
155. An Alternate Director shall (except as regards power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all Board meetings and to attend speak and vote at any such meeting at which his appointor is not present.
156. Any appointment or removal of an Alternate Director may be made by electronic mail, facsimile, cable, telegram, telex or in any other manner approved by the Board. Any cable or telegram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
157. 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.
158. A Director shall be liable for the acts and defaults of any Alternate Director appointed by him.
159. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any Board meeting attended by him at which he is entitled to vote.

MANAGING DIRECTOR

160. The Board may from time to time appoint any one (1) or more of their body to be Managing Director or a person performing the function as a Managing Director by whatever name called and may vest in such Managing Director or such person the powers hereby vested in the Directors generally as they may think fit, but subject thereto, the Managing Director or a person performing the function as a Managing Director by whatever name called be subject to the control of the Board. Managing Director
161. The remuneration of the Managing Director or a person performing the function as a Managing Director by whatever name called may subject to the terms of any agreement entered into any particular case, be by way of salary but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. Remuneration
162. The Managing Director or a person performing the function as a Managing Director by whatever name called shall, while they continue to hold such offices be subject to retirement by rotation, and they shall be reckoned as Directors for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions Managing Director and Deputy Managing Director shall be

as to resignation and removal as the other Directors of the Company and if they cease to hold the office of Director from any cause shall ipso facto and immediately cease to be Managing Director or a person performing the function as a Managing Director by whatever name called, as the case may be.

reckoned as Directors for purposes of rotation and retirement

ASSOCIATE DIRECTORS

163. The Board may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Board may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any Board meeting except by the invitation and with the consent of the Board.

Directors may appoint associate directors

CIRCULAR RESOLUTIONS

164. A resolution in writing shall be circulated to all Directors and if such resolution is signed by a majority of Directors, it shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; Provided that where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "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 Minutes Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors. The expressions "in writing" and "signed" include scanned copies approval by electronic mail or by legible confirmed transmission by facsimile, telex, cable or telegram.

Circular Resolution

VALIDATION OF ACTS OF DIRECTORS

165. All acts done by any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director, local board or agency shall, notwithstanding it be 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 and had continued to be a Director or Member of such committee, local board or agency as aforesaid and had been entitled to vote.

Validity of the acts of Directors or Board Committees

SECRETARY

166. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and the Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.
167. In accordance with Section 237 of the Act, the Secretary may resign from his office by giving a notice to the Board at their last known address, shall cease to be the Secretary of the Company, after the expiry of thirty (30) days from the date of the notice lodged with the Registrar.

The Secretary

AUDITORS

168. Auditors shall be appointed for each financial year of the Company subject to Section 271(1) of the Act.
169. No person may be appointed as Auditors of the Company if he cannot consent to be appointed as Auditors under Section 264(1) of the Act. The duties of Auditors shall be regulated by the Act.

Appointment of auditors

Duties and restriction of auditors

170. All acts done by any person acting as auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Validity of acts

SEAL

171. The Board shall provide for the safe custody of the Seal which shall only be used pursuant to a Board Resolution authorised to use the Seal. The Board may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined. Every instrument to which the Seal shall be affixed shall be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose provided always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with. The custody and the affixing of the Seal

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

SEAL FOR USE ABROAD

173. The Company or the Board on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch Register. Seal for use abroad

MINUTES AND REGISTERS

174. The Board shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of officers;
 - (b) of the names of all the Directors present at each Board meeting and of any Board Committees and of the Company in general meeting;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
 - (d) of all orders made by the Board and any Board Committees.
175. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
176. The Company shall comply with the Act in regards to keeping at the Office, a register of Directors and Secretaries, a register of substantial shareholders, a register of Directors' shareholdings and such other registers of the Company as are required by the Act. Directors to comply with Act
177. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at Office of the Company, and shall be open to the inspection of any Member without charge. Minutes kept at registered office
- (a) The Register shall be open for inspection by any Member without charge and to any other person on payment for each inspection of RM10.00. Inspection of Register
 - (b) Subject to the Act, any Member or any other person may request the Company to furnish him with a copy of the Register or any part of the Register without charge but only so far as it relates to names, addresses, number of shares held and amounts paid on shares, on payment in advance of RM10.00 or such lesser sum as the Company requires for every hundred words or fractional part of the Register required to be copied and the Company shall cause any copy requested by any person to be sent to that person within twenty one (21) days or within such period as the Registrar considers reasonable from the day on

which the request is received by the Company.

DIVIDENDS AND RESERVES

178. (a) The Board may if they think fit from time to time declare Dividends payable to Members but no Dividend shall be paid except out of the profits of the Company nor shall bear interest against the Company, unless allowed by the Act. Declaration of Dividends
- (b) The Board may authorize a distribution of Dividend at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made.
- (c) No Dividend shall be payable in excess of the amount recommended by the Board.
- (d) The Company must ensure all Dividends are paid not later than three (3) Months (or such other period as determined by the Exchange) from the date of declaration or the date on which approval is obtained in a general meeting, whichever is applicable.
179. Subject to the Act, the Board may pay interim Dividends if it appears to the Board to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Board may pay such interim Dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Board acts bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to Dividend by the payment of an interim Dividend on any shares having deferred or non-preferential rights. The Board may also pay half-yearly or at other suitable intervals to be settled by them any Dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. Application of profits
180. Subject to the approval of Members in general meeting, this Constitution, the Act, the Listing Requirements and/or any other relevant authorities, the Company may upon the recommendation of the Directors establish a Dividend Reinvestment Scheme and issue shares pursuant to such scheme. However, any Member of the Company may elect not to participate in such scheme. Dividend Reinvestment Scheme
181. The Board may, before recommending any Dividend, set aside out of the profits of the Company such sums as they think proper as a reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, 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 (other than shares in the Company) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. Directors may from reserve fund and invest
182. 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 Regulation 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
183. The Board may deduct from any Dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Deduction of Dividends

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| 184. | The Board may retain the Dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore 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 |
| 185. | All Dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act, 1965. | Unclaimed Dividends may be invested |
| 186. | No Dividend or other monies payable in respect of a share shall bear interest against the Company unless provided by the rights attached to the share. | No interest on Dividends |
| 187. | Subject to the Listing Requirements, any general meeting declaring a Dividend or bonus may direct payment of such Dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board 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 trustee as may seem expedient to the Board. | Distribution of Specific assets |
| 188. | <p>(a) Any Dividend, interest or other monies payable in cash in respect of a share may be paid by way of telegraphic transfer or electronic transfer or remittance to such bank account as designated by such holder or the person entitled to such payment ("Dividend"), cheque or Dividend warrant or via any other mode or manner as may be prescribed by the Act, the Listing Requirements and/or any other relevant authorities.</p> <p>(b) In the event that a Member has not provided the details of his bank account to the Depository, any Dividend, interest or other monies payable in cash in respect of a share may be paid by cheque, bank draft, Dividend warrant or postal order sent:-</p> <ul style="list-style-type: none"> i) By post to the registered address of the person entitled as appearing in the Record of Depositors; or ii) By post to the registered address of the person becoming entitled to the share by reason of death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been provided or supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder of the holder or by operation of law had not occurred; iii) By post to such address as the person entitled as appearing in the Record of Depositors may direct in writing however, the Company may at its discretion be entitled to send such cheque or Dividend warrant to such other address or by such other means as in this Constitution notwithstanding such direction. <p>(c) Every cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to:-</p> <ul style="list-style-type: none"> i) the order of the person entitled; or ii) the order of the person entitled by reason of death, bankruptcy or mental disorder of the holder or by operation of law; or iii) the order of such other person as the person entitled may direct or direct to be sent; | Mode of Dividend payment |

Every such mode of payment stated above shall operate as a good and full discharge to the Company in respect of the Dividend, interest or other monies payable represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALISATION OF PROFITS

189. The Company in general meeting may upon the recommendation of the Board resolves that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the Dividends on any securities carrying a fixed cumulative preferential Dividend and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of Dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any securities held by such Members respectively or paying up in full unissued securities 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 Board shall give effect to such resolution. Subject to the Act, any undistributable reserve may for the purposes of this Regulation be applied in paying up bonus shares to Members as fully paid shares. Capitalisation of profits
190. Whenever such a resolution as aforesaid shall have been passed the Board 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 debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members. Appropriation and allotment

ACCOUNTS

191. The Board shall cause proper accounting and other records to be kept in accordance with the Act. Accounting records
192. The Board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and other books of the Company or any of them shall be open to the inspection of Members (not being a Director or Officer or employees authorised by the Board) or any other person. No Member (not being a Director or Officer or employees authorised by the Board) or any other person shall have any right of inspecting any accounting records or other books or papers of the Company except:- Books of account open to inspection by Directors
- (a) if conferred by the Act or other applicable law; or
 - (b) if ordered by a court of competent jurisdiction; or
 - (c) if authorised by the Board.
193. The Board shall from time to time in accordance with Section 248 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and reports as are referred to the Act. A copy of such documents shall not less than twenty-one (21) days (or any such other period as prescribed by the Exchange or regulatory authorities) before the date of the meeting be sent to every Member, Auditors, the Exchange, every debenture holder of the Company and every person who is entitled to receive notice of general To whom copies of financial statements etc. may be sent

meeting under Section 257 of the Act or this Constitution. Provided that this Regulation 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 or the office of the Share Registrar.

LANGUAGE

194. Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia/Melayu or the English language, the Board 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. Language

AUTHENTICATION OF DOCUMENTS

195. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any minutes of or resolution passed by the Company, the Board, any committee of the Board or any local board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid. Power to authenticate

NOTICES AND DOCUMENTS

196. Unless expressly provided otherwise in this Constitution, any notice to be given by the Company to any Member or any person pursuant to this Constitution shall be in writing and shall be given to such Member or person either in hard copy or soft copy by electronic means or partly in hard copy and partly in soft copy by electronic means except for a notice calling a meeting of the Board or a Board committee need not be in writing. Notice in writing

197. The Company may give any notice or any document required to be sent under the Listing Requirements to Members or any persons entitled to receive such notice or documents either:- Method of notice
- (a) personally or by post in prepaid envelope or by courier addressed to the Member or such person at his registered address as appearing in the Register and/or the Records of Depositors in Malaysia or by leaving it at that address within Malaysia; or
 - (b) by facsimile, electronic mail, telex, telegram, mobile communication apps, compact disc read only memory, digital video disc read-only memory and any other use of electronic means communicating writing in visible form to his registered address or such electronic mail address or number supplied by the Member or such person to the Company; or
 - (c) Advertisement in accordance with Regulation 199.

Any Member who has not supplied to the Company an address within Malaysia for the service of notices or any other documents shall not be entitled to receive such notice or documents from the Company. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by such Member to the Company for purposes of communication with such Member.

198. (a) Subject to the Act and the Listing Requirements, the Company may publish the notice of general meeting or any other documents required to be sent under the Listing Requirements on the Company's website. Publication on website

- (b) If the Company publishes the notice or any other documents on its website, the Company shall separately notify its Members in writing either by post or electronic email (with proof electronic mail delivery) stating:-
- i) the publication of the notice or any other documents on the Company's website;
 - ii) type of meeting, place, date and time of the meeting; and
 - iii) the designated website link or address where a copy of the notice or any other documents may be downloaded.
- (c) The notice or any other documents shall be made available on the Company's website throughout the period beginning from the date of notification referred to in subsection above until the conclusion of the meeting.

199. Any notice is required to be given to Members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once either in Bahasa Malaysia/Melayu or English in one (1) nationally circulated newspaper. Advertisement

200. A notice 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 the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice 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 in respect of such share, which, previously to his name and/or address being entered in the Register and the 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. Any notice or document delivered or sent by post to, or left at, the registered address of any Member shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives. Notice in case of death or bankruptcy

201. Notice of every general meeting shall be given to:- Who may receive notice

- (a) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
- (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 Directors for the time being of the Company;
- (d) the Auditors for the time being of the Company; and
- (e) the Exchange and every stock exchange, if any, in which the shares of the Company are listed.

Except as aforesaid, no other person shall be entitled to receive notices of general meeting.

202. A notice or document shall be deemed to have been given, sent or served:- When service effected

- (a) in the case of post, on being posted and shall be deemed posted on a certain date if it is proven that an envelope containing a notice was properly addressed prepaid and put in the post on that date;

- (b) in the case of courier, on being posted and shall be deemed dispatched on a certain date if on that date it is left at an office of the company or person carrying out the courier service or it is collected by an employee or representative of such person or Company.
- (c) in the case of delivery by hand, on the date of delivery if on that date it is left at an address of the Member;
- (d) to the current address of Member or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of Members notwithstanding any delayed receipts, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent;
- (e) by making it available on the Company's website which the notice or document is first made available on the website, or unless otherwise provided by the laws;
- (f) in the case of an advertisement it shall be the day which the advertisement appears on the newspaper; and
- (g) in the case of telex, facsimile, telegram, electronic mail or other means of communicating writing in visible form on dispatch or transmission.

WINDING UP

203. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any securities whereon there is any liability. Distribution in specie
204. On a winding up of the Company the balance of the assets available for distribution among the Members shall subject to any special rights attaching to any class of shares be applied in repaying to the Members the amounts paid up on the shares held by them and any surplus assets will belong to the holders of any issued ordinary shares according to the respective numbers of shares held by them or, if there are no issued ordinary shares, to the holders of any issued unclassified shares according to the respective numbers of shares held by them. Application of balance of assets
205. Without prejudice to the rights of holders of shares issued upon special terms and conditions pursuant to this Constitution, the following provisions shall apply:- Distribution of assets
- (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 securities held by them respectively.
 - (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 securities held by them respectively.

SECURITY CLAUSE

206. 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

207. Subject to the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Managing Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against:- Indemnities
- (a) any loss or liability incurred or sustained by him arising from or in relation to his office or the performance of his duties except where such loss or liability result from any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company; and
 - (b) any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

ALTERATION OF CONSTITUTION

208. The Company shall not delete, amend or add to any of the Constitution unless prior approval of Members by a Special Resolution. Alteration of Constitution

EFFECT OF LISTING REQUIREMENTS

209. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. Effect of Listing Requirements
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.
- (e) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

PERSONAL DATA

210. A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company or its agents or service providers from time to time for any of the following purposes:- Personal data of Members

- (a) implementation and administration of corporate action by the Company or its agents or service providers;
- (b) internal analysis and/or market research by the Company or its agents or service providers;
- (c) investor relations communications by the Company or its agents or service providers;
- (d) administration by the Company or its agents or service providers of that Member's holding of shares in the capital of the Company;
- (e) implementation and administration of any service provided by the Company or its agents or service providers; to its Members to receive notices of meetings, annual reports and other Members' communications and/or for proxy appointment, whether by electronic means or otherwise;
- (f) processing by the Company or its agents or service providers of proxies and representatives appointed for any general meeting or any adjournment thereof and the preparation and compilation of the ballot papers, voting slips, attendance lists, minutes and other documents relating to any general meeting including any adjournment thereof;

implementation and administration of, and compliance with any provision of this Constitution;
- (h) compliance with applicable laws; and
- (i) purposes which are reasonably related to any of the above purposes.