



MEDIA PRIMA BERHAD
(Company No: 532975 A)

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth (18th) Annual General Meeting of **MEDIA PRIMA BERHAD** ("the Company") will be held at Ballroom 2, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Friday, 10 May 2019 at 10.00 a.m. for the transaction of the following business :-

ORDINARY BUSINESS

- | | | |
|----|---|---|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon. | <i>Please refer to Explanatory Note 1</i> |
| 2. | To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association :- | |
| | i. Datuk Mohd Nasir bin Ahmad | Resolution 1 |
| | ii. Lydia Anne Abraham | Resolution 2 |
| 3. | To re-elect the following Directors who retire in accordance with Article 105 of the Company's Articles of Association :- | |
| | i. Mohd Rashid bin Mohd Yusof | Resolution 3 |
| | ii. Hisham bin Zainal Mokhtar | Resolution 4 |
| 4. | To approve the payment of Directors' fees of RM408,945.00 for the financial year ended 31 December 2018. | Resolution 5 |
| 5. | To approve the payment of benefits payable to the Non-Executive Group Chairman and Non-Executive Directors up to an amount of RM1,400,000.00, from 11 May 2019 until the next AGM of the Company. | Resolution 6 |
| 6. | To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. | Resolution 7 |

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions, with or without modifications: -

ORDINARY RESOLUTION

7. Authority to Allot and Issue Shares

“THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby given full authority to allot and issue shares in the Company, at any time, and upon such terms and conditions and for such purposes at the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued capital of the Company for the time being and that the Directors be and are hereby given full authority to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company”.

Resolution 8

SPECIAL RESOLUTION

8. Proposed Alteration of the Existing Memorandum and Articles of Association by Replacing with a New Constitution (“Proposed Alteration”)

“THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in Appendix A with effect from the date of passing this special resolution AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing”.

Resolution 9

9. To transact any other business of which due notice has been given.

BY ORDER OF THE BOARD

TAN SAY CHOON (MAICSA 7057849)
FARNIDA BINTI NGAH (MIA 22495)
Group Company Secretaries

Kuala Lumpur

Date : 10 April 2019

Notes :-

Proxy

1. Only members whose names appear in the Record of Depositors on 3 May 2019 (“General Meeting Record of Depositors”) shall be eligible to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.
2. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified.
4. Where a member of the company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney. In the case of a corporation, it shall be executed under its Common Seal or signed by its attorney duly authorised in writing or by an officer on behalf of the corporation.
6. Duly completed Proxy Form must be deposited at BoardRoom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes :-

1. Audited Financial Statements for financial year ended 31 December 2018

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders’ approval and hence, will not be put for voting.

2. Resolution 5 : Directors’ Fees

The fees for the Directors as set out below has been implemented since Financial Year (“FY”) 2010 and the Board had agreed that the Directors’ Fees in respect of FY 2018 be maintained as follows :-

Non-Executive Group Chairman	RM75,000 per annum
Non-Executive Director (“NED”)	RM60,000 per annum

The payment of the Directors Fees in respect of the FY 2018 will only be made if the proposed Resolution 5 has been approved at the 18th AGM of the Company.

3. Resolution 6 : Benefits payable to the NEDs

The benefits payable to the NEDs comprise the allowances and other emoluments payable to the Non-Executive Group Chairman and Members of the Board and Board Committees as set out below :-

1	Monthly Fixed Allowance	Group Chairman	RM25,000 per month	
		Chairman of Operating Subsidiaries of Media Prima Berhad (“MPB”)	RM3,000 to RM5,000 per month	
2	Meeting Allowance (per meeting)		Chairman	Member
		Board of MPB	RM2,000	RM1,000
		Board of Operating Subsidiaries of MPB	RM1,000	RM750
		Board Committees	RM2,000	RM1,000
3	Other benefits	Medical coverage and other claimable benefits.		

The Monthly Fixed Allowance is given to the Group Chairman and Chairman of the Operating Subsidiaries of MPB, in recognition of their significant roles in leadership and oversight, and their wide-ranging scope of responsibilities.

The total amount of benefits payable to the NEDs is estimated to be up to RM1,400,000.00 (from 11 May 2019 to the next AGM in 2020), taking into account various factors which include amongst others, the number of scheduled meetings for the Board, Board of subsidiaries and Board Committees as well as the number of NEDs involved in these meetings.

The payment of the benefits to the NEDs will be made on a monthly basis and/or as and when incurred if the proposed Resolution 6 has been passed at the 18th AGM. The Board is of the view that it is fair and equitable for the NEDs to be paid the Directors' remuneration (excluding Director's fees) on a monthly basis and / or as and when incurred, given that they have duly discharged their responsibilities and provided their services to the Company and the Group throughout the said period.

4. Resolution 8 : Authority to Directors to Allot and Issue Shares

The proposed resolution is a general mandate from the shareholders of the Company in accordance with Section 75 and 76 of the Companies Act 2016 for Directors to allot and issue new shares in the Company of up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Company may deem fit in the best interest of the Company including for any possible fund raising for the Company's working capital requirements and strategic investments.

The Resolution, if approved, will give the Company and its Directors the mandate and flexibility to allot and issue shares in the Company for possible fund raising initiatives without the need to seek shareholders' approval via a general meeting subsequent to this 18th AGM, which may delay the capital raising initiatives and incur relevant cost in organising the general meeting.

5. Resolution 9 : Proposed Alteration of the Existing Memorandum and Articles of Association by Replacing with a New Constitution ("Proposed Alteration")

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Listing Requirements of Bursa Securities and other provisions of laws and regulation that are applicable to the Company.

The Appendix A on the Proposed New Constitution of the Company, which is circulated together with the Notice of the 18th AGM dated 10 April 2019, shall take effect once the proposed Resolution 9 has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the 18th AGM.



MEDIA PRIMA BERHAD

Company No : 532975-A
(Incorporated in Malaysia)

APPENDIX A

PROPOSED NEW CONSTITUTION OF MEDIA PRIMA BERHAD

This is the **Appendix A** referred to in Resolution 9 of the Notice of the 18th Annual General Meeting ("AGM") of Media Prima Berhad dated 10 April 2019.

Date and time of AGM	:	Friday, 10 May 2019 at 10.00 a.m.
Venue of AGM	:	Ballroom 2, 1 st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

MEDIA PRIMA BERHAD

(Company No : 532975-A)

Incorporated on the 27th day of November 2000

**THE COMPANIES ACT 2016
MALAYSIA**

A COMPANY LIMITED BY SHARES

**THE CONSTITUTION
OF
MEDIA PRIMA BERHAD
(532975-A)**

1. INTRODUCTION

- 1.1 The name of the Company is **MEDIA PRIMA BERHAD**.
- 1.2 The registered office of the Company shall be situated in Malaysia.
- 1.3 The liability of the Members is limited.

2. DEFINITION AND INTERPRETATION

- 2.1 In this Constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein :-

Act	the Companies Act 2016 including any statutory modification, amendment or re-enactment thereof for the time being in force concerning companies and affecting the Company.
Applicable Laws	all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by other relevant regulatory bodies and/or authorities.
Alternate Director	any person who has been appointed and for the time being holds office as an alternate director of the Company in accordance with the provisions of this Constitution.
Articles	any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws and "Article" means any one of them.
Authorised Nominee	a person who is authorised to act as nominee as specified under the Rules of Bursa Depository.
Board	the Board of Directors for the time being of the Company.
Bursa Depository	Bursa Malaysia Depository Sdn Bhd (Company No : 165570-W) including any further change of name.
Chairman	The Chairman for the time being of the Board.
Central Depositories Act	the Securities Industry (Central Depositories) Act 1991, of Malaysia, or any statutory amendment, modification or re-enactment thereof for the time being in force.
Company	Media Prima Berhad (Company No. 532975-A).

2. DEFINITION AND INTERPRETATION

2.1	Constitution	this Constitution as originally framed or as altered from time to time by Special Resolution.
	Deposited securities	securities standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
	Depositor	a holder of a Securities Account as defined in the Central Depositories Act.
	Directors	the Directors for the time being of the Company.
	Electronic Address	any electronic mail address or mobile or contact number used for the purpose of sending or receiving documents or information by electronic means.
	Electronic Communication	include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in Electronic Form by electronic means to the Electronic Address or any other address or number of the addressee, as permitted by the law.
	Electronic form	document or information sent by Electronic Communication or by any other means whereby a recipient of such document or information would be able to retain a copy.
	Exchange	Bursa Malaysia Securities Berhad and its successors in title and permitted assigns.
	Exempt Authorised Nominee	an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
	Listing Requirements	the Main Market Listing Requirements of Bursa Malaysia Securities Berhad including any modification or amendment thereof that may be made from time to time.
	Market Day	a day on which the stock market of the Exchange is open for trading in securities.
	Member	any person for the time being holding shares in the Company and whose name appears in the Register of Members and depositors whose names appear on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd).
	Office	the registered office for the time being of the Company.
	Record of Depositors	the record of depositors provided by Bursa Depository to the Company under Chapter 24.0 of the Rules of Bursa Depository.
	Register of Members	the register of members to be kept pursuant to the Act.
	Rules	the Rules of the Bursa Depository and any appendices thereto, as amended, modified and supplemented from time to time.
	Seal	the official Seal of the Company.
	Secretary	any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.
	Securities	as defined in Section 2 of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force.
	Securities Account	an account established by Bursa Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor as defined in the Central Depositories Act and/or the Rules.

- 2.2 Expressions referring to “writing” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- 2.3 A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.
- 2.4 Words denoting the singular number only shall include the plural number and vice versa.
- 2.5 Words importing the masculine gender only shall include the feminine gender.
- 2.6 Words importing persons shall include firms, partnerships, companies and corporations.
- 2.7 Save as aforesaid any words or expressions defined in the Act, the Central Depositories Act, the Listing Requirements and the Rules of Bursa Depository shall where the context so admits bear the same meaning in this Constitution.
- 2.8 All references to time as regards notices or otherwise shall refer to Malaysian time.
- 2.9 Where by this Constitution, a minimum period is prescribed within which an act is to be done or omitted to be done and such minimum period is less than the minimum period required by any law or the Listing Requirements from time to time, such minimum period as set out in this Constitution shall be increased to such minimum period as may be required by law or the Listing Requirements.
- 2.10 Where by this Constitution, a maximum period is prescribed within which an act is to be done or omitted to be done and such maximum period exceeds the maximum period imposed by any law or the Listing Requirements from time to time, such maximum period as set out in this Constitution shall be decreased to such maximum period as may be permitted by law or the Listing Requirements.
- 2.11 The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

3. OBJECTS AND POWERS

- 3.1 Subject to Applicable Laws, 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 or do any act or enter into any transaction. *Powers of the Company*

The Company has the full rights, powers and privileges for the purposes of carrying out the objects as specified in the Constitution or otherwise permitted by law.

- 3.2 The objects for which the Company is established are :- *Objects of the Company*
- (1) To hold shares or invest in, and to acquire, lease, promote or sell, and to manage, conduct, or undertake the business of management or otherwise howsoever direct the operation of any business, company, corporation firm of any whatsoever enterprise, undertaking or venture, and generally to undertake any of the business of a holding, or management company.
 - (2) To establish, maintain and operate television broadcasting stations and video-on-demand services and to produce, transmit and supply programmes or parts of programmes suitable for the purpose of broadcasting or showing including but not limited to making of films for television, cinematography films and sound recordings whether to be broadcast by the Company or by any other person, film, corporations or authority and to carry on all other incidental related businesses.
 - (3) To establish, maintain and operate commercial radio broadcasting stations and related services, investment holding and management services.
 - (4) Provision of outdoor advertising and related services, investment holding and management services.
 - (5) To carry on New Media businesses and related activities.

- (6) To operate home-shopping network and related business.
- (7) To carry on content procurement and sale of content business and related activities.
- (8) To carry on the business of production of television content and motion picture films, acquiring ready made films from local producers and production houses and investment holding.
- (9) To carry on the business of publishing and sale of newspaper and related business and investment holding.
- (10) To carry on the business of sports and other event promoters and managers including but not limited to organising and managing the events, promoting the events through various media, market and secure sponsorship, advertising and other revenue in connection with the events through the various media.
- (11) To carry on the business of manufacturing, producing, buying, selling, letting on hire, leasing, repairing, servicing and otherwise dealing in and with musical instruments, radios, tape recorders, record and cassette players, television equipment and all other types of equipment used for or in connection with the production, reproduction, transmission or reception of sound, music or pictures.
- (12) To alter, construct, equip, operate, and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes.
- (13) To manage, operate and maintain fuel, oil and petrol pumps, stations and retail and wholesale agencies, and garages, service stations, workshops and repair shops.
- (14) To obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims, licences, leases, options, rights or privileges for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gravels or rivers, or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold silver, land, wolfram copper, iron, oil, coal or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licences, leases, mines, lands, options, rights or privileges and produce thereof.
- (15) To search for, win get, work, raise, smelt, calcine, refine, dress, amalgamate, quarry, reduce, wash, crush and prepare for market, manipulate and make merchantable, buy, sell and deal in tin, iron and other metals, minerals and other minerals substances, precious stones and any other produce of any mines or properties vegetable and other produce and material and substances of all kinds, and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects.
- (16) To construct, maintain, improve, develop, work, control, operate, and manage any waterworks, garages, and petrol oil fuel and service stations, gasworks, reservoirs, roads, tramways electric power, heat and light supply works, telephone works, motels, guest house, rest houses, clubs, restaurants, baths places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, store, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (17) To provide hotel and lodging facilities and all other kinds of accommodation, guides, safe deposits, inquiry bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, traveling, holidaying, develop, promote, operate, manage, work and control holiday resorts and camps, vacation centres and to arrange, organise, and manage tours of all kinds, to arrange, organise and manage, cruises journeys, tours, travels trips, voyages and expeditions of all kinds, and to promote, organise and manage amusements, carnivals, cinemas, circuses, entertainments, exhibitions, expositions, fairs, festivals, play-ground, theatres, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courses, courts, fields, gymnasiums halls, pitches, pools, rings, rinks, stadium, tracks, and places thereof.

- (18) To purchase, take on lease, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture factories, buildings, offices, mills, machinery engines, plant, tools, implements, carts, vehicles, rolling stock, live and dead stocks, stores, appliances, effects and other works, things and property of any kind.
- (19) To purchase, hire, sell, deal in, construct, equip, maintain, improve, repair, and use motorcars, motor-lorries, motor-cycles, steam cars, steam wagons, tractors, aero planes, bicycle, carts, carriages, ropeways, cableways, high lead lines, cranes and all other forms of craft, machine or vehicle, animals or material, either terrestrially, subterraneously, or aerially and all tools and parts thereof and all other things proper to be used in connection therewith.
- (20) To apply for purchase or otherwise acquire, use, assign, sell and generally deal in patents, patent-rights, trade-marks, designs, or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licences, and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way.
- (21) To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph shows, amusement parks, exhibition and all kinds of entertainment business.
- (22) To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandise, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said businesses or capable of being taken or carried on so as directly or indirectly to benefit this Company.
- (23) To invest the capital of the Company and made advances on all description of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale on assignment and whether subject to hire-purchase agreements or otherwise and to seize, retake sell, dispose of or repurchase the same and generally to finance the carrying on of the hire purchase business in all its branches.
- (24) To transact business as financiers, promoters and financial and monetary agents in any part of the world and for such purposes to establish agencies, and to appoint financial and managing agents and attorneys and to produce the Company to be registered or recognised.
- (25) To borrow or raise money with or without security, or to secure the payment or repayment of money or the satisfaction, observance or performance of any obligation or liability undertaken or incurred by the Company in such manner as the Company thinks fit and in particular by mortgage or charge upon the undertaking or any part of the undertaking of the Company or upon all or any assets of the Company or by the creation and issue of debentures or debenture stock (perpetual or terminable) charged as aforesaid or constituting or supported by a floating charge upon present and future property including uncalled and called unpaid capital.
- (26) 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 contract 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.
- (27) Subject to the provisions of any laws in force to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on loan at interest or without interest.

- (28) To advance, deposit, or lend money and property, to or with such persons and on such terms as may seem expedient and to discount, buy, sell bills, notes, warrants, coupons and other negotiable or transferable documents.
- (29) To transact and carry on all kinds of agency business and in particular to collect rents and debts and to negotiate loans to issue, shares, stocks, debenture stocks or securities.
- (30) To administer trust estate, and the estates of deceased, bankrupt or insolvent persons or the property of companies in liquidation or any other estates liquidation and to undertake the office of trustee, executor, administrator, assignee, inspector, liquidator, custodian, guardian, treasurer, or any similar office, and to perform and discharge the duties of any such office for commission, or other remuneration, or otherwise.
- (31) To appoint any persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company, or in which it is interested and for any other purposes and to execute and to do all such deeds and things as may be requisite in relation to any such trustee or trustees.
- (32) To promote or assist in the promotion of any company for the purpose of acquiring the undertaking of all or any of the property and undertaking or any of the liabilities of this Company, or of undertaking any business or operations which may seem directly or indirectly or likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or debenture stock or securities of such company and to subsidise or otherwise assist any such company.
- (33) To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on or engage in or possessed of property suitable for the purpose of or that may be conducive to the interest of this Company and in particular so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debenture stock or securities of the Company.
- (34) To amalgamate enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.
- (35) To subscribe for, take, underwrite, purchase, or otherwise acquire and hold shares, debentures, debenture stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.
- (36) To purchase, acquire, hold, sell shares, stocks, debentures, debenture stocks, bonds, obligations, and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body of authority supreme, municipal, local or otherwise, whether at home or abroad.
- (37) To invest with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (38) To sell, improve, manage, develop, lease, mortgage, dispose of, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (39) To sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company having objects altogether or in part similar to those of this company.
- (40) To distribute any property of the Company whether upon a division of profits or a distribution of assets, among the members in specie or otherwise.
- (41) To enter into any arrangement with any governments or authorities municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such governments or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (42) To carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (43) To draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (44) To borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon and by mortgage, charge, lien, debentures or debenture stock of and on the whole or any part of the Company's property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (45) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock or other securities of the Company or in or about the promotion, formation, or business of the Company, or of any other company promoted wholly or in part by this Company.
- (46) To establish or aid in the establishment to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have any time been employed by the Company or its predecessors in business and the dependents or relatives of such person or persons.
- (47) To establish and or support or to aid in the establishment and or support of and to make donations or subscriptions to or to subsidise any whatsoever association, fund, institution, place of worship, school, society or any other body or partly having or for any objects or purposes whatsoever.
- (48) To make contributions and donations and in any other manner to give aid, assistance and help to any persons, firm, company, association, society or other body or party for any whatsoever object or purpose.
- (49) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (50) To act as nominees, trustees, managers, receivers, stewards, or agents in any capacity, and undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise, and to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise, and for any person, firm, company, or authority whatsoever.
- (51) To do all other things as are incidental or conducive into the attainment of the objects and the exercise of the powers of the Company.

3.2 And it is hereby declared that the word “company” in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no way limited or restricted by reference to, or inference to, or inference from the terms of any other paragraph, or the name of the Company.

4. SHARE CAPITAL

4.1 The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise. *Class of Shares*

4.2 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of share and subject to the provisions of these Articles, the Act and to the provisions of any resolution of the Company, shares in the Company for the time being unissued (whether forming part of the original capital or of any increase in capital) are under the control of the Directors who may issue, allot or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions: *Authority of Directors to allot shares*

- (a) No issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members of the Company in a general meeting;
- (b) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same ;
- (c) every issue of shares or options to employees shall be approved by members in general meeting and such approval shall specifically detail the amount of shares or options to be issued to such employees;
- (d) no Director shall participate in a scheme that involves a new issuance of shares or other convertible securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director.

The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares.

4.3 (a) Subject to the Act and Applicable Laws, preference shares may with the sanction of an ordinary resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed and the Company shall not issue preference shares ranking in priority over preference shares already issued but may issue preference shares ranking equally therewith. *Rights of preference shareholders*

A holder of preference shares must have a right to vote in each of the following circumstances:-

- (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking ;
 - (iv) on a proposal that affects rights attached to the share ;
 - (v) on a proposal to wind up the Company ; and
 - (vi) during the winding-up of the Company.
- (b) A holder of preference shares shall be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited financial statements and attending meetings.

- (c) Notwithstanding the provision contained in the Constitution, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholders concerned, provided always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing, if obtained from the holders of seventy-five per centum (75%) of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. *Repayment of preference capital*
- 4.4 Subject to the provisions of the Act, the Listing Requirements, the Central Depositories Act, and the Rules, the Company shall allot and issue the securities arising from rights issue, offer for sale, bonus issue, exercise of options under a share scheme for employees and/or conversion or exercise of the convertible securities, despatch the relevant notices of allotment to the relevant allottees and make an application for the quotation of such securities within such period as may be prescribed by the Exchange from time to time. *Allotment and dispatch of notices of allotment*
- 4.5 The Company shall have power, subject to and in accordance with the provision of the Act and/or rules, regulations, guidelines, requirements and/or orders thereunder issued by the Exchange and any other relevant authorities for the time being in force, to purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws. *Share buy-back*
- 4.6 The Company must ensure that all new issues of securities for which listing is sought, is made by way of crediting the Securities Accounts of the allottees with such securities, save and except for Non Deposited Securities. The Company shall notify the Central Depository of the name of the allottee or entitled person and all such particulars required by the Central Depository to make the appropriate entries in the Securities Account of such allottee or entitled person and deliver to the Central Depository the appropriate script or jumbo certificate registered in the name of the Central Depository or its nominee. *Crediting of Securities Accounts*
- 5. VARIATION OF RIGHTS**
- 5.1 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of seventy-five per centum (75%) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) 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. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary. *Modification of class rights*
- 5.2 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith. *Alteration of rights by issuance of new shares*
- 5.3 The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate or the per centum of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of shares, also pay such brokerage as may be lawful. *Commission on subscription of shares*

- 5.4 Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or 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 construction of the works or buildings or the provision of the plant. *Interest on share capital during construction of works on building*
- 5.5 Except as required by this Constitution or by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or any other rights in respect of any shares, except in an absolute right to the entirety thereof in the registered holder. *Trusts not to be recognised*

6. CERTIFICATES

- 6.1 The Company may issue jumbo certificates in respect of shares or securities in favour of Bursa Depository as it may be directed by the Securities Commission pending the crediting of shares or securities into the Securities Account of the person entitled to such shares or securities or as may be prescribed by the Central Depositories Act and the Rules. *Share certificates*

7. CALLS ON SHARES

- 7.1 The Board may, from time to time make calls upon the Members as the Board may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine. *Directors' discretion to make calls*
- 7.2 A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Any call may be made payable either in one sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any). *When call deemed made*
- 7.3 If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per centum (8%) per annum as the Board may determine but the Board shall be at liberty to waive payment of the interest or compensation in whole or in part. *Interest on unpaid calls*
- 7.4 Any sum which by the terms of issue of a share is made payable on allotment or at any fixed date shall be a call duly made and payable on the date on which by the terms of issue the same becomes payable and in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified. *Terms of issue may be treated as call*
- 7.5 The Board may, on the issue of shares, differentiate between the holders as to the amount of calls or instalments to be paid and the times of payment of such calls. *Difference in calls*
- 7.6 The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the money payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced, the Company may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per centum (8%) per annum as may be agreed upon by the Board and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance has become payable be treated as paid up on the shares in respect of which they have been paid. *Calls may be made in advance*

8. LIEN

- 8.1 The Company shall have a first and paramount lien on every share (not being a fully paid up share), such lien to be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The Company's lien, if any, on share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Board may at any time declare any share to be wholly or in part exempted from the provisions of this Article. *Company's lien on shares*
- 8.2 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 until such time as a sum in respect of which the lien exists is presently payable and until there is default in payment of the same at the expiration of fourteen (14) days from a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. *Lien may be enforced by sale of shares*
- 8.3 To give effect to any such sale, the Board 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 Board shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. *Board may effect transfer*
- 8.4 The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. *Application of proceeds of sale*

9. INFORMATION OF SHAREHOLDING

- 9.1 The Company may by notice in writing require any Member within such reasonable time as is specified in the notice:- *Company may require any information of a member*
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
- (b) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- 9.2 Where the Company is informed in pursuance of a notice given to any person under Article 8.1 hereof or this Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:- *Company may require any information of beneficial interest*
- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (b) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- 9.3 The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of 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 such agreement or arrangement. *Member to inform Company*

10. TRANSFER OF SECURITIES

- 10.1 The transfer of securities by the Company to Bursa Depository and from Bursa Depository shall be in accordance with the Applicable Laws. *Transfer of securities to and from Bursa Depository*
- 10.2 The transfer of any listed security or class of any listed security of the Company, shall be by way of book entry by Bursa Depository in accordance with the Rules of Bursa Depository and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities which have been deposited with Bursa Depository by the Company. *Transfer of listed securities of Company is by way of book entry*
- 10.3 Subject to the provisions of the Act, the Central Depositories Act, Rules and Listing Requirements, there shall be no restriction on the transfer of fully paid securities except where required by law or the transfer is in respect of a partly paid share in respect of which a call has been made and is unpaid. *No restriction on fully paid securities*
- 10.4 The Register and/or Record of Depositors may be closed at such times and for such period as the Board may from time to time determine provided that it shall not be closed for more than thirty (30) days in aggregate in any calendar year. Any notice of intention to fix the books closing date and the reason therefore shall be given to the Exchange, such notice shall state the books closing date which shall be at least ten (10) Market Days after the date of notification to the Exchange (or such other notice period as shall be prescribed by the Exchange). The said notice shall state the books closing date and purpose or purposes for which the Register is being closed. In relation to the books closing, the Company shall give written notice to Bursa Depository to issue the appropriate Record of Depositors in accordance with the Central Depositories Act and the Rules within such time as is required by Bursa Depository to enable Bursa Depository to issue the relevant Record of Depositors. *Closing of Register*
- 10.5 Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person. *Renunciation of allotment*
- 10.6 No shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. *Prohibited transfer*

11. TRANSMISSION OF SECURITIES

- 11.1 In the case of the death of a Member, the legal representatives of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares but nothing herein contained shall release the estate of the deceased Member from any liability in respect of the shares which had been held by the deceased Member. *Death of Member*
- 11.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have a person nominated by him registered as the transferee thereof, but the Board 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. *Share of deceased or bankrupt Member*
- 11.3 If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. *Notice of Election*
- 11.4 Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Board and upon registration as a Member be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. *Person entitled or may receive dividend, etc.*

- 11.5 Where :- *Transmission of securities between Registers*
- (a) the Securities of the Company are listed on a stock exchange other than Bursa Malaysia Securities Berhad; 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, 1988 of Malaysia as the case may be, under the Rules in respect of such securities;

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

12. FORFEITURE OF SHARES

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

- 12.8 The Company may receive the consideration, if any, given for a forfeited share on any sale, re-allotment or disposition thereof and may execute the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. *Procedure for sale of forfeited shares*
- 12.9 Where any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of his death or bankruptcy, as the case may be. *Notice of forfeiture*
- 13. CONVERSION OF SHARES INTO STOCK**
- 13.1 The Company may by Ordinary Resolution passed at a meeting of Members convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination. *Conversion of shares*
- 13.2 The stockholders may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and subject to which the shares from which the stock arose might, before the conversion, have been transferred or as near thereto as circumstances admit, but the Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. *Transfer of stock*
- 13.3 The stockholders shall according to the amount of the stock held by them, have the same rights, privileges and advantages with regards to dividends, voting at meetings of Members and other matters as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of the stock which would not, if existing in shares, have conferred that rights, privileges or advantages. *Participation of stockholders*
- 13.4 Such of these Articles as are applicable to paid up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively. *Definition*
- 14. INCREASE OF CAPITAL**
- 14.1 The Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct. *Power to increase capital*
- 14.2 Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind, 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 meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Article. *Offer of new shares*
- 14.3 Except so far as otherwise provided by the conditions of issue in this Constitution, any share capital raised by the creation of new shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. *New shares shall form part of the capital*

15. ALTERATION OF CAPITAL

- 15.1 The Company may from time to time by Special Resolution :- *Power to alter capital*
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares;
 - (c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; or
 - (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify any class of shares into any other class of shares.
- 15.2 The Company may by Special Resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws. *Power to reduce capital*

16. BORROWING POWERS

- 16.1 The Board may from time to time at their discretion raise or borrow for the purpose of the Company such sums of money as they think proper and may secure the repayment of such sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being. *Power to borrow*
- The Board shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- 16.2 If the Directors or any of them or any other officers 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 by way of indemnity to secure the Directors or other officers so becoming liable as aforesaid from any loss in respect of such liability. *Indemnity to be given*

17. MEETINGS OF MEMBERS

- 17.1 The Company shall in every calendar year, at such time and place as may be determined by the Board, hold an annual general meeting in addition to any other meetings held in that year, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting. *Annual General Meeting*
- 17.2 All general meetings other than the annual general meeting shall be called extraordinary general meetings. *Extraordinary General Meeting*
- 17.3 The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. *Requisition of Meetings*

In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Section 311 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

- 17.4 The meeting of Members may be held at more than (1) one venue using any technology or method that allows the Members to participate and to exercise the Members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of Members subject to rules, regulations and laws prevailing. *Venue of Meetings*
- The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.
- 17.5 Every notice of an annual general meeting shall be issued in accordance with the Applicable Laws and shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution. *Notice of meeting*
- The notices convening meetings of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.
- 17.6 Subject to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which due notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees and the appointment and the fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary resolution, as the case may be. *Business at meetings*
- 17.7 In every notice calling a meeting of Members, there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. *Requirement in notice calling meeting*
- 17.8 The accidental omission to give notice of any meeting to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate any resolutions passed or the proceedings at any such meeting. *Omission to give notice*
- 17.9 The Company shall request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company. *Record of Depositors*
- The Company shall also request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the "General Meeting Record of Depositors").
- Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositor.

18. PROCEEDINGS AT MEETINGS OF MEMBERS

- 18.1 No business shall be transacted at any meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member. *Quorum*

- 18.2 If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum. *Adjournment*
- 18.3 The Chairman, if any, of the Board of Directors shall preside as the chairperson at every general meeting of the Company. If there is no such Chairman or if the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one (1) of the Directors to act as the chairperson of the meeting, or if one (1) Director only is present he shall preside as the chairperson if he is willing to act. If no Director is chosen who shall be willing to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the chairperson of the meeting. However, a proxy shall not be eligible for election as chairperson of the meeting. *Chairperson to preside at all meeting of members*
- 18.4 The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. *Adjournment with consent of meeting*
- 18.5 Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman may take such action as he thinks fit to promote the orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a general meeting. *Orderly conduct of business*
- 18.6 If required by the Applicable Laws or Listing Requirements, all resolutions put to vote at any general meeting shall be determined by poll unless such requirement is waived by the Exchange. *Polls*
- 18.7 Where a requirement to determine a resolution put to vote at the general meeting by poll is waived under the Listing Requirements or Applicable Laws, a resolution put to the vote of the meeting of Members shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either :
- (a) the Chairman of the meeting ; or
 - (b) at least three (3) members present in person or by proxy and entitled to vote ; or
 - (c) a Member or Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf and representing not less than ten (10) per centum of the total voting rights of all Members having the right to vote at the meeting ; or
 - (d) a Member or Members present in person or by proxy and 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 sum paid up on all the shares conferring that right.
- Voting on resolution when mandatory polling is not required*

Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried or has not been carried by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

- 18.8 The Company shall appoint at least one (1) scrutineer to validate the votes cast by poll at the meeting of Members. *Appointment of scrutineer*
- 18.9 The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices as the chairman may direct. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll. *Polling*
- 18.10 A declaration by the chairperson of the meeting whether a resolution has, on a poll, been carried or lost, based on the poll results obtained, shall be conclusive evidence of that fact. *Evidence of passing of resolutions*
- 18.11 If :- *Error in vote count*
- (a) any objection shall be raised as to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;
- the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman of the meeting on such matters shall be final and conclusive.
- 18.12 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 shall be entitled to a second or casting vote. *Chairman to have casting vote*
- 19. VOTES OF MEMBERS**
- 19.1 Subject to this Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or other duly authorised representative. On a resolution to be decided by a poll, every Member voting in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands on any question at any meeting of Members where a requirement to determine a resolution put to vote at the meeting of Members by poll is waived by the Exchange or Applicable Laws. *Voting rights*
- 19.2 Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator shall carry the same voting power when such right is exercisable. *Voting rights of shares of different monetary denominations*
- 19.3 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or by such other person who properly has the management of his estate and any such committee or other person may vote by proxy or attorney. *Vote of Member of unsound mind*
- 19.4 Where there are joint registered holders of any share any one (1) of such persons may vote at any meeting either personally or by proxy or attorney or other duly authorised representative in respect of such share as if he were solely entitled thereto, and if more than one (1) of such joint holders be present at any meeting personally or by proxy or attorney, then that one (1) of the said persons so present whose name stands first in order in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof. *Votes of joint holders of shares*
- 19.5 No Member shall be entitled to be present or to vote on any question either personally or otherwise as a proxy or attorney or other duly authorised representative at any general meeting or upon a poll or be reckoned in the quorum unless all calls or other sums payable by him in respect of shares in the Company have been paid. *Member barred from voting while call unpaid*

- 19.6 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive. *Objection to qualification of voter*
- 19.7 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 representatives at any meeting of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company. *Corporate representative*
- 19.8 The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing, or, if the Member is a corporation, either be executed under its common seal or under the hand of two (2) authorised officers, one (1) of whom shall be a Director, or of its attorney duly authorised in writing. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the Member. *Instrument appointing proxy to be in writing*
- 19.9 A Member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint not more than two (2) proxies to exercise all or any of his rights to attend, participate, speak and vote instead of the Member at the meeting. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. *Appointment of proxy*
- 19.10 Where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. The appointment of the two (2) proxies in respect of any particular securities account shall be invalid unless the Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy. *Authorised nominee*
- 19.11 Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Where an Exempt Authorised Nominee appoints more than one (1) proxy in respect of each Omnibus account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy. *Exempt authorised nominee*
- 19.12 The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve. *Form of proxy*
- 19.13 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. *Delivery of instrument appointing proxies*
- 19.14 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind or transfer as aforesaid has been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the instrument is used. *Proxy irrevocable unless notice received by the Company*
- 19.15 The termination of proxy shall be in accordance with the Applicable Laws. *Termination of proxy*

20. DIRECTORS

- 20.1 Unless otherwise determined by general meeting, the number of Directors shall not be less than two (2) nor more than fourteen (14). The first Directors of the Company were Wong Fong Yin and Yap Lee Mee. *Number of directors*
- 20.2 The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed, no such qualification shall be required. *Directors' shareholding qualification*
- 20.3 An election of Directors shall take place each year at the annual general meeting of the Company where one-third ($\frac{1}{3}$) 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 ($\frac{1}{3}$) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office once at least each in three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. *Retirement of Directors by rotation*
- 20.4 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*
- 20.5 No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him has at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving consent to the nomination and either signifying his candidature for the office, or signifying the intention of such member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary. Notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by a member or members, shall be borne by the member or members making the nomination. *Notice of intention to appoint director*
- 20.6 The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected, unless at the meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that Director is put to the meeting and lost. *Retiring Director deemed to be re-appointed*
- 20.7 The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the number of Directors to be appointed to the Board and may also determine in what rotation the increased or reduced number is to retire from office. *Increase or reduction of number of Directors*
- 20.8 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 Board, 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, 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. *Power to fill casual vacancies or appoint additional directors*
- 20.9 The Company may by ordinary resolution of which special notice is given in accordance with the provisions of the Act, remove any Director before the expiration of his period of office and may if thought fit by ordinary resolution, appoint another person in his stead. The person so appointed shall hold office for as long as the Director in whose place he is appointed would have the same if he had not been removed. *Removal of directors*

21. REMUNERATION OF DIRECTORS

- 21.1 The fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Directors who shall hold office or part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:
- Fees and benefits for non-executive Directors*

- (a) fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to Executive Director(s) may not include a commission on or percentage of turnover ;
- (c) any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

21.2 The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending board meetings of the Company.

22. DISQUALIFICATION OF DIRECTORS

22.1 The office of a Director shall become vacant if the Director:

When office of Director deemed vacant

- (a) becomes disqualified from being a Director under Section 198 or 199 of the Act;
- (b) ceases to be or is prohibited from being a Director by virtue of the Act or Listing Requirements or Applicable Laws;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (d) dies;
- (e) resigns from his office by notice in writing to the Company and deposited at the Office;
- (f) is removed from office in accordance with the Act or this Constitution; or
- (g) has retired in accordance with the Act or this Constitution and is not re-elected.

23. GENERAL POWERS AND DUTIES OF DIRECTORS

23.1 The business and affairs of the Company shall be managed by, or under the direction of the Board. The Board shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act, the Applicable Laws and the Company's Constitution, and may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in a meeting of Members, subject, nevertheless, to the Applicable Laws, to any provisions of this Constitution, to the provisions of the Act and to such regulations, being not inconsistent with the Applicable Laws, this Constitution or the provisions of the Act as may be prescribed by the Company in a meeting of Members but no regulation made by the Company in a meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

General power to directors to manage business

23.2 The Board may on behalf of the Company pay a gratuity, pension or allowance to any employee or ex-employee, Director or former Director, or the wife, widow or other dependant of an employee or ex-employee; Director or former Director in such manner and to such extent as the Directors shall think fit and for these purposes the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity, pension or allowance and take out policies of insurance and pay the premium reserved thereby.

Directors may pay gratuity, pension or allowance

23.3 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorneys may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Power to appoint attorneys

23.4 The Directors may from time to time appoint any person or persons to hold office as general adviser or as adviser to the Company at the Office or at any of the branches of the Company. It shall be the duty of a general adviser or adviser to assist the Company with his counsel and advice when so requested.

General Adviser

23.5 A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. *As to the duty and liability of the Director*

23.6 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. *Signing of cheques etc.*

23.7 Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. *General duty to make disclosure*

24. PROCEEDINGS OF DIRECTORS

24.1 The Third Schedule of the Companies Act 2016 shall not apply to the Company, except so far as the same are repeated or contained in this Constitution.

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors. *Meeting of Directors*

24.2 Any Director may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such Director shall be deemed to be physically present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting PROVIDED THAT at least one of the Directors present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting. *Participation at Directors' meetings by way of telephone and video conferencing*

24.3 Notice of every meeting of the Directors shall be given in writing or by electronic means and shall be served on each Director entitled to receive the notice either personally or by electronic mail or other electronic device or by sending it by post to him at his registered address for the service of such notice with not less than seven (7) days' notice specifying the place, date and hour of the meeting and the business to be discussed thereat unless such requirement is waived by all the Directors. *Notice of Directors' meeting*

The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by electronic form or other electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted.

24.4 The quorum necessary for the transaction of business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two (2). A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally. *Quorum of Meeting of Directors*

24.5 The continuing Directors or sole continuing Director may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. *Number of directors below minimum*

24.6 The Directors may from time to time elect and remove a Chairman and if desire a Deputy Chairman of the Board of Directors and determine the period for which he is or they are to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) among themselves to be Chairperson of the meeting. *Chairman*

- 24.7 Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board and PROVIDED ALWAYS that in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote. *Chairman has casting vote*
- 24.8 Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested. *Disclosure of interest and restriction on discussion and voting*
- 24.9 Subject to Article 24.8, a Director may vote in respect of:- *Power to vote*
- (a) any arrangement for giving the Director himself or any other Directors 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.
- 24.10 A Director of the Company may be or become a director or other officer of, or otherwise be interested in, any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Directors 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 other company unless the Company otherwise directs. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed, a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act, the Listing Requirement and of this Constitution. *Directors may become directors of other companies*
- 24.11 A Director present at the meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he expressly dissents from or votes against the resolution at the meeting. The minutes of meeting shall record such dissenting views or votes accordingly.
- 25. INDEPENDENT DIRECTORS**
- 25.1 The Board shall have such number of Independent Directors as may be required under the Applicable Laws. *Independent Directors*
- 26. ALTERNATE DIRECTOR**
- 26.1 Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that: *Appointment of Alternate director*
- (a) such person is not an existing Director of the Company;
- (b) such person does not act as an alternate for more than one (1) Director;
- (c) the appointment is approved by all the other members of the Board; and
- (d) any fee paid by the Company to the alternate shall be deducted from the Director's remuneration.

26.2 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 Members at which he is re-elected), the person appointed by him as an alternate Director shall thereupon cease to be an alternate Director. *Cessation of appointment of an Alternate Director*

26.3 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 other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at such meeting at which his appointor is not present. *Rights of an alternate Director*

An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

27. MANAGING DIRECTOR

27.1 The Board may from time to time appoint one or more of their number to the office of managing director or to any other executive office under the Company for such period and on such terms as the Board thinks fit and may revoke any such appointment. A Director so appointed shall while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, and his appointment shall be automatically determined if he ceases from any cause to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company. *Appointment of Managing Director or Executive Directors*

27.2 The remuneration of any managing director or any Director holding an executive office under the Company for his services as such, subject to the terms of any agreement entered into any particular case, shall be determined by the Directors and may be of any description except that the remuneration of a managing director may not include a commission on or percentage of turnover. *Remuneration*

27.3 The Board may entrust to and confer upon the managing director or the Director holding an executive office under the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers but in any case, the managing director or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the Board. *Power of Managing Director or Executive Directors*

28. COMMITTEES ESTABLISHED AND PERSONS APPOINTED BY THE BOARD

28.1 The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board. *Committees of the Board*

28.2 Subject to any rules and regulations made pursuant to this Constitution, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members of such committee present and in the case of any equality of votes, the Chairman shall have a second or casting vote. *Meeting of Committees*

28.3 A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members of the committee present may choose one (1) of their number to be Chairman of the meeting. *Chairman of Committees*

28.4 Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of this Constitution or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting PROVIDED that at least one (1) of the members present at the meeting was at such place for the duration of that meeting. *Participation at Committee meetings by way of telephone and video conferencing*

29. VALIDATION OF ACTS OF DIRECTORS

- 29.1 All acts done by any meeting of the Directors or a committee established by the Board or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there are some defects in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. *Directors' act to be valid*

30. DIRECTORS' CIRCULAR RESOLUTIONS

- 30.1 A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by a majority of the Directors for the time being present in Malaysia entitled to receive notice of a meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. *Resolution in writing*

Any such resolution may consist of several documents in like form (prepared and circulated by facsimile, telex, telegram or electronic mail or other communication modes / equipment), each signed by one (1) or more Directors.

An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him by facsimile, telex or telegram or electronic mail or other communication modes / equipment shall be deemed to be a document signed by him for the purposes of the foregoing provisions.

Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and / or electronic or digital signature of the Director.

31. AUTHENTICATION OF DOCUMENTS

- 31.1 Any Director or the Secretary or any other person approved by the Board shall have the power to authenticate any documents effecting the Constitution of the Company and any resolution passed by the Company or the 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. *Power to authenticate documents*
- 31.2 A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of this Constitution, shall be conclusive evidence in favour of all persons dealing with the Company on the faith that such resolution has been duly passed or that such extract is a true and accurate record of a duly constituted meeting of the Directors, as the case may be. *Conclusive evidence of resolutions and extract of minutes of meetings*

32. MINUTES AND REGISTER

- 32.1 The Board shall cause minutes to be duly entered in books provided for the purpose:- *Minutes of meetings and resolutions*
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any committees of the Board and of the Company in a meeting of Members ;
 - (c) of all resolutions and proceedings of meetings of Members and of meetings of the Directors and committees of the Board; and
 - (d) of all orders made by the Board and any committee of the Board.
- 32.2 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.

- 32.3 The Company shall in accordance with the provisions of the Act keep at the Office or such other place provided notice has been given to the Registrar of Company, a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of change in manner prescribed by the Act. *Directors to comply with Act*
- 32.4 The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office or such other place provided notice has been given to the Registrar of Company and shall be open to the inspection of any Member without charge. *Minutes kept at office*
- 32.5 The Company shall also keep at the Office or such other place provided notice has been given to the Registrar of Company, registers which shall be open to the inspection of any Member without charge and to any other person on payment of such prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular:
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.
- 33. SECRETARY**
- 33.1 The Secretary or Secretaries shall in accordance with the Act be appointed by the Board for such term, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them but without prejudice to any claim he/she may have for damages for breach of any contract of service between him and the Company. The Board may from time to time by resolution appoint an Assistant or Deputy Secretary. *Appointment of Secretary*
- The Secretary may resign from office by giving a notice to the Board and the Secretary shall cease to be the Secretary of the Company in accordance with his terms of employment.
- 34. SEAL**
- 34.1 The Board shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Board authorised to use the Seal. Every instrument to which the Seal is affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Board for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates only pursuant to Article 34.3 hereof), as the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution. *Authority for use of Seal*
- 34.2 The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Board *Official Seal for use abroad*
- 34.3 The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 34.1 hereof. *Official seal for share certificates, etc.*

35. ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

- 35.1 The Board and managers of the Company shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by the Act or by this Constitution or authorised by the Directors or by the Company in general meeting. Subject always to Section 245 of the Act the books of account and records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors. *Accounts open to inspection by Directors*
- 35.2 The Board shall caused to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and directors' reports in accordance with the Act. *Presentation of audited financial statements*
- 35.3 A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. *Circulating copies of audited financial statements and directors' report*

36. AUDIT

- 36.1 The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act. *Appointment of Auditors*
- 36.2 The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act. *Attendance of Auditors at general meetings where financial statements are laid*

37. DIVIDENDS AND RESERVES

- 37.1 The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board. *Distribution of dividends out of profit*
- 37.2 The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made. *Distribution only if Company is solvent*
- 37.3 The Board may, before authorising any distribution of dividend, set aside out of the profits of the Company such sums as it thinks proper as reserve fund which shall be applied by the Board in its absolute discretion as it thinks conducive to the interest of the Company and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserve fund into such special funds as it thinks fit, with all power to employ the assets constituting the reserve fund in the business of the Company and without being bound, keep the same separate from the other assets. The Board may also without placing the same to reserve carry forward any profits of which it may think prudent not to divide. *Setting aside profits*

- 37.4 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. *Payment of dividends*
- 37.5 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*
- 37.6 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 herein before contained entitled to become a Member or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. *Dividends due may be retained until registration*
- 37.7 All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965. *Unclaimed dividends may be invested*
- 37.8 The Board in authorising a distribution of dividends may direct payment of such dividends 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 where any difficulty arises in regard to payment of such distribution, the Board may settle the same as it thinks expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board. *Distribution of specific assets*
- 37.9 Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. *Payment by cheque or telegraphic transfer or electronic transfer*

38. CAPITALISATION OF PROFITS

- 38.1 The Company in a meeting of Members may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in the one way and partly in the other and the Board shall give effect to such resolution. *Power to capitalise*

38.2 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 up 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 payment 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 remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members.

Power of applications of undivided profits

39. LANGUAGE

39.1 Where any financial statements, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Board shall cause a true translation of such financial statements, 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 financial statements, minute books and other records for so long as the original financial statements, minute books and other records are required to be kept by the Act.

Translation

40. NOTICES

40.1 Any notice or document required to be sent to Members may be given by the Company to any Member:-

Service of notices and/or documents

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

40.2 Any notice or document shall be deemed to have been served by the Company to a Member :-

When service deemed effected

- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.

In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.

- (b) Where the notice or document is sent by electronic means :-
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 40.1(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company ;

- (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 40.1(b)(ii) ; or
- (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 40.1(b)(iii).

In the event that service of a notice or document pursuant to Article 40.2(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Article 40.1(a) hereof.

- 40.3 A Member's address, electronic mail address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. *Last known address for service*
- 40.4 A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and/or document in respect of such share which, prior to his name and/or address being entered in the Register of Members as the registered holder of such share have been duly given to the person from whom he derives the title to such share. *Notice and/or document in case of death or bankruptcy*
- 40.5 Notice of every meeting of Members shall be given in any manner hereinbefore specified to:- *Who may receive notice*
- (a) every Member ;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who but for his death or bankruptcy would be entitled to receive notice of the meeting ;
 - (c) the Auditors of the Company ;
 - (d) the Directors of the Company ; and
 - (e) every Exchange on which the Company is listed and any other relevant authorities.

All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.

Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 40.1 and 40.2 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language. *Notice and/or document given by advertisement*

41. WINDING UP

- 41.1 If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. *Distribution of assets in specie*

- 41.2 Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:- *Distribution 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 shares held by them respectively; and
- (b) If in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding up, on the shares held by them respectively.
- 41.3 On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered. *Voluntary liquidation*
- 42. SECRECY CLAUSE**
- 42.1 Save as may be provided by the Act, no member shall be entitled to enter into or inspect any premises or property of the Company nor to require disclosure of any information in respect of 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 if communicated to the public. *Disclosure of Company's confidential information*
- 43. RECONSTRUCTION**
- 43.1 On the sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or the liquidator shall, if practicable, act accordingly. *Reconstruction*
- 44. INDEMNITY AND INSURANCE**
- 44.1 Subject to the Applicable Laws, every Director, Auditors, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability. *Indemnity and insurance for Company's officers and auditors*

45. COMPLIANCE

45.1 Notwithstanding the Clauses in this Constitution, the Company shall comply with all Applicable Laws in respect of all matters where applicable. *Compliance with statutes, regulations and rules*

If any of the Clauses in this Constitution is inconsistent with or in breach of any Applicable Law, then:

- (a) that Clause shall be read down to the extent necessary to comply with the provisions of the Applicable Law; and
- (b) that Clause or those portions thereof which are inconsistent with or in breach of any provision of the Applicable Law shall be struck out and deemed not form part of this Constitution.

46. AMENDMENT OR ALTERATION OF CONSTITUTION

46.1 The Company may amend or alter the Clauses in the Constitution by way of special resolution, subject always to the provisions of the Act and any other applicable laws. *Company may alter or amend constitution*

47. EFFECT OF THE LISTING REQUIREMENTS

47.1 The effects of the Listing Requirements shall be as follows :-

- (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. *Effect of the Listing Requirements*
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does 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.