

ELK-DESA[®]

ELK-DESA RESOURCES BERHAD

(Company No. 180164-X)

(Incorporated in Malaysia under Companies Act, 1965)

APPENDIX A

PROPOSED NEW CONSTITUTION

OF

ELK-DESA RESOURCES BERHAD

This is the Appendix A referred to in Agenda No. 7 of the Notice of 29th Annual General Meeting (“AGM”) of ELK-Desa Resources Berhad dated 10 July 2018

Company No. 180164-X

THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION
OF
ELK-DESA RESOURCES BERHAD
(180164-X)

Incorporated on the 24th day of March, 1989

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

(Special Resolution passed on _____)

OF

ELK-DESA RESOURCES BERHAD

1. The name of the Company is ELK-DESA RESOURCES BERHAD.
2. The registered office of the Company will be situated in Malaysia.

INTERPRETATION

3. In the construction of this Constitution, the following expressions shall where the context admits have the following meanings:- Definition

Words	Meaning
“The Act”	means the Companies Act 2016 and every statutory modification and any re-enactment thereof that may be made from time to time.
“the Constitution”	means the Constitution of the Company as originally framed or as altered or added to from time to time by Special Resolution, subject to the Act, Listing Requirements and the Rules.
"Board" or "Directors"	means the Board of Directors for the time being of the Company.
“Bursa Securities” or “the Exchange”	means Bursa Malaysia Securities Berhad or such other name by which it shall be known from time to time.
“CMSA”	means the Capital Markets and Services Act 2007 and regulations made thereunder, as amended from time to time and any re-enactment thereof.
“Company”	means ELK-Desa Resources Berhad (Company No. 180164-X) or any other name as may be adopted by the Company
“Court”	means the High Court or a judge thereof.
“Corporation”	has the meaning given in Section 2(1) of the CMSA.
“Central Depositories Act”	means the Securities Industry (Central Depositories) Act 1991 and regulations made thereunder, as amended from time to time and any re-enactment thereof.

“Deposited Security”	means a security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act.
“Depositor”	means a holder of a Securities Account established by the Depository.
“Depository”	means Bursa Malaysia Depository Sdn Bhd (165570-W).
“Listing Requirements”	means Bursa Securities Main Market Listing Requirements including any amendment or supplemental thereto that may be made from time to time.
“Managing Director”	means any person or persons appointed by the Directors to perform the duties of Managing Director.
“Market Day”	means a day on which the stock market of the Exchange is open for trading in securities.
“Member”	unless otherwise expressed to the contrary, a person who is registered as the holder of shares in the capital of the Company, including a depositor who will be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
“Non-Deposited Security”	means a Security of the Company which is not a Deposited Security.
“Office”	means the Registered Office for the time being of the Company.
“Paid up” or “paid up”	Paid up or credited as paid up.
“RM”	Ringgit Malaysia.
“Record of Depositors”	means a record provided by the Depository to the Company under Chapter 24 of the Rules.
“the Register”	means the Register of Members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.
“Registrar”	means the share registrar of the Company.
“Rules”	means the Rules of the Depository, including any amendment that may be made from time to time.
“Securities”	has the same meaning given in Section 2(1) of the CMSA.
“Securities Laws”	The Securities Commission Act 1993, the CMSA and the Central Depositories Act.
“Securities Account”	means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor.
“Seal”	means the common seal of the Company.
"Share Seal"	means the share seal of the Company.

"Shares"	means shares in the Company.
"Shares Issuance Scheme"	means a scheme involving a new issuance of shares to the employees.
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company including any person appointed temporarily or an assistant or deputy secretary.
"Subsidiary"	means a subsidiary as defined by Section 4 of the Act.

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

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include (without limitation) corporations.

Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967 as amended from time to time and any re-enactment thereof and of the Act as in force at the date at which this Constitution become binding on the Company.

4. The objects for which the Company is established are: -
- (1) To carry on the business of an Investment Company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee interest or rights in shares, debentures, lands, estates, buildings, interests or rights whatsoever by lease, grant, assignment, transfer, purchase, exchange, concession, participation in whatsoever enterprise, undertaking or venture, syndicates or otherwise.
 - (2) To carry on business as dealers and general merchants, exporters and importers, general agents, and brokers, and to buy, sell, manipulate and deal (both wholesale and retail) in commodities of all kinds which can conveniently be dealt with the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores, and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business.
 - (3) To carry on all or any of the following business, namely, house and land agents, surveyors and valuers, builders and contractors, decorators, merchants, and dealers in bricks, hardware, timber and other building requisites, brick and tile and terracotta makers, job-master, carriers, licenced victuallers and house agents.
 - (4) To manage lands, buildings, and other property whether, belonging to the Company or not, and to collect rents and income, and to supply tenants, occupiers and others, with meals, attendants, messengers, light, heat, water, waiting rooms, reading rooms, lavatories and other conveniences and services, and to acquire by purchase, lease, exchange, hire or otherwise by way of investment or with a view to resale or otherwise any lands and hereditaments of any tenure or any other form of real or personal property, rights or privileges or any interests in the same or in any mortgages, shares, securities; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company.
 - (5) To carry on the business of planters, growers, millers, and manufacturers of palm oil, coconut, copra, sugar cane, tobacco, tea, coffee, cocoa, cinchona, rice, cereals and other natural tropical products of any kinds, and the manufacture of vegetable

oils, and any other business which can conveniently be carried on in connection with such business or any of them.

- (6) To carry on business as forest operators, fellers, loggers and growers of timber and other forest products and for these purposes to own, acquire, purchase, sell, lease, sub-lease, clear, plant, exploit and work in any manner and for any consideration, forest, lands, timber estates, timber felling and forest clearing rights of any kinds, sawmills, plywood and veneer plants, workshops, factories and timber yards.
- (7) To carry on business as manufacturers of, and dealers in chemicals, gases, drugs, medicines, gypsum, disinfectants, fertilisers, salts, acids, oils, isinglass, colours, glues, gums, pigments, varnishes, compositions, dyes, laboratory and scientific furniture, equipment, apparatus and materials.
- (8) To carry on business as import, export and general merchants, contractors for supply of provisions, traders, factors, brokers and dealers of and in all kinds of goods, produce and merchandise, commission agents, shipowners, shipbuilders, charterers of ships or other vessels, warehousemen, ship and Insurance brokers, carriers, forwarding agents, warfingers, and carriers in Malaysia or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise of all kinds.
- (9) To carry on the business of manufacturers, importers and exporters of timber, forest products, composites and plastics, and to buy and sell by wholesale or retail, and general to deal in all such materials.
- (10) To carry on the business of timber and lumber merchants, lumber yard and sawmill proprietors, and to buy, sell, prepare (or market, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used; to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants in any other businesses which may seem to the company capable of being conveniently carried on in connection with any of the above, or calculated directly or indirectly to render profitable or to enhance the value of the company's property or rights for the time being.
- (11) To carry on all or any of the following business: builders and contractors, decorators, merchants, and dealers in stone, sand, lime, brick, timer, hardware, and all other building requisites.
- (12) To buy, sell and deal in property, merchandise, goods and articles of all kinds, and to deal in all articles, substances, and things purchased, produced or used in the course of any of the businesses which the Company is empowered to carry on, or usually or conveniently connected therewith, or for any auxiliary purpose as well as for the promotion of any such business as aforesaid as for the purpose of profit as Independent business and to enter into contracts and arrangements with planters and others relative to the cultivation, production, supply and preparation or sale of any products, and to make loans and advances of money to such persons on the security of growing crops and otherwise, or without security with the object of securing a supply of or promoting the cultivation of such products.
- (13) To carry on business as oil brokers, merchants and factors, oil blenders, boilers, refiners, distillers, separators, waste oil dealers, oil well owners, ironmasters, steel makers, iron founders, metal and alloy workers, mechanical, electrical and general engineers, petroleum storage contractors, ship owners, barge owners, lightermen, dock owners, wharfingers, warehousemen, storage contractors, shippers, forwarding agents, garage proprietors, coal, coke and fuel merchants, carriers and haulage contractors, and oilcake, fertiliser and foodstuff manufacturers and dealers.
- (14) To carry on business as tourist agent and contractors, and to facilitate travelling and to provide for tourists of all kinds in the way of through tickets, circular tickets,

sleeping cars or berths, reserved places, hotels and lodging accommodation, guides, safe deposits, inquiry bureau, libraries, reading rooms. baggage transport or otherwise.

- (15) To carry on business as machinery and metal merchants, marine store dealers, salvage buyers, scrap iron merchants, machinery brokers, auctioneers and valuers, and as manufacturers and importers of, and dealers in gold, silver, iron, steel, copper, bronze, aluminium, lead, tin, zinc, antimony, pewter, and other metal goods and alloys of all descriptions.
- (16) To carry on business as business consultants, market research consultants, business transfer agents, valuers and estate agents, and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
- (17) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements upon or in respect of any property or any buildings, officers, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plants, live and dead stock, barges, vessels or things, and any real or personal property or rights, whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (18) To build or construct, retain, alter, enlarge, pull down or remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or water-courses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.
- (19) To apply for, purchase or otherwise acquire any patents, licences, concessions, trade marks, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (20) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (21) To insure the whole or any part of the property of the Company, either fully or partially, or any Director or person employed by the Company, and to protect and indemnify the Company from liability or loss in respect thereof, either fully or partially, and so to insure and protect and indemnify, either on the mutual principle or otherwise, and to accept the whole or any part of the risk and liability of the Company as underwriters, and to pay all calls made on any property of the Company.
- (22) To let on hire all or any of the property of the Company (whether real or personal), including every description of apparatus or appliances of the Company, by the hour, day, week, month, year or for a term of years, at annual or other rents.
- (23) To procure the Company to be registered or recognized in any part of the world, and to take all needful steps for enabling the Company to act as a legal authorised company according to the laws of the countries, republics or states in which the Company shall for the time being seek to carry on business or have transactions, but so that the limited liability of the members shall not be in any way prejudiced.
- (24) To guarantee or become liable for the payment of money secured by or payable under or in respect of bonds, debentures, debenture stock, contracts, mortgages,

charges, obligations and securities of any company, or of any authority, supreme, municipal, local or otherwise, or of any persons whomsoever whether incorporated or not incorporated, or for the performance of any obligations whatsoever.

- (25) To lend money to such persons, firms or companies, with or without security, and upon such terms as may seem expedient.
- (26) To negotiate loans, to deposit securities and other property to and with, and subsidise persons, firms, and companies, on such terms as may seem expedient, and in particular to and with customers and others having dealings with the Company, and to become sureties and guarantors for any purposes.
- (27) To obtain any ordinance for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (28) To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (29) To understand and execute any trust, the undertaking whereof may seem desirable, and either gratuitously or otherwise, and to transact all kinds of agency business.
- (30) To invest moneys of the Company not immediately required upon such stocks, shares, debentures, debenture stock and securities, and in such manner as may from time to time be determined, and to hold such securities or to realise the same, and to re-invest the proceeds.
- (31) To establish or support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit officers or ex-officers, employees, of the Company or its predecessors in business, or the dependents or connection of such persons, and to grant pensions or allowances, and to make payments towards insurance, and to subscribe and guarantee money for charitable or benevolent objects, or for any exhibition, or for any public general or useful object.
- (32) To amalgamate with, purchase or acquire or undertake the whole or any part of the business, property and liabilities of any company or person carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (33) To enter into any arrangements with any governments or authorities, supreme, imperial, provincial, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government 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.
- (34) To borrow or raise money for the purposes of the Company, and to execute and issue bonds or debentures (to bearer or otherwise), or debenture stock, mortgage or other instruments for securing the repayment thereof, with or without charge, upon all or any of the property of the Company, including its uncalled capital, and upon such terms as to priority or otherwise as the Company shall think fit.
- (35) To insure the payment of any moneys borrowed in such manner and on such terms as the Company may think fit, and, to pay all premiums and other moneys in respect of such insurance, and to secure such premiums by mortgages or the issue of debentures or otherwise.

- (36) To sell, lease, exchange, surrender, improve, manage, develop, mortgage, dispose of, turn to account the undertaking, assets, property and rights of the Company, or any part thereof, and for such consideration as the Company may think fit, and in particular for any shares, fully or partly paid up, debentures, fully or partly paid up, securities, fully or partly paid up, or property of any other company, and to divide such part or parts as may be determined by the Company of the purchase moneys, whether in cash, shares, or other equivalent, which may at any time be received by the Company on a sale of or other dealing with the whole or any part of the assets, property and rights of the Company amongst the members of the Company, by way of dividend or bonus, in proportion to their shares or to the amount paid up on their shares, or otherwise to deal with the same as the Company may determine. The powers contained in this subsection shall be exercised either in view of a winding up of the Company or otherwise.
- (37) To construct, equip, maintain and work, public transport vehicles, motor coaches or other vehicles appropriate for the carriage of passengers or goods, and to carry on the business of proprietors and carriers of passengers both in public conveyances and in private vehicles.
- (38) To construct garages and store houses and other buildings for the housing of repair of such vehicles, the storages of fuel and other oils and substances required for the working of the said vehicles, the warehousing of the goods carried, and the accommodation of the persons intending to be passengers.
- (39) To repair and maintain all such vehicles.
- (40) To carry on the business of importers and dealers in fuel and other oils petroleum of every kind and the business of refiners of such oils and petroleum and the manufacture of lubricating oils and all accessories required for the equipment and operation of the said vehicles.
- (41) To purchase, construct, sell, hire or let buses, motor coaches, motor cars, vehicle bodies, engines, machinery and other chattels and things used for any of the above purposes.
- (42) To enter into contracts with any person or company as to interchange of traffic, running powers or otherwise.
- (43) To obtain all powers and authorities necessary to carry out or extend any of the above objects.
- (44) To carry on the business of manufacturers and dealers in ropes, hemp, libre, cork, wire, and all or any materials and things used for or in connection with the manufacture of rope by patent or other process, and all or any articles and things from time to time usually made or sold as associated with or auxiliary to the business of such manufacturers and dealers as aforesaid, or for which the machinery, plant, and staff of the company as such manufacturers and dealers as aforesaid may be conveniently used.
- (45) To carry on the business of manufacturers, producers, refiners, developers and dealers in all kinds of metals, materials, minerals, chemicals, substances and products, whether natural or artificial, including in particular, but without limitation, plastics, resins and goods and articles made from the same, and compounds, intermediates, derivatives and by-products thereof.
- (46) To carry on all or any of the business of chemical or general engineers, chemists, wood and metal workers, furniture manufacturers, designers, contractors and manufacturers of machinery, plant or equipment of all types for making or using any such materials, goods and articles.

- (47) To carry on research and development work and experiments in relation to any new material or substance or the application of any chemical or other process to any material or substance.
- (48) To act as importers, exporters, distributors and merchants in any materials or goods of any nature.
- (49) To enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, partnership or company, societe anonyme or societe en commandite, 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 engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (50) To distribute, whether upon the winding up of the Company or otherwise, all or any of the assets and property of the Company among the members in specie or otherwise, but so that no distribution amounting to reduction of capital be made without the sanction of the court where necessary.
- (51) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities to this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to acquire and hold shares, stock or securities of, or guarantee the payment of any securities issued by, or any other obligations of such company.
- (52) To pay out of the funds of the Company all expenses of and incidental to the registration, advertising, promotion and establishment of the Company, or of any other company, whether promoted by this Company or not, and the issue of the shares, debentures, debenture stock or securities of this Company, or any other company, including brokerages, commissions and other remuneration, and generally to remunerate or make donations (by cash or other assets, or by the allotment of fully or partly paid up shares, or in any other manner) to any person or persons, company or companies, for services rendered or to be rendered in or about the conduct of the company's business, or in introducing any property or business to the Company, or in underwriting, placing, selling or otherwise disposing of, or in guaranteeing the placing of any shares, debentures, debenture stock, or other securities of this or any other company, including any company formed or about to be formed under object (51) or for procuring or obtaining a settlement and quotation upon any stock exchanges or any such share, capital or securities, or for any other service which may have been rendered to the Company.
- (53) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustee or otherwise, and either alone or by or through trustees, agents, or otherwise, or in conjunction with others.
- (54) To do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
- (55) To make donations for patriotic or for charitable purposes and to transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (56) To carry on the business of house furnishes upholsterers and dealers in and hirers, repairers, cleaners, storars and warehouses of furniture, carpets, linoleums and other floor coverings, household utensils, china and glass goods, fitting curtains and other home furnishings and household requisites of all kinds and all things capable of being used therewith or in the maintenance, repair or manufacture thereof.
- (57) To manufacture, buy, sell, let or take on hire, repair, clean, or otherwise deal in cosmetics, lipsticks, nail varnishes, wigs, hair dyes, hairdressing appliances, hair

nets, restorers, powders, creams, ointments, lotions, proprietary articles, soaps, lingerie, perfumes, toilette sets and requisites, razors, leather goods, purses, gloves, fashion wear, robes, glass wear and china, handbags, brushes, mirrors, umbrellas, walking sticks, jewels and fancy goods and fancy jewellery generally and similar articles.

(58) To carry on the business of interior designers and decorators.

(59) To carry on any other lawful business.

And it is hereby declared that the word “Company” in this clause, except where used in reference to this company only, 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 in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

For the purposes of achieving the objects above, the Company shall have full capacity and powers to achieve such objects.

5. The liability of the Members is limited.

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.

SHARE CAPITAL

6. The Company must ensure that all issues of new Securities for which listing is sought is to be made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository to make the appropriate entries in the Securities Accounts of such allottees. Subject to the provisions of the Act, the Securities Laws, the Listing Requirements and the Rules, the Company shall allot shares and despatch notices of allotment to the allottees and make an application for the quotation of such Securities within the stipulated time frame as may be prescribed by the Exchange. The Company must not cause or authorize the Registrar to cause the Securities Accounts of the allottees to be credited with the additional Securities until after the Company has filed with Bursa Securities an application for listing of such additional Securities and has been notified by Bursa Securities that they have been authorised for listing. New issues of Securities
7. Subject to the Act, the Listing Requirements, this Constitution and the approval given by the Company in general meeting, any unissued Shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, issue, allot (with or without conferring a right of renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any Securities into such shares, or otherwise deal with or dispose of them to such persons at such times and on such terms and conditions as they may determine. Issue of Securities
8. The Company shall not offer, issue, allot, grant options over shares, grant any right or right to subscribe for shares or any right or rights to convert any Securities into shares or otherwise deal with or dispose of shares without the prior approval of the Members in general meeting. Restrictions on issue
9. The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in Purchase of its own shares

accordance with the provisions of the Act and any rules, regulations and guidelines thereunder or issued by the Exchange and any other relevant authorities in respect thereof.

10. In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers of paying commission conferred by Section 80 of the Act of applying any of its shares or cash, either directly or indirectly, in paying commissions to persons for the purpose of subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for shares of the Company, provided that the rate per centum or the amount of the commission paid or agreed to be paid and the number of shares which a person has agreed to subscribe shall be disclosed in the manner required by the said Section and the Act and the payment of commission shall not exceed the rate of ten (10) per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per centum of such price, as the case may be. Such commissions shall be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

Commission on subscription of shares
11. Where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 130 of the Act, and charge the interest or returns paid to share capital as part of the cost of the construction or provision.

Power of Company to pay interest out of capital in certain cases
12. Except as otherwise provided in this Constitution or as required by the Act, the Central Depositories Act and the Rules or by law or pursuant to any order of the court, no person shall be recognised by the Company as holding any share upon any trust, expressed, implied or constructive, and the Company shall not even when having notice thereof be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

No trust recognised
13. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or Security which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

Issue of new shares to Members
14. Subject to Clause 13 above, the Listing Requirements and notwithstanding the existence of a resolution made pursuant to Sections 75(1) and 76(1) of the Act, or in relation to a foreign corporation, a resolution of a similar nature pursuant to the relevant laws of the place of incorporation, the Company must ensure that it shall not issue any shares or convertible Securities if the total number of those shares or convertible Securities, when aggregated with the total number of any such shares or convertible Securities issued during the preceding twelve (12) months, exceed ten (10) per centum of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible Securities are issued with the prior approval of the Members in general meeting of the precise terms and conditions of the issue.

General mandate for issue of securities

15. No person shall exercise any rights of a Member until his name shall have been entered in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him. Exercise of rights of Members
16. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives. Instalments

PREFERENCE SHARES

17. Subject to the Act and this Constitution, any preference shares may with the sanction of an ordinary resolution of Members in general meeting be issued on terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as may be provided for by this Constitution. Redeemable preference shares
18. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, but subject to the Act and this Constitution, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:
- (1) the holders of preference shares must be entitled to the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited financial statements and attending general meetings of the Company provided always that holders of preference shares must be entitled to rights to vote in each of the following circumstances:
- (a) when the dividend or part of the dividend on the preference share is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the Company's share capital;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) on a proposal that affects rights attached to the preference share;
 - (e) on a proposal to wind up the Company; and
 - (f) during the winding up of the Company.
- (2) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Clause 70 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. Power to issue further preference shares

CERTIFICATES

19. Every certificate of title to share, stock, debentures, debenture stock, notes and other Securities shall, upon application by a Member, be issued under the Share Seal or the Seal of the Company with security features and of such size as prescribed by the Exchange and shall bear signatures or the autographic signatures at least of one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose and the Company shall, within sixty (60) days from receipt of an application for a certificate, send a share certificate specifying the name of the Company, number of relevant shares and class of shares to which it relates and the amount paid up thereon. Such signatures may be reproduced by mechanical or other means provided that the method or system of reproducing signatures has first been approved by the Directors of the Company. Jumbo certificates for shares which are Deposited Securities will be issued in the name of and be deposited with the Depository and its nominees. Certificates

20. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any shares certificate shall be defaced, worn out, destroyed, lost or stolen, a duplicate thereof may be issued on payment of such fee not exceeding Ringgit Malaysia Fifty (RM50.00) on such evidence being produced and a letter of indemnity (if required) being given by the Member, transferee, person entitled or purchaser or by a Member company of the Exchange, whether on its own account or on behalf of its client, as the Directors of the Company shall require, and (in the case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Exchange. In case of destruction, loss or theft, a Member or person entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss.
21. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company upon allotment of shares shall despatch notices of allotment to all allottees within the period prescribed by the Exchange and deliver to the Depository the appropriate certificates in such denominations as may be specified by the Depository registered in the name of the Depository or its nominee company subject to the regulations of the Depository.
22. Every Member shall be entitled to receive share certificates (in respect of shares that are Non-Deposited Securities) in reasonable denominations for his holding. If any such Member shall require more than one (1) certificate in respect of the shares registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Exchange plus any stamp duty levied by the Government from time to time.
23. Nothing in this Constitution shall require the Company to issue under the Seal, its duplicate common seal or its official seal for use outside Malaysia, any certificate or other instrument, other than a share certificate, which is not required to be issued by law.
- LIEN**
24. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money called or payable at a fixed time in respect of the particular share and the Company shall also have a first and paramount lien upon all shares (not being fully paid shares) registered in the name of any Member, for all moneys payable by him or his estate to the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this Clause. Notwithstanding the aforesaid, the Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member.
25. The Company may sell in such manner as the Directors think fit, any shares subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exist or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exist is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) days after notice in writing stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death, bankruptcy, mental disorder or by operation of law.
26. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as holder of the shares comprised in any such transfer, and neither the purchaser nor the Directors shall be bound to see to the application of the purchase money, nor shall the title of the purchaser

New
Certificates
may be issued

Despatch
notices of
allotment

Additional
Share
Certificate

No obligation
to issue
certificate

Lien on Shares
and Dividends

Enforcement of
lien

Directors may
transfer and
enter
purchaser's

- to the shares sold be affected by any irregularity or invalidity in the proceedings in reference to the sale. name in share register
27. The proceeds of any such sale received by the Company (after payment of the costs) shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, or towards satisfaction of the unpaid calls and accrued interest and expenses, and the residue (if any) shall (subject to a similar lien for sums not presently payable as existed upon the shares before the sale) be paid to the Member entitled to the shares at the date of the sale or his executors, administrators, receivers or the official assignees or the committee of his estates or as he directs. Application of proceeds of sale
- CALL ON SHARES**
28. The Directors may, subject to the provisions of this Constitution, from time to time, make such calls upon the Members as they think fit in respect of any money unpaid on their shares, and not by the conditions of allotment of shares made payable at fixed date. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall be entitled to receive at least fourteen (14) days' notice specifying the date, or time and place of payment. Call on shares
29. Any call may be made payable either in one sum or by instalments and each Member upon whom a call is made is liable to pay the amount of the call to the person and at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed and determined by the Directors. Payment when call is made
30. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and such resolution may authorise the call to be paid by instalments. Directors authorised the call
31. The Directors may, from time to time:- Difference in arrangements as to calls
- (a) make arrangements on the issue of shares for varying the amounts and times of payment of calls as between shareholders;
- (b) accept from any shareholder the whole or a part of the amount remaining unpaid on any shares although no part of that amount has been called up; and
- (c) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
32. Any sum which, by the terms of issue of a share, becomes payable upon allotment or at any fixed date, shall for all purposes of this Constitution, be deemed to be a call duly made and payable on the date by the terms of issue the shares becomes payable, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided. Sums payable on allotment deemed a call
33. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the sum is due shall pay interest or compensation on the amount of the call or instalment at such rate not exceeding eight (8) percent per annum as the Directors shall determine (or failing such determination, then at the rate of eight (8) per cent per annum) from the day appointed for payment thereof till the time of actual payment, but the Directors may waive payment of such interest wholly or in part. Interest on unpaid calls
34. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced received by the Directors from the Member becoming payable (until the same would but for the advance, become payable), the Company may pay interest or return at such rate not exceeding eight (8) per centum per annum as may be agreed upon between them and such Member paying the sum in advance. No such sum paid in advance of calls Capital paid on shares in advance of calls

shall whilst carrying interest, confer a right to the Member paying such sum to participate in profits or in any dividend declared in respect of any period prior to the date upon which such sum would but for such payment become presently payable. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

35. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member in respect of any shares for which there are any calls for the time being due and payable by him together with interest and expenses (if any). Calls due and payable
36. Joint holders of Non-Deposited Securities shall be jointly and severally liable to pay all calls and instalments in respect thereof. Liability of joint holders

TRANSFER OF SECURITIES

37. The transfer of any Deposited Securities or listed Security or class of listed Security of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed Securities. Transfer of Securities
38. No share shall in any circumstance be knowingly transferred to any partnership or unincorporated association or body or infant, bankrupt or person of unsound mind. No transfer to minor, etc.
39. The Directors may in their absolute discretion refuse or delay the registration of any instrument of transfer of shares which are not fully paid (whether these are quoted or otherwise) to a person of whom they do not approve and may also decline to register any transfer of shares on which the Company has a lien subject to the Act, the Listing Requirements, the Central Depositories Act and the Rules. The Directors may refuse or delay the registration of such transfer by passing a resolution to that effect within thirty (30) days from the receipt of the transfer and setting out in full the reasons in the resolution for refusing or delaying the registration and giving notice of the resolution, together with the reasons therein, to the transferor and to the transferee within seven (7) days of the resolution being passed. Directors' right to decline registration
40. In the case of Deposited Securities, the Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act and the Rules where the reason for the transfer does not fall under any of the approved reasons provided for in the Rules or that does not comply with Central Depositories Act and the Rules subject to the provisions of the Central Depositories Act and the Rules. Depository's right to refuse transfer
41. Subject to the Act, the Company may charge a fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Exchange (excluding any stamp duty and other charges payable) for the registration of each probate or letter of administration, certificate of death, stop notice, power of attorney or other document relating to or affecting the title to any shares or other Securities, or otherwise for making any entry in the Register or any other register affecting the title to any shares or other Securities. Charges
42. Subject to the Central Depositories Act and the Rules, any Member may transfer all or any of its securities by instrument in writing in the form prescribed and approved by the Exchange and the Registrar (as the case may be). Subject to this Constitution, there shall be no restriction on the transfer of fully paid-up shares except where required by law. The instruments shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register and/or Record of Depositors as the case may be, in respect thereof. All transfer of Deposited Securities shall be effected in accordance with the Act, the Central Depositories Act and the Rules. Transfer fully paid securities

43. Subject to the Rules, the Register may be closed for such periods as the Directors may from time to time determine provided always that such register shall not be closed for more than thirty (30) days in any calendar year. The Company shall before it closes such register:
- Closing of Register

- (a) give notice of such intended book closure (in the case of the Register) in accordance with Section 55 of the Act;
- (b) give notice of such intended closure to the Exchange at least ten (10) Market Days (or such other period as prescribed by the Exchange or any relevant governing laws and/or guidelines) before the intended date of such closure including stating in such notice, the date, the reason for such closure and the address of the Registrar at which documents will be accepted for registration.

The Company shall give notice in accordance with the Rules to enable the Depository to prepare the appropriate Record of Depositors.

44. Subject to the Act, every entry in the Register, purporting to have been made on the basis of an instrument of transfer or other document in good faith by the Company shall be conclusively deemed to have been duly and properly made including (without limitation) where:
- No liability of Directors etc

- (a) the instrument of transfer or other document is obtained or created fraudulently or is otherwise void, voidable or otherwise unenforceable; or
- (b) the Company or any of its Directors or officers may have notice that such instrument of transfer was signed, executed and/or delivered by the transferor or other authorised person in blank as to the name of the transferee or the particulars of the shares transferred or otherwise made defectively,

and any person who becomes the registered holder of any shares by reason of any such entry shall be entitled to be recognised as the registered holder of such shares, and the Company, its Directors and/or other officers shall not be liable to any person by reason of any such entry being made.

45. Neither the Company nor any of its Directors shall be liable for any transfer of shares effected by the Depository.
- No liability of the Company and Directors

SHAREHOLDING INFORMATION

46. (1) The Company may by written notice require any Member within such reasonable time specified in such notice:
- Information on shareholding
- (a) to state to the Company and/or the Depository whether he holds any voting shares in the Company beneficially or as trustee or nominee; and
 - (b) if such Member holds such voting shares as trustee or nominee, so far as it is possible to do so, to indicate the persons for whom the Member holds the voting shares by name and by other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (2) The Company may at any time after it has received information under Clause 46(1) require by written notice any person (whom any Member in reply to the notice referred to in such Clause has stated or given to the Company as having an interest in any shares or voting shares in the Company):
- (a) to state to the Company whether he holds such interest as beneficial owner or as trustee or nominee; and
 - (b) if he holds such interest as trustee or nominee, so far as it is possible to do so, to indicate to the persons for whom the person holds the interest

by name and by other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.

- (3) The Company may also by written notice require such persons identified under Clause 46(1) as persons for whom an interest in a share is being held to make the statements and give the particulars which the Company is entitled to require a person to give under Clause 46(2).
- (4) The Company may by written notice require a Member to state within such reasonable time specified in such notice whether any of the voting rights carried by any shares in the Company held by him are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and if so, all material particulars of such agreement or arrangement (whether written or oral) and the particulars of all parties to it.

TRANSMISSION OF SECURITIES

47. Subject to the provisions of the Act, the Central Depositories Act, and the Rules, in the case of the death of a Member, the executors or administrators of the deceased shall be the only persons recognised by the Company as having any title to interest in his shares and in the case of a share registered in the name of two (2) or more holders, the survivors shall be the only persons recognized by the Company as having any title to the share; but nothing herein contained shall release the estate of the deceased share holder from any liability in respect of any share which had been jointly held by him with other persons. Transmission of Securities on death of a Member
48. Any person becoming entitled to a share in consequence of the death or bankruptcy or insolvency or winding up or mental disorder of a Member may, upon such evidence being produced and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, provided always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person so becoming entitled. Production of evidence of title before registration
49. Where the registered holder of any share dies, becomes bankrupt or suffers from mental disorder, his personal representative or the official assignee of his estate or the committee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends, and other advantages and to the same rights and (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt provided that he shall have become a Member in respect of the prescribed Security. Transmission on death, bankruptcy or mental disorder of registered holder
50. Where: Transmission of Securities
 - (a) the Securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998, 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.

FORFEITURE OF SHARES

51. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call Notice to be given of intended forfeiture

or instalment, or such part thereof as shall then be unpaid together with interest or compensation thereon not exceeding eight (8) per centum per annum from the day appointed for the payment of the sum to the time of actual payment as the Directors may determine and any expenses that may have accrued by reason of such non-payment.

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| 52. | The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment at or before the time and at the place appointed, the share in respect of which such call was made or instalment is payable will be liable to be forfeited. | Particulars to be set out in notice |
| 53. | If the requirements of any such notice aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the forfeited shares not actually paid before the forfeiture notwithstanding that they shall have been declared. | Forfeiture to be by resolution of Directors on non-compliance |
| 54. | When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of his death, bankruptcy or mental disorder, as the case may be within fourteen (14) days from the date of forfeiture. No forfeiture shall be in any manner invalidated by any omission or neglect to give such notice. Notwithstanding the forfeiture, the Member, whom the share has been forfeited, shall be liable to pay the Company all money that is payable to the Company at the date of forfeiture together with interest or compensation at the rate of eight (8) per centum per annum from the date of forfeiture. | Notice of forfeiture |
| 55. | Every share which shall be forfeited shall thereupon become the property of the Company and may be either cancelled or sold or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or to any person, upon such terms and in such manner as the Directors shall think fit. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. | Sale of shares forfeited |
| 56. | In the event of a sale of shares pursuant to Clause 55, the Member who held the same prior to such forfeiture or sale shall be bound to deliver and shall forthwith deliver to the Company the certificates held by him for the shares so forfeited or sold. | Member to deliver certificate on a sale |
| 57. | Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall think fit. | Annulment of forfeiture |
| 58. | The forfeiture of a share shall involve the extinction, at the same time of forfeiture, of all interest in and claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Members whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past Members. | Forfeiture of shares shall involve extinction of interest in and claims against Company. |
| 59. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share 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, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the re-allotment or re-issue thereof shall constitute a good title to the share, and the person to whom the share is re-allotted or re-issued shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in relation to the forfeiture, re-allotment or re-issue of the share. | Statutory Declaration in writing to be conclusive evidence of facts of forfeiture and consequences |

60. 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 money 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 (8) per centum per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest or compensation), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of the forfeiture or for any consideration received on their disposal. Calls and expenses recoverable after for forfeiture
61. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and 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 shares. Consideration given for a forfeited share on any sale or disposition thereof
62. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable to the Company at a fixed date, as if the same had been payable by virtue of a call duly made and notified. The regulations apply to non-payment of share payable at a fixed time

CONVERSION OF SHARES INTO STOCK

63. The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number. Shares may be converted into stock
64. The holders of stock may transfer the same or any part thereof in the same manner and subject to the Constitution as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, with power nevertheless, at their discretion to waive such stipulations in any particular case. Stock may be transferred
65. The holders of stock 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 the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing in shares have conferred that privilege or advantage. Holders of stock entitled to same dividends and privileges as holders of shares
66. Such of the Clauses of the Constitution as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder" and "Member" shall include "stockholder" respectively. Share and Member include stock and stockholder

INCREASE OF CAPITAL

67. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise. Creation of new shares
68. Subject to any direction to the contrary that may be given by the Company in general meeting, any original Shares for the time being unissued and not allotted and any new Shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer, are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the Offer of unissued original shares and new shares

expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new Shares or Securities which (by reason of the ratio which the new shares bear to Shares or Securities held by persons entitled to any offer of new Shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.

ALTERATION OF CAPITAL

69. Subject to the Act and any applicable law or regulation, the Company may alter its share capital from time to time in any one or more of the following ways by passing an ordinary resolution to:
- Increase in capital, consolidation, sub-division, cancellation and reclassification of shares
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (b) sub-divide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount (if any) unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived;
 - (c) subject to the provisions of this Constitution and the Act, convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares.
70. Subject to any direction by the Company in general meeting, if any consolidation and/or subdivision of shares results in Members being entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they may determine including (without limitation) selling the shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sale.
- Fractions
71. The Directors may (to give effect to such sale referred to in Clause 70):
- Nomination of person to execute transfer
- (a) nominate any person to execute a transfer of the shares sold on behalf of the Members so entitled to or in accordance with the directions of the purchaser; and
 - (b) enter or have entered the name of the transferee in the Register as the holder of the shares to which such transfer relates;
- and the purchaser shall not be concerned to ensure that the purchase consideration is properly applied nor shall title to the shares be affected by any irregularity or invalidity in the proceedings in relation to the sale.
72. Subject to the provisions of the Act and/or any other applicable laws and any rules, regulations and guidelines thereunder issued by the Exchange and/or any other relevant authorities in respect thereof for the time being in force, the Company shall have the power to purchase its own shares and make payment in respect of the purchase of its own shares. Any shares so purchased shall be dealt with in accordance with the provisions of the Act and/or any other applicable law, rules, regulations and guidelines thereunder and provision of the rules, regulation and guidelines of the Exchange and/or any other relevant authorities as may be issued from time to time.
- Share buy-back

REDUCTION OF CAPITAL

73. The Company may by special resolution, subject to the Securities Laws, reduce its share capital by:
- Reduction of capital
- (a) confirmation by the Court in accordance with Section 116 of the Act; or

(b) solvency statement in accordance with Section 117 of the Act.

MODIFICATION OF CLASS RIGHTS

74. If at any time the share capital is divided into different classes of shares, the right, privileges or conditions for the time being 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 modified, affected, extended, surrendered or varied or abrogated with the consent in writing of the holders of not less than three-fourths ($\frac{3}{4}$) of the total voting rights of the Members in that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third ($\frac{1}{3}$) 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 one (1) vote for every such shares held by him subject to the provisions of the Listing Requirements. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply. Different classes of shares
75. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall be deemed to be modified, affected, extended, surrendered or varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects pari passu therewith, unless the issue of the preference shares was authorised by the terms of issue of the existing preference shares or by the Constitution of the Company in force at the time the existing preference shares were issued. Rights of other classes of shares

GENERAL MEETINGS

76. An annual general meeting of the Company shall be held in accordance with the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. The Company shall hold all meetings of its Members within Malaysia and may hold a meeting of its Members within Malaysia at more than one (1) venue using any technology or method that enables all Members a reasonable opportunity to participate and to exercise the Members' rights to speak and vote at the meeting. The minutes of the proceedings of such meetings shall be sufficient evidence of the proceedings to which it relates. Annual general meeting
77. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Sections 311 and 312 of the Act a meeting may be convened by such requisitionists in the manner provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. Extraordinary general meeting

NOTICE OF GENERAL MEETINGS

78. The notices convening meetings shall specify the place, date and time of the meeting, and the general nature of the business of the meeting and the notice in writing shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting may be accompanied by a statement regarding the text and effect of any proposed resolution and other information as the Directors deem fit. 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 must 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. Notices of meetings

79. (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. Record of Depositors
- (2) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (“**the General Meeting Record of Depositors**”).
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

80. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that meeting. Accidental omission

PROCEEDINGS AT GENERAL MEETINGS

81. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided in this Constitution, two (2) members personally present at a meeting or by proxy shall be a quorum, For the purposes of constituting a quorum: Quorum of general meetings

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

82. If within half an hour after the time appointed for the general meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Members present shall form a quorum. Proceedings if quorum not present

83. The Chairman of the Board or any Director who is present at a general meeting and has been nominated by the Chairman shall preside as chairman at a general meeting. If the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or if no such nomination is made by the Chairman or, if made, the nominee declines to take the chair, or if either the Chairman or the nominee shall retire from the chair, the Directors present shall choose one of their number to act as chairman of such meeting. If there is no Director chosen who shall be willing to act, the Members present in person or by proxy or by corporate representative and entitled to vote shall choose one of their own number to act as chairman at such meeting. Chairman of general meeting

84. The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, 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 in the same manner as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Chairman may adjourn meeting and notice of adjournment to be given

85. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company. Directors' entitlement

86. If the Chairman in good faith rules out of order an amendment (such as omission or insertion of certain words) proposed to a resolution under consideration by a meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. No invalidation by error
87. At any general meeting, a resolution put to the vote of the meeting shall be determined by a show of hands of the Members present in person or by proxy or by corporate representative, unless before or on the declaration of the result of the show of hands, a poll is demanded (before or upon the declaration of the result of a show of hands): Resolutions to be determined by poll
- (a) by the Chairman; or
 - (b) by at least three (3) Members present in person or by proxy; or
 - (c) by any Member or Members present in person or by proxy or by corporate representative representing not less than ten (10) per centum of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten (10) per centum of the total sum paid up on all the shares conferring that right, and a demand by a person as proxy for (whether individual, corporate or otherwise) or as duly authorised representative for a corporate Member shall be the same as a demand by the Member; or

a poll is required pursuant to the provisions of the Listing Requirements.

Unless a poll is duly demanded or required in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has, on a vote on a resolution at a meeting on a show of hands, been passed unanimously, or with a particular majority or is lost, and an entry to that effect in the book of 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 such resolution.

88. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. Withdrawal of demand
89. If a poll is duly demanded in the manner aforesaid, it shall be taken either forthwith or after an interval or adjournment or otherwise as the Chairman shall direct, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. Poll
90. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Continuance of meeting

VOTES OF MEMBERS

91. In the case of an equality of votes whether on a show of hands or on a poll at any general meeting of the Company, the Chairman of the meeting shall be entitled to a second or casting vote. Chairman has casting vote
92. Subject to Clause 79 and the provisions of the Act, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by corporate representative or by proxy and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid. Voting rights of Members

93. Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with this Constitution, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or being a corporation, is present by a duly authorised representative or by proxy. On a vote on a resolution to be decided on a show of hands, every Member holding ordinary shares or preference shares present in person or by proxy or other duly authorised representative and entitled to vote shall be entitled to one (1) vote. A proxy or other duly authorised representative shall be entitled to vote on a show of hands on any question at any general meeting. On a vote on a resolution to be decided on a poll, every Member present in person or by proxy or other duly authorised representative shall have one (1) vote for each share or stock he holds. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way.
94. (1) A Member who is entitled to attend and vote on a resolution at a meeting of the Company, or at a meeting of any class of Members, may appoint more than one (1) proxy to attend and vote instead of the Member at the meeting, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Listing Requirements.
- (2) Where a Member is an authorised nominee as defined under the Central Depositories Act, he may appoint not more than one (1) proxy in respect of each Securities Account he holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- (3) Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. For the purpose of this Clause, an exempt authorised nominee shall mean 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.
- (4) Where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (5) A proxy need not be a Member. There shall be no restriction as to the qualification of the proxy.
- (6) A Member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of Members of the Company.
95. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person or persons as it thinks fit to act as its representative or representatives either at a particular meeting of the Company or at all meetings of the Company or any class of Members and the person or persons so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
96. (1) Any Member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote whether on a show of hands or on a poll by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting. If this is not done, the right to vote shall not be exercisable.

Voting rights on a show of hands and poll; and voting right of proxy

Appointment of proxies by Member

Voting right of corporate representative

Unsound mind etc.

101. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.
- Validity of an instrument or proxy or attorney
102. In the case of joint holders of a Non-Deposited Security, the joint holders shall be considered as one (1) shareholder. If the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way or if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised.
- Notes of joint holders of Non-Deposited Securities

DIRECTORS

103. Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than twelve (12). The first Directors of the Company shall be LO PIT CHEW @ EVA LO and CHIUH SUIT FONG @ JUDY CHIUH.
- Number of Directors
104. The shareholding qualification for the Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for the Directors shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.
- Shareholding qualification for Directors
105. No person shall be eligible to be appointed or elected, reappointed or re-elected, or to accept any appointment or election, or hold office as a Director:
- Eligibility
- (a) who is an undischarged bankrupt within or outside Malaysia;
 - (b) who has been disqualified by the Court from acting as a Director under Section 199 of the Act;
 - (c) who has been convicted of an offence under the Securities Laws within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be;
 - (d) who has been convicted within or outside Malaysia:-
 - (i) of any offence in connection with the promotion, formation or management of a corporation;
 - (ii) of any offence involving bribery, fraud or dishonesty; or
 - (iii) of any offence under Sections 213, 217, 218, 228 and 539 of the Act, within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be,

PROVIDED THAT the person referred to (a) above may be appointed as director in accordance with Section 198(3) of the Act.

106. The Directors shall not hold more than five (5) directorships in other public listed companies.
- Directorships in other public listed companies

- 107. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

Number of Directors to be increased or reduced

- 108. 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 be such fixed sum as shall from time to time be determined by ordinary resolution of the Company in general meeting and shall (unless otherwise approved in a general meeting) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for 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:

 - (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 and other emoluments payable to executive Directors pursuant to a contract service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;
 - (c) fees payable to Directors shall not be increased except pursuant to an ordinary resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;
 - (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Fees of Directors

- 109. The salary of any executive Director for his services shall be determined by the Directors and may be of any description but such salary may not include a commission on or percentage of turnover.

Salaries of executive Directors

- 110. Subject to an ordinary resolution being passed at a general meeting as provided in Clause 108 above, the Directors shall be entitled to be reimbursed for all travelling, hotel or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committees established by the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Subject to such resolution, the Directors shall also be entitled to receive any meeting allowances or fees for attending any Board's or committees' meetings, and such meeting allowances or fees shall be determined by the Directors and be by way of a fixed sum.

Travelling or reasonable expenses incurred by Directors and meeting allowances or fees

- 111. If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him a fixed sum, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged provided that the special remuneration payable to: (a) executive Directors shall not include a commission on or a percentage of turnover; and (b) non-executive Directors shall not include a commission on or percentage of profits or turnover provided further that any remuneration in relation to service on any committee or services performed or rendered to the Company outside his ordinary duties as a Director shall be subject to an ordinary resolution being passed at a general meeting as provided in Clause 110 above.

Remuneration of Directors for performing special duties or services

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 112. An election of Directors shall take place every year. At the first Annual General Meeting of the Company, all the Directors shall retire from office at the conclusion of the meeting, and at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office at least once in every 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.

Election of Directors
- 113. 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.

Senior Directors to retire
- 114. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days before the meeting at which the election is to take place.

Notice of intention to appoint Director
- 115. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

Retiring Directors deemed to have been re-elected
- 116. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors provided that 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 conclusion of the next annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

Directors' power to fill casual vacancies and to appoint additional Directors
- 117. (1) A Director may appoint a person (a) who is not a Director of the Company, (b) who does not act as an alternate Director for more than one (1) Director of the Company and (c) who is approved by a majority of his co-Directors to act as his alternate, provided that, any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Clause shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.

(2) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.

Appointment of alternate Director

- (3) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- (4) 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

118. Without prejudice to the provisions of Section 206 of the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. Where such Director was appointed to represent the interest of any particular class of shareholders or debenture holders, the resolution to remove such Director shall not take effect unless the Director's successor has been appointed. Removal of Directors
119. The office of Director shall become vacant: Vacation of office of Director
- (a) if he dies;
 - (b) if he ceases to be a Director by virtue of the Act;
 - (c) if he is convicted by a court of law, whether within or outside Malaysia, in relation to the offences set out in Clauses 105(c), 105(d)(i) and (d)(ii);
 - (d) if he has retired in accordance with the Act or this Constitution but is not re-elected;
 - (e) if he resigns his office by giving a notice in writing to the Company under his hand sent to or left at the Office;
 - (f) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given PROVIDED ALWAYS if he was appointed to represent the interests of any particular class of shareholders or debenture holders the resolution to remove him shall not take effect until his successor has been appointed;
 - (g) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
 - (h) if he has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally during his term of office;
 - (i) if he becomes disqualified from being a Director under Section 198 or 199 of the Act;
 - (j) if he is absent from more than fifty (50) per centum of the total Board of Directors' meetings held during a financial year; or
 - (k) if he becomes prohibited from being a Director by reason of any order made under the provisions of the Act.

POWERS AND DUTIES OF DIRECTORS

120. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do on behalf of the Company all such acts as are within Business of Company to be

the scope of this Constitution and as are not by the Act or this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

managed by
Directors

121. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or other pension funds or superannuation fund or life assurance scheme or Share Issuance Scheme for the employees of the Company or such other funds as the Directors may deem fit and to make and establish such arrangements or schemes for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments or other moneys to or for the benefit of to any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or any associated company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. In this Clause the expression "the associated company" shall include any company which is a subsidiary of the Company or which in the opinion of the Directors can properly be regarded as being connected with the Company.
122. The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
123. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or place of profit in any other respect or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 221, 222 and 228 and all other relevant provisions of the Act and this Constitution are complied with.

Establishment
and
maintenance of
any non-
contributory,
contributory
pension and etc

Appointment of
attorney

Director may
hold any other
office

BORROWING POWERS

124. Subject to the Act, the Listing Requirements and any other relevant laws, the Directors may: (a) exercise all the powers of the Company to borrow money of any sum or sums from any person, bank, firm or company and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, and any part thereof and to issue debentures and other Securities, whether as primary or collateral security for any debt, liability or obligation of the Company or its Subsidiaries or any unrelated third party; (b) guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise; (c) exercise all the powers of the Company to guarantee and give guarantees or indemnities

General
Borrowing
powers

for payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or its Subsidiaries or any unrelated third party.

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| 125. | The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being. | Repayment of debts |
| 126. | Subject to the Act, all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such person as the Directors may from time to time determine. | Cheque, promissory notes, etc. |

PROCEEDINGS OF DIRECTORS

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| 127. | The provisions as set out in the Third Schedule of the Act shall not apply to the Company, except so far as the same are repeated or contained in this Constitution. | Third Schedule of the Act excluded |
| 128. | All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. | Acts valid though appointment defective |
| 129. | The Directors may meet together for the despatch of business at such time and place, adjourn, and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall on the requisition of any Director summon a meeting of the Directors. Notice of any meeting of the Directors shall be given to all the Directors. | Calling of meeting of Directors |
| 130. | <p>(1) The Directors may hold a meeting of Directors within or outside Malaysia using any technology that enable the Directors as a whole to vote and participate for the entire duration of the meeting; and that all information and documents for the meeting must be made available to all Directors prior to or at the meeting. Minutes of the proceedings purporting to be signed by the chairperson of that meeting or by the chairperson of the next meeting are sufficient evidence of the proceedings to which it relates.</p> <p>(2) Participation by a person in a meeting by conference telephone, video, electronic or such other communication facilities shall be treated as if that person was present in person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the Office.</p> <p>(3) Directors or members of a committee of Directors (as the case may be) who participate in a meeting of Directors or a committee of Directors (as the case may be) by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other shall be deemed as participating in person at such meeting.</p> | Venues and technology for Directors' meetings |
| 131. | The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two (2). A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. | Quorum of Directors' meeting |
| 132. | A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. | Competence of Directors in Board meeting |

133. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the event 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's casting vote
134. The remaining Directors 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 remaining 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. Proceedings in case of vacancies
135. The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as Chairman of such meeting. Chairman of the Company or Directors' meeting
136. Every Director shall comply with the provisions of Sections 219 and 221 of the Act and the Listing Requirements in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. Disclosure of interests in contracts, property, offices, etc
137. (1) Save and except as otherwise permitted under Section 222 of the Act, no Director may deliberate and vote in regard to any contract or proposed contract or arrangement in which he is interested, directly or indirectly, nor any contract or proposed contract or arrangement with any other company in which he is interested, directly or indirectly, either as an officer of that other company or as a holder of shares or other Securities in that other company. A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act and the Listing Requirements. Directors' interest in contracts
- (2) A general notice that a Director, alternate Director or Managing Director is a member of or interested in any specified firm or corporation with whom any contract is proposed to be entered into in relation to the affairs of the Company and is to be regarded as interested in all transactions with such firm or corporation shall be deemed to be a sufficient declaration of interest under this clause as regards such Director and the said transaction and after such general notice it shall not be necessary for such Director to give any special notice relating to any particular transaction with such firm or corporation.
138. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinabove mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has complied with Sections 221 and 222 and all other relevant provisions of the Act and of this Constitution. Interested Directors may be counted in the quorum at the Directors' meeting
139. A Director of the Company may be or become a Director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be Board representative in investee company

accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. Subject to the Act, 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 them as Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation provided always that he has complied with Section 222 and all other relevant provisions of the Act and of this Constitution.

140. Where proposals are under consideration concerning or relating to the terms of employment, consultancy or other services of or to be provided by Directors to or with the Company or any body corporate in which the Company is interested or other related matters, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own. Separation of resolutions
141. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive. Questions on right to vote
142. Subject to and unless otherwise exempted under Section 222 of the Act, a Director shall not participate in any discussion nor vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal 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. Restriction on discussion and voting
143. Subject to the Act, 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; and
 - (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.

DIRECTORS' CIRCULAR RESOLUTIONS

144. A resolution in writing signed by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors to attend, to participate and to vote in such meeting, other than the interested Director referred to in Clause 142, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any resolution coming within the provisions of this Constitution may consist of several documents in like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a Director(s) if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director. A Director shall be deemed to have signed a resolution in writing where he signifies his agreement to such a resolution in writing through any technological means by identifying the resolution to which it relates and indicating his agreement to the resolution. Circular resolution signed by Directors to be valid

MINUTES

145. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of offices made by the Directors of the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat and of Proper minutes book to be kept

the proceedings of all meetings of the Company, and all business transacted, resolutions passed and orders made at such meetings and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

146. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office and shall be open to the inspection of any Member without charge. Minutes kept at Office
147. Subject to the Act, any register, index, minutes book, book of accounts or other book required to be kept by this Constitution or the Act may be kept by making entries in bound books or by recording them in any other manner including (without limitation) by electronic means. In any case in which bound books are not used, the Directors shall take reasonable precautions for protection against falsification and for facilitating its discovery, protection or reproduction. Manner of recording
148. The Directors shall comply with the Act in regard to keeping a register of Directors and Secretaries, a register of substantial shareholdings, a register of Directors' shareholdings and debenture holdings and such other registers (other than any which the Directors are already obliged to keep under this Constitution) as the Act may require the Company to keep. Miscellaneous

COMMITTEES

149. The Directors may establish any committees or local boards for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons, whether they are Directors or not, to be members of any such committee or local board and may fix their remuneration subject to the approval in general meeting, and may delegate to any such committee or local board any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any such committee or local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby. Establishment of committees or local boards
150. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Clause. Meetings and proceedings of committee
151. A committee, local board or agency may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting, the Chairman of the committee is not present within fifteen (15) minutes after the time appointed for holding of the meeting, the members present may choose one of their members to be the chairman of the meeting. Election of chairman of committee, local board or agency

MANAGING DIRECTOR

152. The Directors may from time to time appoint any one or more of their body to be a Managing Director or Managing Directors, for such period and upon such terms as they think fit. The Directors may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit. Such powers may be made exercisable for such period or periods and upon such conditions and subject to such restriction and generally upon such terms as to remuneration and otherwise as they may determine. The Managing Director shall be subject to the control of the Board of Directors. The remuneration of a Managing Director or Managing Directors may be by way of salary or participation in profits, or by any or all of those modes, but shall not be by commission on or percentage of turnover. Appointment of Managing Director

153. A Managing Director shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director.
- Resignation and removal of Managing Director

ASSOCIATE DIRECTORS

154. The Directors may from time to time appoint any person to be an associate Director and may from time to time cancel any such appointment. The Directors may fix determine and vary the powers, duties and remuneration of any person so appointed (which remuneration is subject to approval in general meeting), but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.
- Associate Directors

VALIDATION OF ACTS OF DIRECTORS OR COMMITTEES

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

SECRETARY

156. (1) The Secretary or Joint Secretaries shall in accordance with the Act be appointed by the Board and upon such terms and conditions as the Board may think fit, and any Secretary or Joint Secretaries so appointed may be removed by them. If the occasion arises the Directors may by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment. The First Secretary of the Company shall be CHIN LOK THART.
- Secretary
- (2) The office of the Secretary shall be vacated if the Secretary resigns by notice in writing to the Board and left at the Office. Subject to the Act, the Secretary shall cease to be the Secretary of the Company on the expiry of a date specified in the notice.
- Vacation of office of Secretary

SEAL

157. (1) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal.
- Seal to be used by authority of resolution of Directors
- (2) The Directors or a committee of Directors authorised by the Directors may:
- (a) dispense with autographic signatures of all or any person referred to in Clause 158 in relation to specific instruments or instruments of specific descriptions and substitute such autographic signatures with facsimile signatures affixed or reproduced by a method or system (whether mechanical, electronic or otherwise) approved by the Directors or such committee; or
- (b) dispense with all or any of the signatures referred to in Clause 158 in the case of any certificates for shares, debentures or other Securities of the Company.
158. The Directors may from time to time (subject to the provisions of Clause 20 in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal
- Persons so authorised to use the Seal

shall be affixed shall (subject to Clause 20) be signed autographically by at least one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose provided always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.

159. The Company or the Directors on behalf of the Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, the Seal shall be an exact copy of the Company's common seal, with the addition on its face of the place where it is to be used and such powers conferred by the provisions of the Act with regard to having a duplicate common seal.

Official Seal for use abroad

ACCOUNTS

160. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of the profit and loss accounts, balance sheets 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 statute or authorised by the Directors or by the Company in general meeting. Subject always to Sections 245(4) and (5) of the Act, the books of accounts or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

Accounts to be kept

161. (1) (a) The Directors shall from time to time in accordance with the Act, cause to be prepared, circulated to the Members and to be laid before the Company in general meeting such audited financial statements made out in accordance with the applicable approved accounting standards.
- (b) The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and auditors' reports shall not exceed four (4) months or such other period as may be determined by the Exchange from time to time and any Member shall be entitled to receive copies of the financial statements and reports free of charge for each financial year at their last known address provided to the Company.

Presentation of accounts

- (2) A copy of each of such documents in printed form or in compact disc read-only memory ("CD-ROM") or digital versatile disc read-only memory ("DVD-ROM") format 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 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 notices from the Company under the provision of the Act, the Listing Requirements or of this Constitution provided always that in respect of the delivery of such documents by way of electronic mail, the Company shall deliver such documents to the Member's electronic address as appearing in the Record of Depositors and maintain records of proof of such delivery. For the purpose of this Clause, such electronic address shall be deemed as the last known address of the Member unless the Company is informed otherwise in writing. The requisite number of copies of each such document as may be required by Bursa Securities or other stock exchange(s), if any, upon which the Company's shares may be listed, shall at the same time be likewise sent to Bursa Securities or other stock exchange(s) provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or outside Malaysia 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 of the Company.

Issuance of such documents in printed form or in CD-ROM

- (3) In the event that the annual report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Members' request or such period as may be prescribed by Bursa Securities. Issuance of annual report in CD-ROM
162. The Directors shall not be bound, unless expressly instructed to do so by a special resolution of the Company in general meeting, to publish any list or particulars of the Securities or investments held by the Company or to give any information in relation to such Securities or investments to any Member. No obligation to publish

LANGUAGE

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

AUDIT

164. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by one or more Auditor or Auditors, and the provisions of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed. Accounts to be audited
165. Auditors shall be appointed and their duties regulated in accordance with the Act. Appointment of Auditors
166. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the auditors. Access to books
167. Subject to the Act, all acts done by any person acting as auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Acts, valid though defect

DIVIDENDS

168. Subject to the authorisation by the Directors of the Company and the Listing Requirements, the profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. Profits available for dividend
169. No dividend shall be payable except out of the profits of the Company available, provided that the Company is solvent and no dividend shall be paid in excess of the amount authorised by the Directors nor shall bear interest against the Company. For this purpose, 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 dividend is paid. If, after a distribution is authorized and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company would be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made. Dividend shall be declared out of profits of the Company
170. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be authorised 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 calls shall be treated for the purposes of this Clause as paid Terms of declaration of dividends

up on the share. All dividends shall be apportioned and paid pro-rata according 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 except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

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| 171. | Subject to Clause 168, the Directors may if they think fit from time to time authorised the payment of such interim dividends to the Members as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. | Interim dividends |
| 172. | <p>(1) The Directors may deduct from any dividend payable to any Member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.</p> <p>(2) The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p> | The Directors may deduct and retain dividend on which the Company has a lien |
| 173. | Subject to the provisions of the Act, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or Securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof. | Creation of revenue account and distribution of dividend |
| 174. | The Directors may, before authorising any payment of a dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or , as to the whole or in part, be applicable for equalizing dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such Securities, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company. | Creation of reserve fund and distribution of bonus |
| 175. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. | Transmission of shares |
| 176. | All dividends unclaimed for one (1) year after having been declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. | Unclaimed dividends |

177. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer. Any dividend declared in respect of any share which is a Deposited Security shall accrue to the Depositor whose name appears on the Record of Depositors issued to the Company or its Registrar pursuant to the Rules. Transfer of shares
178. The receipt of a person appearing by the Record of Depositors to be the holder of any shares shall be a sufficient discharge to the Company for any dividend or other moneys payable in respect of such shares. Receipt of a person appearing by the Record of Depositors
179. Any dividend, interest, or other money payable in cash in respect of shares may be paid by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register or Record of Depositors 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 or the instruction for the electronic transfer of remittance, 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. Mode of payment of Dividend
180. Any authorisation by the Directors in relation to the payment of a dividend or bonus may be made via, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in any one or more of such ways and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional shares and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment 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 upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. Dividend paid up distribution in specie
181. The Company shall not be responsible for the loss of any cheque, draft, dividend warrant, or post office order which shall be sent by post duly addressed to the Member for whom it is intended. In the case of any dividend, interest, or other money payable in cash in respect of shares that may be paid by way of direct transfer by means of the electronic payment systems, if the Company is unable to credit a Depositor's dividend entitlement to the Depositor's bank account based on the bank account information received from the Depository, the Company must immediately notify the Depository of this in the manner prescribed by the Depository. Company not responsible for loss in post

CAPITALISATION OF PROFITS

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

183. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and application of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Capitalisation
of profits

AUTHENTICATION OF DOCUMENTS

184. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
185. Any authentication or certification of such Constitution, minutes, resolutions, books, records, documents, accounts or any other documents affecting the constitution of the Company in accordance with Clause 184 shall be conclusive evidence to the extent of the authentication or certification in favour of all persons dealing with the Company in reliance on it.

Authentication
of documents

Conclusive
evidence

NOTICES

186. A notice or any other document may be served by the Company upon any Member subject to the Act and this Constitution, either personally or by sending it by hand or through the post in a prepaid letter, envelope or wrapper, addressed to such Member at his registered address as appearing in the Record of Depositors. Each holder of registered shares, whose registered place of address is not in Malaysia may from time to time notify in writing to the Company an address in Malaysia which shall be deemed to be his registered place of address.
187. A notice or other document may also be served by the Company or the Secretary on any Member or Director by transmitting it by telefax or by telex with confirmed telex answerback (with postage prepaid air mail confirmation) to such Member or Director at the telex number of such Member or Director appearing in the Register or Record of Depositors or the Register of Directors or specified by such Member or Director to the Company or the Secretary as such Member's or Director's telex number for the time being in the case of telex messages and at the telefax number appearing in the Register or Record of Depositors or the Register of Directors or specified by such Member or Director to the Company or the Secretary as such Member's or Director's telefax number for the time being in the case of telefax messages.
188. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member except those Members who have not supplied to the Company an address for giving of notice to them;
 - (b) every Director of the Company;

Mode of service
of notice to
Members

Notice to
Directors or
Members

Notice of
general meeting

- (c) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death, bankruptcy or mental disorder would be entitled to receive notice of the meeting; and
 - (d) the Auditors for the time being of the Company.
 - (2) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of general meeting.
 - (3) Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.
- 189. The Company may also give any notice to or serve any document on a Member or a Director by telex, facsimile, telegram, electronic mail and other form of electronic means, including publication on its website or any other electronic platform maintained by the Company or by a third party's service provider or any combination thereof, through which images, data, information or other materials may be viewed whether electronically or digitally, to his electronic address as appearing in the Record of Depositors, and such electronic address shall be deemed as the last known address of the Member or a Director or to the number supplied by such Member to the Company provided that:
 - (a) if the Company publishes any notice or document on its website, the Company shall immediately notify each Member or Director in writing (whether in physical form or in electronic form) of the publication of such notice or other document and provide a designated access link or address where a copy of such notice or other document may be obtained provided further that the Company shall comply with Section 320 of the Act in respect of the publication of a notice of meeting;
 - (b) if the Company gives any notice or document by using such electronic platform that can host information in a secure manner for access by the Members, the Company shall notify each Member or Director of the publication or availability of such notice or document on the electronic platform in writing (whether in physical form or electronic form);
 - (c) if the Company gives any notice or document via electronic mail, the Company shall maintain records of proof of such delivery;
 - (d) if the Member requests for a hard copy of the notice or documents, the Company shall deliver the physical copy of such notice or document to the Member free of charge as soon as reasonably practicable; and
 - (e) if a document is required to be completed by the Member in respect of a rights issue or offer for sale, the Company shall deliver such document to the Member through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.
- 190. Any notice required to be given by the Company to Members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any such notice required to be or which may be given by advertisement shall be advertised at least once in at least one (1) nationally circulated Bahasa Malaysia or English language daily newspaper. Advertisement
- 191. Where any notice or other document is sent by post, service of such notice or document shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice or other document and to have been effected at the time at which the letter would be delivered in the ordinary course of post. Service by post deemed good service
- 192. A certificate in writing signed by any manager, Secretary or other officer of the Company, that a letter, envelope or wrapper containing a notice was properly addressed and put into Evidence of posting

the post office shall be conclusive evidence thereof.

193. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death, bankruptcy or mental disorder of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death, bankruptcy or mental disorder would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested in the share. Notice by post to persons entitled in consequence of death, bankruptcy or mental disorder
194. Subject always to the provisions of Clause 186, any notice or document delivered or sent by post to, or left at, the registered address of the persons entitled to a share in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law by sending or delivering it in any manner authorized by this Constitution for the giving of notice to a Member, addressed to them by name, or by the title of representatives of the deceased, the official assignee, the committee of the estate of such Member or by any appropriate description at the address supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death, bankruptcy, mental disorder or operation of law had not occurred. Notice be deemed to serve on the legal personal representative of the deceased, the official assignee, the committee of the estate
195. A Member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where relevant, of the purposes for which it was called. Deemed receipt of notice
196. Any person who, by operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which, previously to his name and address being entered in the Record of Depositors, shall be duly given to the person from whom he derives his title to such share. Who bound by notice

SIGNATURE

197. The signature to any notice to be given by the Company may be written or printed. Any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons: Signature written or printed
- (a) a holder of shares;
 - (b) a Director;
 - (c) an alternate Director; and
 - (d) in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative;

shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

WINDING UP

198. On a winding up of the Company, the balance of the assets available for distribution among the Members shall (subject to any special rights attaching to any class of shares) be applied in repaying to the Members the amounts paid up on the shares held by them and any surplus assets will belong to the holders of any issued ordinary shares according to the respective numbers of shares held by them or, if there are no issued ordinary shares, to the holders of any issued unclassified shares according to the respective numbers of shares held by them. Application of balance of assets

199. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability. Distribution of assets in specie
200. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days before the meeting at which the commission or fee is to be considered. Liquidator's commission

SECURITY CLAUSE

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

INDEMNITY

202. Subject to the provisions of the Act, every Director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against: Company to indemnify
- (a) any loss or liability incurred by him arising from or in relation to his office or the performance of his duties except where such loss or liability results from any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company; and
 - (b) any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court, or where the proceedings are discontinued or not pursued.

EFFECT OF THE LISTING REQUIREMENTS

203. (1) 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
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (6) 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.

- (7) For the purpose of this Clause, unless the context otherwise requires, “Listing Requirements” means Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments to the Listing Requirements that may be made from time to time.

COMPLIANCE

204. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.
- Company to indemnify

Company No. 180164-X

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Constitution.

Names, Addresses and Descriptions of Subscribers	Signatures
<p>Lo Pit chew @ Eva Lo Lot 14 S/D Taman Milek 88800 Kota Kinabalu P.O. Box 13962 88845 Kota Kinabalu Secretary</p> <p>Chiuh Suit Fong @ judy Chiuh Kg. Kabusak Jalan Nosoob 89500 Kota Kinabalu P.O. Box 11848 88820 Kota Kinabalu Typist</p>	

Dated this 15th day of March, 1989

Witness to the above signatures:

Chin Lok Thart
Chartered Secretary
10 King Lam Park
88300 Kota Kinabalu
Sabah

Filed by : Loke Weng Fook
(MIA 6573)
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