

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

OSK HOLDINGS BERHAD
(Company No. 207075-U)

Incorporated on the 1st day of November, 1990

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THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
THE CONSTITUTION OF
OSK HOLDINGS BERHAD
(207075-U)

INTRODUCTION

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| 1. | The name of the company is OSK HOLDINGS BERHAD (“the Company”). The Company was incorporated in Malaysia on 1 November 1990 and registered office of the Company is situated in Malaysia. | Company
Incorporation and
Registered Office |
| 2. | The liability of the Members is limited. | Members’ Liabilities |
| 3. | The Company shall have full capacity to carry on or undertake any business or activity including: | Capacity of Company |
| | (a) to sue and be sued; | |
| | (b) to acquire, own, hold, develop or dispose of any property; and | |
| | (c) to do any act or enter into any transactions; | |
| | and for these purposes, the Company shall have the full rights, powers and privileges as contained in Section 21 of the Act (as hereinafter defined). | |

DEFINITION AND INTERPRETATION

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| 4. | In this Constitution if not inconsistent with the subject or context: | Definition and
Interpretation |
| | “Act” : means the Companies Act 2016 or any statutory modifications, amendments or re-enactment thereof for the time being in force; | |
| | “Auditor” : means any person or persons appointed to be an auditor of the Company; | |
| | “Authorised Nominee” : means a person who is authorised to act as nominee as specified under the Rules; | |
| | “Beneficial Owner” : means in relation to Deposited Securities, the ultimate owner of the Deposited Securities who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities | |

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- and does not include a nominee of any description;
- “Board” : means the board of Directors for the time being of the Company;
- “Clause” : means a clause in this Constitution;
- “Company” : means OSK Holdings Berhad (207075-U);
- “Convertible Securities” : means Securities which are convertible or exercisable by their terms of issue, into Shares which may be listed and quoted on the Exchange;
- “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;
- “Depositories Act” : means the Securities Industry (Central Depositories) Act 1991 or any statutory modifications, amendments or re-enactment thereof for the time being in force;
- “Depositor” : means a holder of Securities Account;
- “Depository” : means Bursa Malaysia Depository Sdn Bhd (165570-W) and includes its successors-in-title and legal assigns;
- “Directors” : means the directors for the time being of the Company and “Director” shall mean any one (1) of them;
- “Dividend Reinvestment Scheme” : a scheme which enables Members to reinvest cash dividend into new Shares;
- “Exchange” : means Bursa Malaysia Securities Berhad (635998-W) including any further change to its name and such other stock exchange if any upon which the Shares may be listed and quoted;
- “Exempt Authorised Nominee” : means an authorised nominee defined under the Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Depositories Act;
- “General Meeting of Depositors” : shall have the meaning ascribed thereto in Clause 67 of this Constitution;

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- “Listing Requirements” : means Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendments thereto that may be made from time to time;
- “Market Day” : means any day on which there is official trading on the Exchange;
- “Member” : means any person for the time being holding Shares and (a) whose name appears in the Register; or (b) whose name appears in the Record of Depositors and includes a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Depositories Act but excludes the Depository in its capacity as a bare trustee;
- “Office” : means the registered office for the time being of the Company;
- “Omnibus Account” : shall have the meaning ascribed thereto in Clause 93 of this Constitution;
- “Personal Representative” : shall have the same meaning given in Section 2 of the Probate and Administration Act 1959;
- “Record of Depositors” : means a record provided by the Depository to the Company under the Rules;
- “Register” : means the register of Members to be kept pursuant to the Act;
- “Rules” : means the Rules of the Depository including any amendments that may be made from time to time;
- “Seal” : means the common seal of the Company;
- “Secretary” : means any person or persons appointed to perform the duties of a secretary of the Company;
- “Securities” : shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007;
- “Securities Account” : means an account established by the Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor;

- “Shares” : means shares in the Company;
- “Share Certificate” : shall have the meaning ascribed thereto in Clause 16 of this Constitution;
- “Share Seal” : means the official Seal pursuant to Section 63 of the Act which shall be a facsimile of the Seal with the addition on its face the words “Securities”; and
- “this Constitution” : means the Constitution of the Company including any amendments made from time to time by way of special resolutions.

- 4.1 References 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.
- 4.2 Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word “person” shall include a corporation.
- 4.3 Words or expressions contained in this Constitution shall be interpreted in accordance with provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof.
- 4.4 The headings are inserted for convenience only and shall not affect the construction of this Constitution.
- 4.5 In the event the provisions of the Act and any other relevant governing statutes or regulations are amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed accordingly.
- 4.6 The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of this Constitution shall not apply to the Company, except in so far as the same are repeated or contained in this Constitution.

SHARES

5. The Shares issued by the Company shall constitute the Share capital of the Company. Share Capital
6. Subject to the Act, the Listing Requirements and to the conditions, restrictions and limitations expressed in this Constitution, the Directors may issue and allot Shares, grant options over or otherwise dispose of the same to such persons, at such time and on such terms as they think proper provided that: Allotment of Shares
- (a) no Shares shall be issued at a discount except in accordance with the Act;
- (b) no Shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Members in general meeting;

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- (c) in the case of Shares other than ordinary Shares, no special rights shall be attached until the same have been expressed in this Constitution or in an ordinary resolution of the Company authorising the same;
 - (d) subject to the Listing Requirements, every issue of Shares or options to an employee and/or Director including the specific allotment to a Director shall be approved by the Members in general meeting;
 - (e) subject to the Listing Requirements and notwithstanding the existence of an ordinary resolution pursuant to Sections 75(1) and 76(1) of the Act 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, exceeds ten per cent (10%) of the total number of the issued and paid-up capital of the Company (excluding treasury shares);
 - (f) in working out the number of Shares or Convertible Securities that may be issued by the Company, if the Security is a Convertible Security, each such Security is counted as the maximum number of Shares into which it can be converted or exercised.
7. Without prejudice to any special rights previously conferred on the holders of any Share or class of Shares already issued, but subject to the Act, the Listing Requirements and this Constitution, any Shares in the Company (whether forming part of the Share 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 special resolution determine provided that:
- (a) the holders of preference Shares shall have the same rights as the holders of ordinary Shares as regards receiving notices, reports and audited accounts and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purposes of reducing the Share capital, or on a proposal to wind up or during winding up, or with a proposal for the disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on such preference Shares is in arrears for more than six (6) months; and
 - (b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Clause 21 hereof issue further preference capital ranking in priority above preference Shares already issued but may issue preference Shares ranking equally therewith.
8. Subject to the Act, any preference Shares may be issued on the terms that they are liable, or at the option of the Company are liable, to be redeemed.

Classes of Shares and Rights of Preference Shareholders

Issuance of Preference Shares

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| 9. | Subject to the provisions of the Act and other applicable laws, guidelines, rules and regulations, the Company may purchase its own Shares or enter into any contract or agreement under which it shall or may purchase its own Shares. | Purchase of Own Shares |
| 10. | (a) The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by Section 80 of the Act to apply any of its Shares or cash to persons subscribing or procuring subscriptions for Shares, or agreeing so to do whether absolutely or conditionally, provided that the rate of the commission paid or agreed to be paid shall not exceed ten per cent (10%) of the price at which the Shares are issued or an amount equivalent to such percentage of that price and further provided that such payment of commissions shall be disclosed in the manner required by Section 80 of the Act.

(b) The Company (or the Board on behalf of the Company) may also on any issue of the Shares pay such brokerage as may be permitted under the Act and any other applicable laws and regulations. | Commission on Subscription of Shares |
| 11. | Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such Share capital as is for the time being paid-up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act, and may charge such interest or returns paid to Share capital as part of the cost of construction of the works, buildings or the provision of the plant. | Interest on Share Capital During Construction of Works or Building |
| 12. | Except as required by law, the Depositories Act and the Rules, no person shall be recognised by the Company as holding any Share upon any trust and the Company shall not even when having notice thereof be bound or compelled to 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. | Trusts Not to Be Recognised |
| 13. | The Company shall duly observe and comply with the provisions of the Act, the Depositories Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its Shares. | Compliance with the Act, Depositories Act and Listing Requirements |
| 14. | Subject to any direction to the contrary that may be given by the Company in general meeting, all new Shares or 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 | Issuance of New Shares |

the Company. The Directors may likewise also dispose of any new Shares 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 Constitution.

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| 15. | If, by the condition of allotment of any Share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Share or his Personal Representatives. | Payment of Issue Price by Registered Holders or Personal Representatives |
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SHARE CERTIFICATES

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| 16. | Every Share Certificate issued for Shares not being Deposited Securities shall be under the Share Seal or bear the signatures or the autographic signatures reproduced by mechanical, electronic and/or any other means of one (1) Director and the Secretary or a second Director or such other person may be authorised by the Directors, and shall specify the Shares to which it relates, and the amount paid-up thereon (hereinafter referred to as " Share Certificate "). | Share Certificate Issued under Seal |
| 17. | Subject to the provisions of the Act, the Depositories Act and the Rules, if any Share Certificate shall be defaced or worn out, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Member, transferee, person entitled, purchaser, member company of the Exchange or on behalf of its/ their clients as the Directors shall require, and on delivery of the old Share Certificate and on payment of such sum not exceeding Ringgit Malaysia Fifty (RM50.00) only per Share Certificate or such other sum as may from time to time be determined by the Directors plus the amount of the proper stamp duty with which each such Share Certificate is chargeable under any law for the time being in force relating to stamp duty. | Issue of New Certificate in Place of Defacement or Worn Out |
| 18. | <p>(a) Subject to the provisions of the Act, where a Share Certificate or other document of title to shares or debentures is lost or destroyed or stolen, the Company shall on payment of a fee not exceeding Ringgit Malaysia Fifty (RM50.00) only issue a duplicate Share Certificate or document in lieu thereof to the owner on his application accompanied by:</p> <p>(i) a statutory declaration that the Share Certificate or document has been lost, destroyed or stolen, and has not been pledged, sold or otherwise disposed of, and, if lost, that proper searches have been made; and</p> <p>(ii) an undertaking in writing that if it is found or received by the owner it will be returned to the Company.</p> <p>(b) The Member or person entitled to whom such duplicate Share Certificate is issued shall pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft and shall bear any loss that may be incurred by the Company as a result of the Company issuing such duplicate Share Certificate to such person.</p> | Issue of New Certificate in Place of Destroyed, Lost or Stolen |

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(c) Where the value of the Shares or debentures represented by the Share Certificate or document is greater than Ringgit Malaysia Five Hundred (RM500.00) only the Directors may, before accepting an application for the issue of a duplicate Share Certificate or document, require the applicant:

(i) to cause an advertisement to be inserted in a newspaper circulating in a place specified by the Directors stating that the Share Certificate or document has been lost or destroyed and that the owner intends after the expiration of fourteen (14) days after the publication of the advertisement to apply to the Company for a duplicate Share Certificate; and/or

(ii) to furnish a bond for an amount equal to at least the current market value of the Shares or debentures indemnifying the Company against loss following on the production of the original Share Certificate or document; or

(iii) to do both of the aforesaid.

19. Subject to the provisions of the Act, the Depositories Act, the Rules and the Listing Requirements, the Company shall allot and/or issue Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities within such period as may be prescribed in the Listing Requirements from time to time.

Dispatch Notices of Allotment

20. The Company must not allot or issue Securities until after it has filed with the Exchange a listing application for such new issue of Securities and has been notified by the Exchange that such new issue of Securities has been approved or approved in principle for listing, as the case may be.

Allotment After Approval or Approval-in-Principle

VARIATION OF CLASS RIGHTS

21. If at any time the Share capital of the Company is divided into different classes of Shares, the rights attached to any class of such Shares (unless otherwise provided by the terms of issue of Shares of that class) may be varied, modified or abrogated with the written consent of the holders of at least seventy-five per cent (75%) of the total voting rights of that class of Share, 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 except that the quorum hereto shall be in accordance with Section 339 of the Act. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply. Any variation of class rights of any Shares shall take effect in accordance with Section 91 of the Act.

Variation of Class Rights

22. Notwithstanding Clause 21 above, the repayment of preference Share capital (other than redeemable preference Share capital) or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned provided that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing

Alteration of Rights of Preference Shareholders

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if obtained from the holders of at least seventy-five per cent (75%) of the preference Share capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

23. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking in any respect *pari passu* as regards to participation in the profits or assets of the Company. No Deemed Variation

CALLS ON SHARES AND FORFEITURE OF SHARES

24. Subject to the terms of the issue and allotment, the Directors may from time to time, as they think fit, make such calls upon the Members in respect of the moneys unpaid on their respective Shares and not by the conditions of allotment made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment) pay the amount of the call to the person at the date, time and place so specified. Calls on Shares by the Directors
25. A call may: Calls on Share
- (a) exceed one-fourth (1/4) of the issue price of the Share;
 - (b) be made payable either in one (1) sum or by instalments and within such time frame(s) for payment as may be prescribed by the Directors;
 - (c) be revoked or postponed as the Directors think fit.
26. A call shall be deemed to have been made at the time when the ordinary resolution of the Directors authorising such call was passed. When Calls Are Deemed to Be Made
27. No person shall be entitled to any dividend or vote at any general meeting or exercise any other rights or privileges of a Member upon Shares on which there are unpaid calls until his name shall have been entered in the Register or Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on such Shares provided that the Depository or its nominee company in whose name the Deposited Security is registered shall not be entitled to any such rights unless required by virtue of the Depositories Act, the Rules or this Constitution. No Member Entitled to Dividend or Vote While Calls Due To Company
28. Subject to the terms of the issue and allotment, the Directors may on the issue of Shares differentiate between the holders as to the amount and the time of payment of such calls on their Shares. Difference in Calls
29. Any sum which, by the terms of issue of a Share, is made payable upon allotment or at any fixed date shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on such fixed date, and in the case of non-payment, all the provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if it had become payable by virtue of a call duly made and notified. Term of Issue May Be Treated as Call

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| 30. | The Directors may, if they think fit, receive from any Member willing to advance payment of all or any part of the moneys uncalled and unpaid in respect of any Share held by him and upon receipt and clearance of the moneys so advanced, the Company may pay interest at such rate not exceeding eight per cent (8%) per annum as may be agreed between the Member paying the sum in advance and the Directors. | Calls May Be Paid in Advance |
| 31. | Any capital paid on Shares in advance of calls shall not, whilst carrying interest confer a right to participate in profits. | Capital Paid in Advance of Calls |
| 32. | 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. | Sums Paid in Advance of Calls |
| 33. | If any sum in respect of a call is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding eight per cent (8%) per annum as the Directors may determine (or failing such determination, then at the rate of eight per cent (8%) per annum), however the Directors may waive payment of such interest in whole, or in part. The Directors may serve a notice on him requiring payment of such sum or part thereof as remains unpaid, together with any interest which may have accrued. | Interest on Unpaid Calls |
| 34. | The notice referred to in Clause 33 above shall specify a place and a further day (not being less than fourteen (14) days from the date of service of the notice or such other period as may be determined by the Directors) on or before which the payment required by the notice is to be made. The notice shall also state that in the event of non-payment on or before the specified date and place, the Shares in respect of which such call was made will be forfeited or surrendered. | Forfeiture Notice |
| 35. | If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which such notice has been given shall be forfeited by an ordinary resolution of the Directors unless the payment as required by such notice has been made before such resolution. Such forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture. The Directors may accept the surrender of any Share and any Share Certificate(s) in respect thereof. | Non-Compliance with Notice |
| 36. | A Share so forfeited or surrendered shall become the property of the Company and subject to the Act, the Depositories Act, Rules and the Listing Requirements may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. | Right to Sell Forfeited Shares |
| 37. | If any Share is 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. | Residue of Proceeds |

38. A person whose Shares have been forfeited or surrendered shall cease to be a Member in respect of the forfeited or surrendered Shares, but shall notwithstanding such cessation, remain liable to pay to the Company all moneys which, at the date of the forfeiture or surrender were payable by him to the Company in respect of the Shares (together with interest at the rate of eight per cent (8%) per annum from the date of the forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest) and his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the forfeited or surrendered Shares. and he shall not be bound to see the application of the purchase money, if any. Any sale or disposition of the forfeited or surrendered Shares shall be in accordance with Section 83 of the Act, and the person to whom the Share is sold or disposed of shall not be bound to see the application of the purchase money, if any.

Liability To Remain

39. When any Share has been forfeited or surrendered in accordance with this Constitution, notice of the forfeiture or surrender shall forthwith be given to the holder of the Share or to the person entitled to the Share by reason of the death or bankruptcy as the case may be, and an entry of such forfeiture together with the notice thereof shall forthwith be made in the Register but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of Forfeiture

LIEN ON SHARES

40. The Company shall have a first and paramount lien on all Shares and dividends from time to time declared in respect of such Shares that 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.
41. The Company may sell or dispose of, in such manner as the Directors think fit, any Shares on which the Company has a lien and any sale or disposition thereto shall be in accordance with Section 112 of the Act.

Company's Lien on Shares

Director's Power of Sale or Disposition

TRANSFER OF SHARES

42. The transfer of any Securities of the Company, which have been deposited with the Depository shall be by way of book entry by the Depository in accordance with the Rules, and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Securities.
43. The instrument of transfer for any Shares (not being a Deposited Security) shall be executed both by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the Register in respect thereof.

Transfer of Securities

Execution Requirements

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| 44. | Subject to Section 106 of the Act, the Directors may refuse or delay to register the transfer of any Shares (not being a Deposited Security) for the following reasons: | Director's Power to Delay or Register Transfer of Shares |
| | (a) where the Shares are not fully paid; | |
| | (b) where the Company has a lien over the Shares; | |
| | (c) where the registration would lead to the infringement of any written law (whether principal or subordinate legislation) or rules or regulations, made by any authority in Malaysia; | |
| | (d) where there is a failure to furnish such evidence as the Directors may require to ascertain the right of the transferor to make the transfer and the transferee to accept the same for the purpose of Clause 44(c); and | |
| | (e) where the Directors are of the view such refusal or delay to register the Shares is in the best interest of the Company. | |
| 45. | No Share shall in any circumstances be transferred to any minor, bankrupt or person of unsound mind or company which is insolvent. | Prohibited Transfer |
| 46. | Subject to this Constitution, the Rules, the Depositories Act and the Listing Requirements, any Member may transfer all or any of his Securities by instrument in writing in the prescribed form (if any). | Instrument of Transfer |
| 47. | The Depository may refuse to register any transfer of Deposited Securities that does not comply with the Depositories Act and the Rules. | Right of Depository to Refuse to Register A Transfer |
| 48. | (a) The register of debenture holders, the Register and/or Record of Depositors may be closed at such times and for such period as the Directors may from time to time determine provided that it shall not be closed for more than thirty (30) days in aggregate in any calendar year. | Closure of Registers |
| | (b) Any notice of intention to close the Register and/or Record of Depositors shall be given in accordance with the Act and the Listing Requirements, and the Company shall further comply with the requirements prescribed therein. | |
| | (c) At the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days (or within such other timeframe as may be prescribed by the Listing Requirements or the Rules), prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors. | |
| 49. | The Company, its officers or agents shall not be liable or answerable to any party for registering, or acting upon a transfer of Shares presented to it for registration, in accordance with the provisions of this Constitution notwithstanding that the transfer may, as between transferor and transferee, be liable to be set aside by either of them or at the instance of any third party. In registering any transfer, the Company, its officers or agents is not obligated howsoever from making any inquiry as to whether the Shares in question may or may not be immediately transferable between the parties or whether any condition has to be fulfilled between the parties prior to registration | Non-liability on Transfer of Shares |

of the transfer and for this purpose, every submission for registration for transfer shall be deemed to be have been unconditionally made. Upon registration, the transferee alone shall be recognised as the holder of such Shares and the previous holder shall, as far as the Company is concerned, be deemed to have absolutely transferred his beneficial as well as legal interest in the Shares.

TRANSMISSION OF SHARES

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| 50. | In the case of death of a Member, his Personal Representatives shall be the person duly recognised by the Company as having any title to his interest in the Securities. | Death of Member |
| 51. | A person so becoming entitled to the Securities in consequence of the death or bankruptcy of a Member, upon such evidence being produced as may from time to time properly be required by the Directors shall be entitled: | Share of Deceased or Bankrupt Member |
| | (a) to elect either to be registered as a Member himself or to have some person nominated by him to be registered as the transferee thereof subject to this Constitution, the Rules and the rights of the Depository to decline or suspend the said registration as it would have had in the case of a transfer of the Securities by that holder of such Securities before his death or bankruptcy; and | |
| | (b) to exercise all rights and privileges of a Member provided he has become a Member in accordance with this Constitution, the Act and the Rules. | |
| 52. | Where: | Transmission of Securities Listed on Another Stock Exchange |
| | (a) the Securities of the Company are listed on another stock exchange; | |
| | (b) such Company is exempted from compliance with Section 14 of the Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities, 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 another 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. | |

CONVERSION OF SHARES INTO STOCKS

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| 53. | The Company may by ordinary resolution convert any paid-up Shares into stock, and reconvert any stock into paid-up shares of any denomination. | Conversion and Re-conversion of Shares |
| 54. | The holders of stock may transfer the Shares or any part thereof in the same manner as the transfer of Shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow. | Transfer of Stocks |

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55. The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the amount of the Shares from which the stock arose. Fixing on Minimum Amount of Stock Transferable
56. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards dividends, voting at meetings of the Company, and other matters as would have been conferred by the Shares from which the stock arose, but so that none of such privilege or advantage, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not if existing in Shares have conferred such privilege or advantage. Rights of Stockholders
57. For the purposes of this Constitution, any reference to paid-up Shares shall apply to stock and in all such provisions the word "Share" shall include "stock" and the word "shareholder" and "Member" shall include "stockholder". Definition

INCREASE OF CAPITAL

58. The Company may from time to time, by ordinary resolution increase its Share capital by the creation and issue of new Shares, such new capital to be of such amount to be divided into Shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in said resolution authorising such increase. Power to Increase Capital
59. Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new Shares shall be considered as part of the 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. Application of Provisions to New Shares

ALTERATION OF SHARE CAPITAL

60. Subject to the Act and any consents or approvals required by the law, the Company may from time to time alter its Share capital by passing an ordinary resolution: Power to Alter Share Capital
- (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 if it was in the case of the Share from which the subdivided Share is derived. Any resolution whereby any Share is sub-divided may determine that, as between the holders of Shares resulting from such subdivision, one (1) or more of such Shares may have such preferred or other special rights over, or may be given any preference or advantage as

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regards dividends return of capital voting or otherwise over the other or others of such Shares;

- (c) cancel any Shares which at the date of the passing of said resolution have not been taken or agreed to be taken by any person and diminish the amount of its Share capital by the amount of the Shares so cancelled.

61. The Company may by special resolution reduce its Share capital in any manner authorised by the Act and subject to any consent or approvals required by the law. Power to Reduce Share Capital

GENERAL MEETINGS AND NOTICES

62. The Company shall hold an annual general meeting in every calendar year in addition to any other meetings held during that period, which shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting. Annual General Meeting
63. All general meetings other than annual general meetings shall be called extraordinary general meetings. All business that is transacted at any extraordinary general meeting shall be deemed special business. Extraordinary General Meeting
64. Subject to Section 311 and any other relevant provisions of the Act, the Directors shall call for a general meeting upon receipt by the Company of a requisition to do so by the Members representing not less than ten per cent (10%) of the paid-up capital of the Company upon which all calls or other sums then due have been paid (excluding any paid-up capital held as treasury Shares). All general meetings called pursuant to this Clause shall comply with the requirements of Section 312 of the Act. Calling/Requisition of General Meeting
65. (a) The notices convening general meetings shall specify the place, day and hour of the meeting, and shall be given to the 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. Every notice for convening a general meeting to pass a special resolution shall state the intention to propose such resolution as a special resolution. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice, or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice of General Meeting
- (b) In every notice of general meetings, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him, and that a proxy need not also be a Member.

- (c) Notices convening general meetings called to consider special business must comply with the Listing Requirements.
66. 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
67. 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 (hereinafter referred to as the “**General Meeting Record of Depositors**”). General Meeting Record of Depositors
68. 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. Depositor’s Right at General Meetings
69. Subject always to the provisions of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and Auditors, the election and fee of Directors including any benefits, and the appointment and fixing of the remuneration of the Auditors. Business Transacted at Annual General Meetings
70. The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting. Accidental Omission
- PROCEEDINGS AT GENERAL MEETINGS**
71. The main venue of all meetings of Members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairman (appointed in accordance with this Constitution) shall be present at that main venue of the meeting. Main Venue of Meeting
72. The Company may convene a general meeting at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members’ right to speak and vote at the meeting. Meeting at More than One (1) Venue
73. If the Company decides to proceed with the general meeting in accordance with Clause 72 above, a Member present at the separate meeting venue is taken to be present at the general meeting and entitled to exercise all rights as if he was present at the main venue if a separate meeting venue is linked to the main venue of a general meeting by an instantaneous audio-visual communication device facilities which, by itself or in conjunction with other arrangements:
- (a) gives the Members who are present in the separate meeting place an opportunity to speak, vote and heard;

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- (b) enables the chairman to be aware of proceedings in the other venue(s); and
- (c) enables the Members in the separate meeting venue to vote on a poll.
74. If, before or during the general meeting, any technical difficulty occurs whereby one (1) or more of the matters set out in Clause 73 is not satisfied, the chairman may, without the consent of the meeting:
- (a) adjourn the general meeting until the difficulty is remedied; or
- (b) continue to hold the general meeting in the main venue (and any other place in accordance with Clause 73) and transact business, and no Member present in person or by proxy, attorney or representative may object to the meeting of Members being held or continuing.
75. Under no circumstances will the fact that the audio-visual communication facilities referred to in Clause 73 were not operational (whether in whole or in part) either at the start of or during a meeting of Members affect the validity of the meeting of Members or any business conducted at the meeting of Members.
76. No business shall be transacted at any general meeting unless a quorum is present in accordance with Section 328 of the Act at the commencement of the business. For all purposes, two (2) Members present in person or by proxy, or in the case of corporations which are Members, present by their representatives appointed pursuant to the provision of this Constitution and entitled to vote shall be a quorum.
77. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting if convened by or upon the requisition of Members shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour from the time appointed for holding the adjourned meeting the Member or Members present at an adjourned meeting shall form a quorum.
78. (a) The chairman of the Board, if any or in his absence the deputy chairman of the Board, if any shall preside as chairman at every general meeting.
- (b) If there is no such chairman or deputy chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for the holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of their members to act as chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person or by proxy and entitled to vote shall choose one (1) of their own members to act as chairman at such meeting.
- Technical Difficulty
- Validity of General Meetings Not Affected by Non-Operational of Audio-Visual Communication Facilities
- Quorum at General Meetings
- Adjournment
- Directors as Chairman of General Meetings

79. 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 subject to Clause 74 above. 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 any adjournment or of the business to be transacted at an adjourned meeting.
- Chairman's Power to Adjourn
80. (a) If required under the applicable laws, all resolutions put to vote at any meeting of Members shall be determined by poll unless such requirement is waived under the applicable laws. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the applicable laws, and may, in addition to the power of adjourning meetings contained in Clause 79 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
- (b) The poll may be conducted manually using polling slips or electronically using various forms of electronic voting devices and/or means as determined by the Board. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.
- (c) A declaration by the chairman of the meeting whether a resolution has, on a poll, been carried or lost, based on the poll results obtained, shall be conclusive evidence of that fact.
- Resolutions Put to Vote and Manner of Poll
81. Subject to Clause 80, where a requirement to determine a resolution put to vote at the meetings of Members by poll is waived under the applicable laws, a resolution put to the vote at any meeting of Members shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman of the meeting;
- (b) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf;
- (c) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf and representing not less than one-tenth (1/10) of the total voting rights of all Members having the right to vote at the meeting; or
- Resolutions Put to Vote by Show of Hands Unless A Poll is Demanded

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(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 one-tenth (1/10) of the total sum paid-up on all the Shares held by all Members present in person or by proxy or by attorney or in the case of a corporation, by a representative duly authorised in that behalf conferring that right.

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| 82. | Unless mandatory polling is required under the applicable laws or a poll is so demanded in accordance with Clause 81 a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolutions. | Declaration by
Chairman |
| 83. | The demand for a poll may be withdrawn and notice must be given of a poll not taken immediately. 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. | Demand for Poll May
Be Withdrawn |
| 84. | The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll; and a demand for a poll by a person as proxy for a Member shall be the same as a demand by the Member. | Right of Proxy to
Demand Poll |
| 85. | If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. | No Vitiating By Error |

VOTE OF MEMBERS

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| 86. | In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be shall have a second or casting vote. | Second or Casting
Vote By Chairman |
| 87. | <p>(a) Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at meetings of Members or classes of Members, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of Shares fully paid-up and in respect of partly paid Shares which all calls are not due and unpaid.</p> <p>(b) Subject to any special rights or restrictions as to voting attached to any class or classes of Shares at meetings of Members or classes of Members, each Member entitled to one (1) vote may vote in person or by proxy or by attorney. On a resolution to be decided on a show of hands, each holder of an ordinary share who is present in person or by proxy or by attorney with duly authorised representative, and each holder of a preference share who is present in person or by proxy or by attorney with duly authorised representative and has a right</p> | Vote of Members |

to vote, shall be entitled to one (1) vote on a show of hands on any question at any general meeting. On a resolution to be decided by poll, every Member holding ordinary Shares who is present in person or by proxy or by attorney with the duly authorised representative shall have one (1) vote for every ordinary Share held by him.

- (c) Where the Share capital of the Company consists of Shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
88. (a) Any corporation which is a Member 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 at any meeting of Members and the person shall be entitled to exercise the same powers on behalf of the corporation as that corporation could exercise if it were an individual Member. If the corporation authorises more than one (1) person as its representative, every one (1) of the representative is entitled to exercise the same powers on behalf of the corporation as that corporation could exercise if every one (1) of the representative was an individual Member.
- (b) If the corporation authorises more than one (1) person and more than one (1) of the representatives purport to exercise the power under Clause 88(a) above:
- (i) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
- (ii) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
- (c) A certificate of authorisation by the corporation shall be *prima facie* evidence of the appointment or the revocation of the appointment of a representative.
89. 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 by his committee, receiver, curator bonis or other legal guardian or such other person who properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.
90. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman at the meeting, whose decision shall be final and conclusive.

Representation of
Corporations At
General Meetings

Unsound Mind etc

No Objection

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91. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. Instrument of Proxy
92. (a) A Member may appoint more than one (1) proxy to attend the same meeting provided that the Member specifies the proportion of his shareholding to be represented by each proxy. Appointment of Proxy
- (b) Where a Member is an Authorised Nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary Shares standing to the credit of the said Securities Account.
93. Where a Member is an Exempt Authorised Nominee which holds ordinary Shares for multiple Beneficial Owners in one (1) Securities Account (hereinafter referred to as the "**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. Appointment of Proxy by Exempt Authorised Nominee
94. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept: Form of Instrument of Proxy

(COMPANY NAME)

I/We, _____, of _____

being a member/members of the above-named Company hereby appoint

of _____

or failing him, _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company. to be held on the day of _____ and at any adjournment thereof.

Signed this day of _____

This form is to be used *in favour of the resolution.
against _____

*Strike out whichever is not desired. [Unless otherwise instructed. the proxy may vote as he thinks.]

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95. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting of Members, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote provided that in the case of a poll, the instrument of proxy shall be deposited not less than twenty-four (24) hours before the time appointed for the taking of the poll. Any failure to deposit instruments of proxy in accordance with this Clause shall be treated as invalid.

Deposit of Instrument of Proxy

96. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority 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.

Validity of Vote by Proxy or Attorney

DIRECTORS

97. Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) but in the event of any vacancy occurring that reduces the number of Directors below the aforesaid minimum number, the remaining Directors or Director may act only for the purpose of filling up such vacancy or vacancies to the minimum number or of summoning a general meeting of the Company save and except in an emergency.

Number of Directors

98. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.

Shareholding Qualification for Directors

99. (a) At the annual general meeting, one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. An election of Directors shall take place each year.

Retirement of Directors

(b) 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.

100. A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at a general meeting unless a notice of intention to propose his election signed by a Member and a notice of his consent signed by himself has been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the meeting, 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 every candidate for election shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place.
101. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost, or some other person is elected a Director in place of the retiring Director, the retiring 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. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
102. 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.
103. a) A Director may appoint a person to act as his alternate provided that:
- (i) the said person is not an existing Director;
 - (ii) the said person does not act as an alternate for more than one (1) Director;
 - (iii) the said appointment is approved by a majority of the other Directors;
 - (iv) any fee paid by the Company to said person acting as an alternate shall be deducted from the remuneration of his appointor.
- An 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. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.

Notice of Candidature

Re-election of Directors

Variation to Number of Directors

Alternate Director

- (b) 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.

104. The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office notwithstanding this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution and in accordance with Section 206 of the Act 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. If there is any vacancy in the Board resulting from a removal of a Director, the vacancy so arising may be filled by any of the remaining Directors as a casual vacancy.
- Removal of Director
105. 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 of Directors. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
- Directors' Power to Appoint Additional Directors
106. Subject to the provisions of the Act, the fees of the Directors and any benefits payable to the Directors including compensation for loss of employment of a Director shall from time to time be approved at a general meeting by an ordinary resolution and shall (unless such resolution otherwise provides) 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:
- Directors' Fees
- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors 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.

107. (a) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- (b) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director or 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 Company may pay him special remuneration, in addition to his Director's fees. Such special remuneration shall be determined by the Board and may be paid to such Director in any manner or method whatsoever but shall not include a commission on or a percentage of turnover where such special remuneration is paid by way of salary to an executive Director.
108. The office of any Director shall ipso facto, be vacated:
- (a) if he resigns in accordance with the Act;
- (b) if he has retired in accordance with the Act or this Constitution but is not re-elected;
- (c) if he is removed from office in accordance with the Act or this Constitution;
- (d) if he becomes disqualified from being a Director under Sections 198 or 199 of the Act;
- (e) 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;
- (f) if he dies;
- (g) if he otherwise vacates his office in accordance with this Constitution;
- (h) if he is removed from his office of Director by ordinary resolution of the Company in general meeting of which special notice has been given;
- (i) if he has a receiving order in bankruptcy made against him or if he makes any arrangement or composition with his creditors generally;
- (j) if he is absent from more than fifty per cent (50%) of the total Board meetings held during a financial year;
- (k) if he is convicted by a court of law, whether within Malaysia or elsewhere in relation to the offences set out under Clause 109 (a), (b) or (c) below.

Reimbursement of Directors' Expenses and Remuneration for Special Business

Vacation of Office

109. The Company must ensure that no person is appointed and allowed to act as a Director or be involved whether directly or indirectly in the Company's management, including acting in an advisory capacity in relation to the Company, if he:
- Prohibition of Persons Appointed as Directors or Be Involved in Management
- (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;
 - (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (c) has been convicted by a court of law of an offence under the securities law or the corporations laws of Malaysia,
- within 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.

RESPONSIBILITIES, POWERS AND DUTIES OF DIRECTORS

110. 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 in accordance with the Act and this Constitution, 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. For the purposes of Clauses 110 to 116, "Director" shall include chief executive officer, chief financial officer, chief operating officer or any other person primarily responsible for the management of the Company.
- General Power of Directors
111. (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to the Act and/or the Listing Requirements.
- General Borrowing Power of Directors
- (b) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
112. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments 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 other officer of and holds or have held salaried employment in the Company or any associated company, or the wives, widows, families or dependents of any such persons. The
- Pension Schemes

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Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, 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 provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the Members in general meeting. In this Clause, the expression "the associated company" shall only include a subsidiary of the Company.

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| 113. | 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 or convenience of persons dealing with any such attorney as the Directors think fit. | Power to Delegate |
| 114. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine. | Cheques etc. |
| 115. | 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 with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such comma or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 221 and 228 of the Act and all other relevant provisions of the Act and this Constitution are complied with. | Directors' Right to Hold Other Office of Place of Profit |
| 116. | Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as an Auditor. | Directors' Right to Receive Remuneration for Professional Services |

MINUTES AND REGISTERS

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| 117. | The Directors shall cause minutes to be duly entered in books provided for the purpose: | Minutes to Be Entered in Books |
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- (a) of all appointments of officers;
- (b) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in general meeting;
- (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees of Directors;
- (d) of all orders made by the Directors and any committee of Directors.

118. Such minutes shall be signed by the chairman of the meeting all which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

Signature of Chairman
Deemed to Be
Conclusive Evidence

PROCEEDINGS OF DIRECTORS

119. The regulations as set out in the Third Schedule of the Act shall not apply to the Company except insofar as the same are repeated or contained in this Constitution.

Non-Applicability of
Third Schedule of the
Companies Act 2016

120. 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.

Meeting of Directors

121. Notice of any meeting of the Directors may be given by telephone, facsimile or other electronic communications/ means and the contemporaneous linking together by telephone or such other electronic communications/ means shall be deemed to constitute a meeting of the Directors wherever in the world they are, as long as:

Notice of Directors'
Meeting and
Constitution of
Directors' Meeting

- (a) the quorum of Directors is met;
- (b) at the commencement of the meeting each Director acknowledges the presence thereof to all Directors taking part and such participation shall be deemed to be presence in person;
- (c) each of the Director taking part is able to be heard and hear each of them subject as hereinafter mentioned throughout the meeting;
- (d) the Directors present at the commencement of the meeting do not leave the meeting by disconnecting the telephone or other electronic communications/ means, but the meeting shall be deemed to have been conducted validly notwithstanding that the telephone or electronic communications/ means is accidentally disconnected during the meeting and provided that no discussion or decisions should be made in respect of matters by the Directors during the disconnection and that if the telephone or electronic communications/ means cannot be reconnected at all, the meeting shall then be adjourned;
- (e) all information and documents are made equally available to all participants prior to or at/during the meeting; and

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- (f) minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by the chairman of the meeting.
122. The quorum necessary for the transaction of the business of the Directors shall be two (2) Directors. Quorum of Directors' Meeting
123. 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. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality in votes, the chairman shall have a second or casting vote. However, 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. Questions to Be Decided by Majority of Votes
124. The Directors may from time to time elect and remove a chairman and deputy chairman of the Board and determine the period for which they are respectively to hold office. The chairman so elected, or in his absence the deputy chairman, shall preside at all meetings of the Directors but if no such chairman or deputy chairman be elected, or if at any meeting the chairman or deputy chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their members to act as chairman of such meeting. Chairman and Deputy Chairman of Directors' Meetings
125. Every Director shall declare his interest in the Company and his interest in any contract or proposed contract or arrangement with the Company in accordance with Section 221 of the Act and any other relevant laws. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has a direct or indirect interest. A Director shall, notwithstanding his interest in any contract or proposed contract or arrangement, be counted only to make the quorum for any Board meeting where a decision is to be taken upon any such contract or proposed contract or arrangement. Disclosure of Interest by Directors
126. A Director may be or become 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 on any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as a director of such other corporation in such manner and in all respects as he thinks fit (including the exercise thereof in favour of any resolution appointing himself or any of the directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed, a director or other officer of such corporation and as such is or may Directors May Become Directors of Other Corporation

become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

COMMITTEES OF DIRECTORS

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| 127. | The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be members of any such committees, local boards, or agencies, and may fix their remuneration. The Directors may delegate to any such committees, local boards, or agencies any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any such committees, local boards, or agencies, 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 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, Local Boards or Agencies |
| 128. | The meetings and proceedings of any such committee, local board or agency 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 of Committees, Local Boards or Agencies |
| 129. | A committee, local board or agency may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting, the chairman is not present within thirty (30) minutes after the time appointed for holding of the meeting, the members present may choose one (1) of their members to be the chairman at the meeting. | Chairman of Committees, Local Boards or Agencies |
| 130. | All acts done by any person pursuant to a meeting of any committee, local board or agency established hereunder shall notwithstanding it be afterwards discovered that there was some vacancy in his office or defect in his appointment or in his qualification or he was not entitled to vote, be valid as if he had been duly appointed and was qualified and had continued to be a member of such committee, local board or agency and had been entitled to vote. | Validation of Acts of Persons Pursuant to Meetings of Committees, Local Boards or Agencies |

VALIDATION OF ACTS OF DIRECTORS

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| 131. | All acts done by the Directors (including alternate Directors) pursuant to any Board meeting or any meeting of any committee, local board or agency established hereunder shall notwithstanding it be afterwards discovered that there was some defect in their appointment or that they were disqualified, or they had vacated office or were not entitled to vote, be valid as if they 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 |
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CIRCULAR RESOLUTIONS

132. A resolution in writing, signed or approved by letter, telegram, telex, telefax, digital signature or any other electronic means or facsimile by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolutions" and any shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. A resolution shall be deemed to be passed in accordance with this Constitution upon the receipt of the confirmed facsimile or other written electronic communication by a Director of his approval to the resolution.
- Circular Resolutions
- CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR**
133. (a) The Directors may from time to time appoint any one (1) or more of their body to be:
- Appointment of Chief Executive Officer and Managing Director
- (i) chief executive officer of the Company; and/or
- (ii) managing Director.
- (b) Any such appointment shall be for such period as may be determined by the Board from time to time subject to reappointment and on such terms as they think fit, and may vest in such chief executive officer and/or managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The chief executive officer and the managing Director shall be subject to the control of the Board.
134. The remuneration of the chief executive officer and the managing Director shall be subject to the terms of any agreement entered into in any particular case be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration may not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.
- Remuneration
135. The chief executive officer and the managing Director shall, while they continue to hold such offices be subject to retirement by rotation, and they shall be reckoned as Directors for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire. They shall, subject to the provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors and if any of them shall vacate their office as Director in accordance with this Constitution, be shall ipso facto and immediately cease to be chief executive officer or managing Director, as the case may be.
- Retirement

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THE SECRETARY

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| 136. | The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by an ordinary resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment. | Appointment or
Removal of Secretary |
| 137. | Subject to the terms of his appointment and in accordance with the Act, the Secretary may resign from his office by giving a written notice of his intention to the Board. | Resignation of
Secretary |

SEAL

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| 138. | The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a 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. | Authority for Use of
Common Seal |
| 139. | The Company shall have a Share Seal for any Securities issued by the Company or documents creating or evidencing Securities so issued by the Company to which the Share Seal is affixed shall be signed by the persons mentioned in Clause 138 provided that the Directors may by an ordinary resolution determine, either generally or in any particular case, that the signatures of such persons or any of them may be dispensed with or may be affixed by some mechanical or electronic means to be specified in such resolution. | Share Seal |

SEAL FOR USE ABROAD

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| 140. | The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the use of such official seal abroad shall be governed by the provisions herein contained for regulating the usage of the Seal. | Common Seal for
Abroad Use |
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RESERVES

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| 141. | The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of this Constitution) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve | Profits of Company
which are to be
distributed by way of
dividend |
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fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

DIVIDEND

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| 142. | Subject to the rights or privileges attached to any Shares having preferential or special rights in regard to dividend and this Constitution, the profits of the Company determined to be distributed, shall be applied in payment of dividends to the Members in proportion to the amounts paid-up thereon or credited as paid-up thereon respectively at the end of the period of such declaration, save and except where 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. The Company in general meeting may declare dividends accordingly. | Declaration of Dividends |
| 143. | Subject to Sections 131, 132 and any other relevant provisions of the Act and having regard to the rights of the holders of different classes of Shares the Directors may: <ul style="list-style-type: none"> (a) authorise payment of dividends to be paid to the Members according to their rights and priorities in the profits and may also fix the time for the payment of such dividend; (b) authorise payment of interim dividends to the Members if the Directors are satisfied that the Company will be solvent immediately after the distribution is made; (c) authorise payment of interim dividends to the holders of those Shares in the capital of the Company which confer on them deferred, preferential or non-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; (d) pay half-yearly or at other suitable intervals any dividend which may be payable at a fixed rate if they are satisfied that the Company will be solvent immediately after the distribution is made. | Interim Dividends |
| 144. | The Company shall ensure that all dividends are paid not later than <ul style="list-style-type: none"> (a) three (3) months from the date of declaration or the date on which approval is obtained in a general meeting, whichever applicable; or (b) such other timeframe as may be permitted by the Act and/or Listing Requirements from time to time. | Payments of Dividends to Be in Accordance with the Listing Requirements |
| 145. | <ul style="list-style-type: none"> (a) 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 held by him. (b) The Directors may retain any dividend or other moneys payable on or in respect of a Share other than fully paid Shares | Deduction and Retention of Dividend |

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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.

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| 146. | Without prejudice to the powers of the Company to pay interest on Share capital as hereinbefore provided, no dividend or other monies payable on or in respect of any Share shall bear interest against the Company. | No Interest |
| 147. | 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. | Directors' Right to Capitalize |
| 148. | 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. | Directors' Right to Retain Dividends |
| 149. | 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 and any dividend unclaimed after a period of one (1) year from the date of declaration of such dividend shall be dealt with in accordance with the Unclaimed Moneys Act, 1965. | Unclaimed Moneys |
| 150. | Subject to the Depositories Act and the Rules, a transfer of Shares shall not pass the right to any dividend declared on such Shares before the registration of the transfer. | Transfer of Shares and Dividends Declared |
| 151. | The receipt of a single person appearing by the Register or 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. | Discharge to Company |
| 152. | (a) Any dividend, interest or other monies payable in cash in respect of Shares may be paid by direct debit, bank transfer, cheque or dividend warrant or such other electronics transfer methods, and all electronic payment of cash distributions must be done in accordance with the Listing Requirements.

(b) Where applicable, every cheque or dividend warrant shall be sent:

(i) by post, by courier or by hand to the registered address of the person entitled as appearing in the Register and/or the Record of Depositors; or | Payment of Dividends |

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- (ii) by post, by courier or by hand to the registered address of the person becoming entitled to the Share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder or operation of law had not occurred; or
 - (iii) by post, by courier or by hand to such address as the person entitled may direct in writing but the Company shall be entitled to send such cheque or dividend warrant to such other address or by such other means stated herein notwithstanding such direction.
- (c) Where applicable, every cheque or warrant may be made payable:
- (i) to the order of the person entitled; or
 - (ii) to the order of the person entitled by reason of the death, bankruptcy or mental disorder of the holder or by operation of law; or
 - (iii) to the order of such other person as the person entitled may in writing direct to be sent to,

but nothing herein shall prevent such cheque or warrant from being made payable in such other manner as the Company would be entitled to in respect of such cheque or warrant including (without limitation), in the case of the death of the holder of the Share in respect of which the dividend or other monies to be paid by the cheque or warrant are payable making such cheque or warrant payable to the estate of such holder if the Company thinks appropriate. Such cheque or warrant shall be a good discharge to the Company. The Company shall not be responsible for any loss of any such cheque or warrant (whether in the post, while being delivered by courier or by hand, after delivery to the relevant address of person or otherwise).

153. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, 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 (1) or more of such ways, and the Directors shall give effect to such resolution, 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 certificates 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 trustee upon such trusts for the permits entitled to the dividend as may seem expedient to the Directors.

Satisfaction by
Distribution of Assets

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154. Subject to the Act, the Listing Requirements and any consents or approvals required by the law, the Company may undertake a Dividend Reinvestment Scheme and issue new Shares pursuant thereto.
- Dividend Reinvestment Scheme

CAPITALISATION OF PROFITS

155. 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 account or otherwise available for distribution provided that such sum is 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 is 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.
- Power to Capitalize
156. Whenever such a resolution as aforesaid in Clause 155 shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or 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 certificates or by payment in cash or otherwise as they think fit for the case of Shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment 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.
- Directors' Right to Appropriate

ACCOUNTS

157. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of 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 the Act or any other applicable law or authorised by the Directors or by the Company in general meeting. Subject always to Section 245(5) of the Act the books of account or records of operations shall be kept
- Records on Account Transactions

at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

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| 158. | The Directors shall from time to time in accordance with the Act and the Listing Requirements cause to be prepared and laid before the Company in general meeting the annual financial statements. The interval between the close of a financial year of the Company and the issuance of the annual audited financial statements, the Directors and Auditor's reports shall be in accordance with the Listing Requirements. | Annual Financial Statements and Reports and Interval Between the Close of Financial Year and Annual Audited Financial Statements, Directors' and Auditors' Reports |
| 159. | A copy of each of the documents referred to in Clause 158 in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of, and to every holder of debentures of the Company who has requested for such documents and to every other person who is entitled to receive notices of general meetings from the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. | Reports May Be in Printed Form or in CD-ROM or Other Electronic Form |
| 160. | Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member. | Directors Not Bound to Publish Any List of Particulars |

AUDITOR

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| 161. | The Auditor shall be appointed for each financial year of the Company by way of an ordinary resolution in accordance with Section 271 of the Act and the Auditor may be removed by way of an ordinary resolution in accordance with Section 276 of the Act. The Auditor may resign from his office by giving a notice in writing of his intention to do so to the Company at the Office. The Auditor' duties shall be regulated in accordance with the Act. | Appointment and Resignation of Auditors |
| 162. | The Auditor shall attend every annual general meeting where the financial statements of the Company for a financial year are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statement in accordance with Section 285 of the Act. | Attendance of Auditors at Annual General Meeting |
| 163. | The Auditor shall be entitled 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 Auditor. | Rights of Auditors in respect of Annual General Meeting |

LANGUAGE

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

DESTRUCTIONS OF DOCUMENTS

165. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all Share Certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change or name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every Share Certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recoded particulars thereof in the books or records of the Company provided that:
- Destruction of Documents
- (a) the foregoing provisions of this Clause shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
- (b) nothing contained in this Clause shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Clause; and
- (c) reference in this Clause to the destruction of any document include references to its disposal in any manner.

AUTHENTICATION OF DOCUMENTS

166. Any Director or the Secretary or any person approved by the Board for the purposes hereof shall have power to authenticate any document or proceeding requiring authentication by 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.
- Authentication of Documents

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167. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 166 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

Conclusive Evidence of Resolutions and Extract of Minutes of Meetings

NOTICES

168. Subject to the provisions of the written law, a notice or other document may be served by the Company or the Secretary upon any Member:

Service of Notices or Documents to Members

(a) in hard copy, either personally or by sending it through the post in prepaid letter addressed to such Member at his registered address as appearing in the Register or Record of Depositors;

(b) in electronic form, and sent by the following electronic means:

(i) transmitting to his last known electronic mail address; or

(ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or

(iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.

169. (a) Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

When Service Deemed Effected

(b) Any notice or other document, if sent by electronic means shall be deemed to have been sent or delivered as follows:

(i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 168(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;

(ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 168(b)(ii); or

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- (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 168(b)(iii).

In the event that service of a notice or document pursuant to Clause 168(b) is unsuccessful, the Company must, within four (4) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 168(a) hereof.

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| 170. | 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 postages 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 or the Secretary as such Member's or Director's telefax number for the time being in the case of telefax messages. | Service of Notice or Documents by Company or Secretary |
| 171. | 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 the Record of Depositors as the registered holder of such Share, shall have been duly given to the person from whom he derives the title to such Share provided always that a person entitled to a Share in consequence of the death or bankruptcy 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 or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the Share. | Notice in Case of Death or Bankruptcy |
| 172. | Subject always to the provisions of Clause 168(a) and 169(a), any notice or document delivered or sent by post to, or left at, the registered address of any Member shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his Personal Representatives. | Address for Service |
| 173. | (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to: <ul style="list-style-type: none">(i) every Member and Director; | Entitlement of People to Receive Notices |

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- (ii) every person entitled to a Share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (iii) the Auditor; and
 - (iv) the Exchange.
- (b) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of general meetings.
- (c) Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other authorised officer of the Company.

EFFECT OF THE LISTING REQUIREMENTS

174. Effect of the Listing Requirements:

Effect of the Listing Requirement

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

WINDING UP

175. 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.

Winding Up

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176. Save that this Clause shall be without prejudice to the rights of holders of Shares issued upon special terms and conditions the following provisions shall apply: Distribution of Assets

(a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid-up, or which ought to have been paid-up at the commencement of the winding up, on the Shares held by them respectively; and

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

177. On a voluntary winding up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the Members in general meeting. The amount of such commission or fee shall be notified to all Members not less than seven (7) days before the meeting at which it is to be considered. Commission or Fee of Liquidator

SECURITY CLAUSE

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

INDEMNITY

179. Subject to the applicable laws, every Director, Auditor, Secretary and other officer (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability. The provisions of this Clause in relation to indemnifying and effecting insurance for Directors shall not apply to any civil or criminal liability arising out of a breach by a Director of his duties under Section 213 of the Act. Indemnity for Company's Officers

RECONSTRUCTION

180. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any Power of the Directors and Liquidators to Accept Shares, as Consideration for Sale

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property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company; and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of Shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto.