



**LPI CAPITAL BHD** (4688-D)

[Incorporated in Malaysia under the Companies Act 1965 and  
deemed registered under the Companies Act 2016]

## **APPENDIX A**

## **PROPOSED NEW CONSTITUTION**

**OF**

**LPI CAPITAL BHD**

This is the Appendix A referred to in the Agenda No. 8 of the Notice of 58<sup>th</sup> Annual General Meeting (AGM) of LPI Capital Bhd dated 26 February 2019.

Date and time of the AGM : Wednesday, 27 March 2019 at 11.00 a.m.

Venue of the AGM : Sabah Room, Basement II, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia

**THE COMPANIES ACT 2016  
COMPANY LIMITED BY SHARES**

**THE CONSTITUTION OF  
LPI CAPITAL BHD**

**1. INTRODUCTION**

**1.1 Company Name**

The name of the Company is “LPI Capital Bhd”.

**1.2 Type of company**

The Company is a public company limited by shares.

**1.3 Registered office**

The registered office of the Company shall be situated in Malaysia.

**1.4 Power of the Company**

The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected to by applicable authorities.

**1.5 Members’ liability**

The liability of the Members is limited.

**2. DEFINITION AND INTERPRETATION**

**2.1 Definition**

(a) In this Constitution, unless the context otherwise requires :-

**WORDS**

**MEANINGS**

**Act**

The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company;

**Applicable Laws**

All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, Rules, the Demutualisation Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities;

**Article**

Any provisions in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws;

<b>Board</b>	Board of Directors for the time being of the Company;
<b>Bursa Depository</b>	Bursa Malaysia Depository Sdn Bhd (165570-W) and/or its nominee;
<b>Bursa Securities</b>	Bursa Malaysia Securities Berhad (635998-W);
<b>Central Depositories Act</b>	The Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof;
<b>Central Depositories (Amendment) Act</b>	The Securities Industry (Central Depositories) (Amendment) Act 1998 and any statutory modification, amendment or re-enactment thereof;
<b>Chairman</b>	The Chairman for the time being of the Board of Directors;
<b>Constitution</b>	This Constitution of the Company as originally framed or as altered from time to time;
<b>Deposited Security</b>	A Security standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense;
<b>Depositor</b>	A holder of Securities Account established by the Bursa Depository;
<b>Directors</b>	The Directors for the time being of the Company;
<b>Dividend</b>	Dividend and/or bonus;
<b>Exempt Authorised Nominee</b>	An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), which is exempted from compliance with the provisions of Section 25A(1) of the SICDA;
<b>General Meeting/ Meeting</b>	A meeting of the Members of the Company held in accordance with the Constitution;
<b>In Writing</b>	Written or produced by any substitute for writing, or partly one and partly another. Writing shall include printing, photography, electronic and any other mode or modes of representing or reproducing words in a visible form.
<b>Listing Requirements</b>	Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time;
<b>Market Day</b>	A day on which there is official trading on Bursa Securities;
<b>Member</b>	Any person for the time being holding shares in the Company and whose name appears in the Register of Members and depositors whose names appear on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd);
<b>Month</b>	Calendar month;
<b>Newspaper</b>	Leading newspaper circulating in the country;
<b>Office</b>	The Registered Office of the Company;
<b>Omnibus Account</b>	A Securities Account in which ordinary shares are held in the Company for multiple beneficial owners;
<b>Ordinary Resolution</b>	A resolution which has been passed by a simple majority of more than half of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy;

<b>Record of Depositors</b>	Record of depositors provided by Bursa Depository to the Company under Chapter 24.0 of the Rules of Bursa Depository, including any modification or amendment thereof that may be made from time to time;
<b>Rules</b>	The Rules of the Bursa Depository;
<b>Seal</b>	The Common Seal of the Company;
<b>Secretary</b>	Any person or persons appointed by the Directors to perform any of the duties of the Secretary;
<b>Securities</b>	The securities of the Company which have the meaning given in Section 2 of the Capital Markets and Services Act 2007;
<b>Securities Account</b>	An account established by the Bursa Depository for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor;
<b>Special Resolution</b>	A resolution of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy;
<b>The Company</b>	LPI Capital Bhd;
<b>Year</b>	Calendar Year.

- (b) Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning as in this Constitution.
- (c) A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.
- (d) Expressions referring to “writing” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (e) Expressions referring to “electronic communications” shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.

## 2.2 Interpretation

- (a) Unless these be something in the subject or context inconsistent therewith :-
  - (i) words denoting the singular number only shall include the plural and vice versa;
  - (ii) words denoting the masculine gender only shall include the feminine and neuter gender and vice versa;
  - (iii) words denoting persons shall include firms, partnership, companies and corporations;
  - (iv) the abbreviation “RM” or “Ringgit Malaysia” means the lawful currency of Malaysia.

- (b) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.
- (i) Any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution.
- (ii) The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

### **CAPITAL STRUCTURE**

- 3. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred, qualified, or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise. Share Capital
- 4. Without prejudice to any special rights previously conferred on the Members of any existing shares or class of shares and subject to the provisions of this Constitution, Applicable Laws, and to the provisions of any resolution of the Company, the Board may issue, allot or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights, or such restrictions, and subject to such restrictions and at such times as the Board may determine. Issue of Shares
- 5. Subject to Applicable Laws and any preference shares may with the sanction of an Ordinary Resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed and the Company shall not issue preference shares ranking in priority over preference shares already issued but may issue preference shares ranking equally therewith. Rights of Preference Shareholders
  - (a) A holder of preference shares must be entitled to a right to vote in each of the following circumstances :-
    - (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
    - (ii) on a proposal to reduce the Company's share capital;
    - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
    - (iv) on a proposal that affects the rights attached to the preference shares;
    - (v) on a proposal to wind up the Company; and
    - (vi) during the winding up of the Company.
  - (b) A holder of preference shares must be entitled to the same rights as a holder of ordinary shares in relation to receiving notices, reports, audited financial statements and attending meetings.

## VARIATION OF RIGHTS

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| 6. | Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated, and preference capital (other than redeemable preference capital or any other alteration of preference shareholder's rights) with the consent in writing of the holders of seventy-five per centum (75%) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class. To every such separate General Meeting all the provisions of this Constitution relating to General Meetings of the Company, or to the proceedings thereat, shall mutatis mutandis apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary. | Variation of class rights |
| 7. | The rights conferred upon the Members of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith.   | Ranking of class rights   |

## ALTERATION OF SHARE CAPITAL

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| 8.  | Subject always to the respective rights, terms, and conditions as stated therein, the Company shall have the power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and, to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the Constitution for the time being of the Company.   | Alteration of share capital |
| 9.  | The Company may from time to time by Ordinary Resolution, whether all the shares for the time being issued have been fully called up or not, increase its capital by the creation and issue of new shares, by such sum to be divided into shares of such amounts as the resolution shall prescribe.   | Power to increase capital   |
| 10. | Subject to any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities of whatever kind shall, before issue, be offered to such persons as to the date of the offer are entitled to receive notices from the Company of General Meeting in proportion, as nearly the circumstances admit, of the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. | Offer of new shares         |

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| 11. | All new shares shall be subject to the provisions of these Constitution with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.  | Rights and Liabilities of new shares |
| 12. | The Company may by Special Resolution :-   |                                      |
| (a) | Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;  | Power to consolidate shares          |
| (b) | Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled provided always that nothing in this Constitution shall affect the Company's power to cancel any shares pursuant to any exercise of its power;  | Power to cancel shares               |
| (c) | Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by this Constitution (subject, nevertheless, to the provisions of the Act) and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such subdivision, one or more of the shares may have only such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions or compared with the others as the Company has power to attach to unissued or new shares, provided always that nothing in this Constitution shall affect the Company's power to reduce its share capital pursuant to any exercise of its power. | Power to sub-divide shares           |
| 13. | The Company may by Special Resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.  | Power to reduce capital              |
| 14. | Subject to the provisions of the Act, the requirements of the Bursa Securities and/or any other relevant Authorities and to its compliance with all Applicable Laws, the Company may purchase its own shares upon and subject to such terms and conditions as the Directors may, in their absolute discretion, deem fit. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Bursa Securities and/or any other relevant Authorities and in accordance with the Applicable Laws.  | Purchase of own shares               |

## SHARES

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| 15. | Subject always to the provisions of the Act, provisions of this Constitution, provision of any resolution of the Company and to its compliance with all Applicable Laws, the shares in the capital of the Company for the time being shall be at the disposal of the Directors, and they may allot, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but subject always to the following restrictions :- | Shares at the disposal of Directors |
| (a) | No Director shall participate in a Share Issuance Scheme unless shareholders in general meeting have approved the specific allotment to be made to such Director;  |                                     |
| (b) | No shares shall be issued at a discount except in compliance with the provisions of the Act;   |                                     |
| (c) | The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolutions passed creating the same; and   |                                     |
| (d) | Shares shall not be issued, allotted or disposed to transfer a controlling interest in the Company without the prior approval of shareholders in general meeting.  |                                     |

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| 16. | The Company may exercise the powers of paying commissions conferred by the Act. The rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed ten per centum (10%) of the price at which the shares in respect of which the commission is paid are issued. Such commission may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may also on any issue of shares pay such brokerage as may be lawful.  | Power to pay commissions and brokerages     |
| 17. | If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in Section 130 of the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.  | Power to charge interest to capital         |
| 18. | Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution or by law otherwise provided or the Rules) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.   | Trust not to be recognised                  |
| 19. | In respect of Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules and Listing Requirements :-   | Deposited Securities                        |
|     | (a) Where any new Securities which are designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options, or otherwise), the Company shall notify the Bursa Depository of the name of the allottees or entitled persons and all such other information as may be required by the Bursa Depository (whether under the Rules, by virtue of the Central Depositories Act, or otherwise) to enable the Bursa Depository to make the appropriate entries in the Securities Accounts of the relevant allottees or entitled persons, and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the Bursa Depository or its nominee in respect of such Securities to the Bursa Depository; |   |
|     | (b) The Company shall make applications for quotations of such Securities and allot all such Securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed, and in accordance with the provisions of the Rules, the Central Depositories Act, and the Listing Requirements; and   |   |
|     | (c) No share certificate or scrip will be issued to any such allottees or entitled persons.   |   |
| 20. | Every certificate for shares, debentures, or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the Seal or official seal in accordance with this Constitution.  | Certificate and debentures to be under Seal |



## CALLS ON SHARES

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| 21. | The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the terms of issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment) pay to the Company at the date, time and place so specified the amount called on his shares provided that no call shall exceed one-fourth (1/4) of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call (if any). A call may be revoked or postponed as the Directors may determine.  | Calls                                       |
| 22. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).  | When call deemed made                       |
| 23. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.  | Liability of joint holders                  |
| 24. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding eight per centum (8%) per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.   | Interest on calls                           |
| 25. | Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of this Constitution be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.   | Sum due on allotment to be treated as calls |
| 26. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid, and the times of payment.   | Power to differentiate                      |
| 27. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish, so far as the same shall extend the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate (not exceeding eight per centum (8%) per annum) as the Member paying such sum and the Directors agree upon. No such sum paid in advance of calls shall entitle the Member paying such sum to any portion of a dividend declared in respect of any period to the date upon which such sum would, but for such payment, become presently payable. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. | Payment in advance of calls                 |

## FORFEITURE AND LIEN

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| 28. | If a Member fails to pay in full or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation which may have accrued.   | Notice requiring payment of calls   |
| 29. | The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.  | Particulars in notice   |
| 30. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and compensation due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.   | Forfeiture on non-compliance with notice  |
| 31. | A share so forfeited or surrendered shall become the property of the Company and may be 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. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.  | Sale of shares forfeited or surrendered   |
| 32. | A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at eight per centum (8%) per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.   | Rights and Liabilities of members whose shares have been forfeited or surrendered |
| 33. | The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share. Such lien shall extend only to the specific shares on which such calls or instalments are for the time being unpaid and to all dividends from time to time declared in respect of such shares. The Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a Member, whether solely or jointly with any other person or persons, for all the debts and liabilities of such Members or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Member, and whether the period for the payment or discharge of the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof payable thereon. The Directors may at any time either generally or in any particular case waive any lien that has arisen or resolve that any share shall for some specified period be wholly or partially exempt from the provisions of this Constitution. | Company's lien  |

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| 34. | The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been paid to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.  | Sale of shares subject to lien                      |
| 35. | The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company had a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the time of the sale or his executors, administrators or assignees or as he or they may direct. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.  | Application of proceeds of such sale                |
| 36. | A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate of proprietorship of the share under seal delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer of the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by an irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share. | Title to shares forfeited or sold to satisfy a lien |

#### UNTRACEABLE SHAREHOLDERS

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| 37. | The Company may sell any shares in the Company if :-  | Conditions for the Company to sell the shares in the Company |
|     | (a) all cheques or dividend warrants, being not less than three in total number, for any sum payable in cash or via electronic transfer to the holder of such shares in respect of them sent during the relevant period in the manner authorised by this Constitution of the Company have remained uncashed or unable to bank-in; |  |
|     | (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares of a person entitled to such shares by death, bankruptcy or operation of law; and                                 |  |
|     | (c) the Company has caused an advertisement to be inserted in the newspaper giving notice of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement and the Company has notified the Bursa Securities of such intention.   |  |

For the purpose of the foregoing, the "relevant period" means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (c) above and ending at the expiry of the said period of three months referred to in the paragraph.

38. To give effect to any such sale the Directors may authorise some person to transfer the said shares and any instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such share, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Constitution shall be valid and effective notwithstanding that the Member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.
- Authorisation of Directors to effect of the transfer

### INFORMATION OF SHAREHOLDING

39. (a) The Company may require any information of a Member.
- Information of shareholding
- The Company may by notice in writing require any Member within such reasonable time as is specified in the notice :-
- (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
  - (ii) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (b) The Company may require any information of beneficial interest.
- Where the Company is informed in pursuance of a notice given to any person hereof or this Constitution that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-
- (i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
  - (ii) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (c) Member to inform Company
- The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

## TRANSFER OF SHARES

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| 40. | The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities which have been deposited with Bursa Depository by the Company.  | Form of transfer                                    |
| 41. | The transfer of securities by the Company to Bursa Depository and from Bursa Depository to the Company shall be in accordance with the Applicable Laws.  | Transfer of securities to and from Bursa Depository |
| 42. | No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.  | Prohibited transfer                                 |
| 43. | The Directors may, in their absolute discretion decline to register any transfer of shares where the registration of the transfer would result in a contravention or failure to observe the provisions of any laws in Malaysia or the transfer is in respect of a partly paid share in respect of which a call has been made and is unpaid.  | Directors' power to decline to register             |
| 44. | In the case of Deposited Security, Bursa Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules.  | Refuse of transfer                                  |
| 45. | The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year or such number of days as may be prescribed by Bursa Securities. The Company shall give Bursa Securities prior written notice and publication in at least one (1) newspaper of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least ten (10) Market Days after the date of announcement to Bursa Securities or such number of days as may be prescribed by Bursa Securities. In relation to the closure, the Company shall give written notice, in accordance with the Rules, to enable Bursa Depository to prepare the appropriate Record of Depositors. | Suspension of registration                          |
| 46. | Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.  | Renunciation of allotment                           |

## TRANSMISSION OF SHARES

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| 47. | In case of the death of a Member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Constitution shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him. | Transmission of death |
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| 48. | Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, subject as hereinafter provided, either be registered himself as holder of the share upon giving to the Company notice in writing of such his desire, or transfer such share to some other person provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on Bursa Depository. All the limitations, restrictions, and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member, provided always that where the share is a deposited security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled. | Registration of executors and trustees in bankruptcy |
| 49. | Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a Member in respect of the share.  | Rights of unregistered executors and trustees        |

### CONVERSION OF SHARES INTO STOCK

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| 50. | The Company may by Ordinary Resolution passed at a General Meeting convert any paid-up shares into stock or re-convert any stock into paid-up shares of any denomination.  | Power to convert into stock |
| 51. | The stockholders may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.   | Transfer of stock           |
| 52. | The stockholders shall according to the amount of the stock held by them, have the same rights, privileges and advantages with regards to dividends, voting at meetings and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage. | Rights of stockholders      |
| 53. | All such of the provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholders" therein shall include "stock" and "stockholders".   | Interpretation              |

### GENERAL MEETINGS

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| 54. | An Annual General Meeting shall be held once in every year in addition to any other meetings in that year, at such time (within six (6) months of the Company's financial year end and a period of not more than fifteen (15) months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings. | Annual General Meeting |
| 55. | The Company shall hold all Meetings of its Members within Malaysia and may hold a Meeting of its Members within Malaysia at more than one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the Meeting.   | Venue                  |

56. The Directors may whenever they think fit, convene an Extraordinary General Meeting. In addition, an Extraordinary General Meeting shall also be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a Meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.
- Extraordinary General Meeting

## NOTICE OF GENERAL MEETINGS

57. Any General Meeting at which it is proposed to pass a Special Resolution or a resolution of which special notice has been given to the Company or the Annual General Meeting shall be called by twenty one (21) days' notice in writing at the least (save as provided by the Act) and any other General Meeting shall be called by fourteen (14) days' notice in writing at the least given in manner hereinafter mentioned to all Members other than such as under the provisions of this Constitution are not entitled to receive such notices from the Company.
- Notices

At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any Special Resolution is proposed or where it is the Annual General Meeting of every such meeting must also 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; further provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if so agreed :-

- (a) In the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) In the case of an Extraordinary General Meeting, by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.

Provided also that the accidental omission to give notice, to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

58. (a) The Company shall request Bursa 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
- (b) The Company shall also request Bursa 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").
- (c) 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.

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| 59. | (a) | Every notice calling a General Meeting shall specify the place and the day and hour of the Meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.  | Contents of notice   |
|     | (b) | In the case of an Annual General Meeting shall also specify the Meeting as such.   |                      |
|     | (c) | 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.   |                      |
| 60. |     | Subject always to the provisions of the Act, no business shall be transacted at a Meeting of Members except business of which notice has been given in the notice convening the Meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the declaring a dividend, laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' remuneration, and the appointment and fixing of the Auditors' remuneration in accordance with the Act. The notice convening a Meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be. | Business at meetings |

#### PROCEEDINGS AT GENERAL MEETINGS

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| 61. |  | No business shall be transacted at any General Meeting unless a quorum is present. Two (2) Members present in person or by proxy shall be a quorum for all purposes.   | Quorum                 |
| 62. |  | If within half (1/2) an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then, to the next business day following such public holiday) at the same time and place, or such other day and at such other time and place as the Directors may determine, and if at such adjourned Meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned Meeting, the Members present shall form a quorum.                                     | Adjournment            |
| 63. |  | Subject to the provisions of the Act, a resolution in writing, signed or assented by every Member of the Company entitled to vote shall have the same effect and validity as a resolution of the Company passed at a General Meeting, duly convened, held and constituted, and may consist of several documents in the like form, each signed by one or more of such Members.  | Resolutions in writing |
| 64. |  | The Chairman (if any), or the Co-Chairman (if any) of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman or Co-Chairman, or if at any Meeting he be not present within fifteen (15) minutes after the time appointed for holding the Meeting or be unwilling to act, the Directors present shall choose one (1) Director to be Chairman of the Meeting, or if no Director be present or if all the Directors decline to take the Chair, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairman of the Meeting. However, a proxy shall not be eligible for election as Chairman of the Meeting. | Chairman               |



65. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting. Adjournments
66. A resolution put to vote at any Meeting of Members shall be determined by poll. 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 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 to some place and time fixed for the purpose of declaring the result of the poll. Polls
- The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. 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.
67. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the result of the voting. Votes counted in error
68. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to have a casting vote in addition to the votes to which he may be entitled as a Member. Chairman's casting vote

### VOTES OF MEMBER

69. (a) Subject to this Constitution and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued every holder of Ordinary Shares or Preference Shares who is present in person or by proxy shall have one (1) vote for every share of which he is the holder. Voting rights of members
- (b) A Member or an authorised nominee as defined under the Central Depositories Act may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in 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.
- (c) Where a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

- (d) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
- (e) A Member of the Company entitled to attend and vote at a Meeting of the Company, or at a Meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the Meeting. There shall be no restriction as to the qualification of the proxy.
70. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding. Voting rights of joint holders
71. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a poll, by his committee, curator bonis or other person in the nature of a committee curator bonis appointed by such court (who may appoint a proxy), provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty eight (48) hours before the time appointed for holding the meeting. Voting rights of lunatic members
72. A Member of the Company shall be entitled to be present and to vote at any General Meeting in respect of any share or shares upon which all calls due to the Company have been paid. Right to vote
73. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive. Objections
74. On a poll votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Vote on a poll
75. An instrument appointing a proxy shall be in writing and :- Execution of proxies
- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation shall be either under its Seal or signed by its attorney or by an officer on behalf of the corporation.
- The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer.
76. (a) Subject to the Act and the Listing Requirements, the Directors of the Company may accept the appointment of proxy received by Electronic Communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic Communication shall be in accordance with this Clause and shall not be subject to the requirements of Clause 75. Appointment of proxy via electronic communication

- (b) For the purposes of this Clause, the Directors may require such reasonable evidence they consider necessary to determine and verify :-
    - (i) the identity of the Member and the proxy; and
    - (ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
  - (c) Without prejudice to Clause 76(a), the appointment of a proxy by Electronic Communication must be received at the Electronic Address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein :-
    - (i) Notice calling the meeting;
    - (ii) Instrument of proxy sent out by the Company in relation to the meeting; or
    - (iii) Website maintained by or on behalf of the Company.
  - (d) An appointment of proxy by Electronic Communication must be received at the Electronic Address specified by the Company pursuant to Clause 76 (c) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
  - (e) An appointment of proxy by Electronic Communication which is not made in accordance with this Clause shall be invalid.
77. 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. Rights of proxy to speak
78. An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Deposit of proxies
79. An instrument appointing a proxy may be in the usual common form or such other form as the Directors may accept, and shall be deemed to include the right to demand or join in demanding a poll. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the Meeting as for the Meeting to which it relates and need not be witnessed. Form of Proxies
80. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office (or at such other place as may be specified for the deposit of instruments appointing proxies) 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 proxy is used. Intervening death or insanity of principal not to revoke proxy

## **CORPORATIONS ACTING BY REPRESENTATIVES**

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| 81. | Subject to the provisions of Section 333 of the Act, any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representatives at any Meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company. | Representatives |
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## **DIRECTORS**

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| 82. | Subject as hereinafter provided the Directors shall not be less than two nor more than twelve in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors.   | Number of Directors       |
| 83. | A Director shall not be required to hold any share qualification in the Company unless the Company in General Meeting shall otherwise determine.   | Qualification of Director |
| 84. | The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an Ordinary Resolution of the Company in General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that :-  | Remuneration of Directors |
|     | <p>(a) salaries payable to executive Director(s) may not include a commission on or percentage of turnover;</p> <p>(b) fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover; and</p> <p>(c) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.</p>  |                           |
|     | <p>The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Meetings of Directors.</p>   |                           |
| 85. | Any Director, who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage of turnover) as the Directors may determine. Any extra remuneration payable to a non-executive Director shall not include a commission on or percentage of profits or turnover.   | Extra remuneration        |
| 86. | The Board may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependents of any such person. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses of any such persons 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 and the approval of the Company in a meeting of Members. | Pensions                  |

87. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a Member may act in a professional capacity for the Company 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, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, provided that such disclosure is made as is required by this Constitution. Power of Directors to hold offices of profit and to contract with Company
88. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or otherwise benefits received by him as a director or officer of, or by virtue of his interest in, such other company. Holding of concurrent office

### MANAGING DIRECTOR

89. The Directors may from time to time appoint one (1) or more of their body to be Managing Director or Managing Directors. Appointment of Managing Directors
90. A Director appointed to the office of Managing Director shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director. Cessation of office
91. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or a percentage of turnover. Remuneration of Managing Directors
92. The Directors may entrust to and confer upon a Director holding any such office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. A Managing Director shall be subject to the control of the board of Directors. Powers of Managing Directors

### APPOINTMENT AND RETIREMENT OF DIRECTORS

93. The office of a Director shall be vacated in any of the following events, namely :- Vacation of office of Director
- (a) If he becomes disqualified from being a Director under Section 198 or 199 of the Act or any other Applicable Laws;
  - (b) If he resigns in accordance with Section 208(2) of the Act;
  - (c) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 [Act 615];
  - (d) If he be removed by the Company in General Meeting in accordance with the Act or the provisions therein;

- (e) If he retired in accordance with the Act or under this Constitution and is not re-elected;
- (f) If he is absent from the total Board of Directors' Meetings held during a financial year as prescribed by the Listing Requirements of Bursa Securities or any other regulatory bodies. However, if he is appointed after the commencement of a financial year, then only the Board Meetings held after his appointment will be taken into account;
- (g) If he is convicted by a court of law, whether in Malaysia or elsewhere, in relation to the offences set out in the Listing Requirements of Bursa Securities or any other regulatory bodies; or
- (h) Passed away.

For the purposes of this Constitution, Board Meetings may be convened by way of teleconferencing or such other communication modes as may be agreed by the Board of Directors.

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| 94. | <p>(a) An election of Directors shall take place each year.</p> <p>(b) At each Annual General Meeting one-third of the Directors (excluding the Managing Director, where applicable) for the time being, or, if their number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1), 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 Director retiring at a Meeting shall retain office until the close of the Meeting, whether adjourned or not.</p>   | Retirement of Directors by rotation     |
| 95. | The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.  | Selection of Directors to retire        |
| 96. | <p>The Company at the Meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected unless :-</p> <p>(a) at such Meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the Meeting and lost; or</p> <p>(b) such Director has given notice in writing to the Company that he is unwilling to be re-elected.</p>  | Filling vacated office                  |
| 97. | No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the Meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days before the Meeting at which the election is to take place. | Notice of intention to appoint Director |

98. The Company may by Ordinary Resolution of which special notice has been given or in accordance with Section 206 of the Act, remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by either of the forms of resolution aforesaid appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Directors
99. 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 additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such Meeting. Directors' powers to fill casual vacancies or appoint additional Directors

#### **ALTERNATE DIRECTORS**

100. Any Director may at any time appoint any person (other than a Director) approved by a majority of his co-Directors to act as his alternate Director of the Company, and may at any time remove any alternate Director so appointed by him. An alternate Director may only be appointed as an alternate to one Director at any point in time. Any fees paid by the Company (if any) to the alternate Director shall be deducted from that Director's remuneration. An alternate Director shall be subject to the provisions of this Constitution with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all Meetings of the Directors, and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally at such Meeting to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases to be a Director for any reason, except retirement by rotation and immediate re-election. All appointments and removal of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office. Provisions for appointing and removing alternate Directors

#### **PROCEEDINGS OF DIRECTORS**

101. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. Provided that the Chairman of a Meeting at which only two (2) Directors are present or at which only two (2) Directors are competent to vote in the question at issue, shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a Meeting of the Directors. A notice of Meeting of the Directors shall be sent to every Director who is in Malaysia, and the notice shall include the date, time and place of the Meeting and the matters to be discussed. An irregularity in the notice of a Meeting is waived if all Directors entitled to receive notice of the Meeting attend the Meeting without objection to the irregularity. Directors may participate in a Meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the Meeting of Directors

Meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a Meeting pursuant to this Constitution shall constitute presence in person at such Meeting.

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| 102. | The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.   | Quorum                               |
| 103. | A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or arrangement with the Company shall declare the nature of his interest in accordance with the provisions of the Act and shall not vote in regard to such contract or proposed contract or arrangements.   | Declaration of interest              |
| 104. | <p>Save as by the next following Constitution otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is directly or indirectly interested (and if he shall do so his vote shall not be counted) but shall be counted only to make the quorum at the board meeting, and shall not participate in any discussion while the contract or proposed contract is being considered at the Board Meeting, but this Constitution shall not apply to :-</p> <p>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(c) any proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; or</p> <p>(d) any arrangement for the benefit of the employees of the Company or of any of its subsidiaries under which the Director benefits in a similar manner as the employees and which does not accord to any Director as such any privilege or advantage not accorded to the employees to whom such arrangement relates.</p> <p>By Ordinary Resolution of the Company any particular contract, arrangement or transaction, carried out in contravention of this Constitution may be ratified; provided that the Director or Directors interested in such contract, arrangement or transaction shall be disqualified from voting on the resolution.</p> | Restrictions on voting and quorum    |
| 105. | A Director notwithstanding his interest may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other Company or whereat the Directors resolve to enter into or make any arrangement with him or on his behalf pursuant to this Constitution, or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.   | Relaxation of restrictions on voting |



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| 106. | The remaining Director may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution, the remaining Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors. | Proceedings in case of vacancies                             |
| 107. | The Directors may elect a Chairman and a Co-Chairman of their meetings and determine the period for which they are respectively to hold office, but if no Chairman or Co-Chairman shall have been appointed, or if at any meeting neither the Chairman nor the Co-Chairman be present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be a Chairman of the meeting.  | Chairman   |
| 108. | A resolution in writing signed by the majority of the Directors or their alternates for the time being in Malaysia, one of whom shall be the Chairman, shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held, and may consist of several documents, each signed by one or more of the Directors.  | Resolutions in writing                                       |
| 109. | The Directors may delegate any of their powers to committees consisting of such Member or Members of their body or to any person or persons as they think fit. Any committee so formed and any person or persons so appointed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.   | Delegation of powers   |
| 110. | The Meeting and proceedings of any such committee consisting of two (2) or more Members shall be governed by the provisions of this Constitution regulating the Meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Constitution.   | Proceedings at committee meetings                            |
| 111. | All acts done by any Meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid or that they or any of them were disqualified or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.                          | Validity of acts of Directors in spite of some formal defect |

### **BORROWING POWERS**

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| 112. | The Directors may borrow or raise from time to time for the purpose of the Company or of its related companies only or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by issue of debenture (whether at par or at a discount or premium) or otherwise as they may think fit. | Director's borrowing powers |
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## GENERAL POWERS OF DIRECTORS

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| 113. | The business of the Company shall be managed by Directors who may exercise all such powers of the Company as by the Act or by this Constitution required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by Special Resolution of the Company, but no regulations so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Constitution shall not be limited or restricted by any special authority or power given to the Directors by any other Constitution provided that any sale or disposal of the Company's main undertaking shall be subject to ratification by the Members in General Meeting. | General power of Directors to manage Company's business |
| 114. | The Directors may from time to time and at any time by power of attorney under the seal appoint any Company, firm or person or any fluctuating 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 (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.  | Power to appoint Attorneys                              |
| 115. | The Company, or the Directors on behalf of the Company, may in exercise of the powers in that behalf conferred by the Act cause to be kept, a branch register or register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.  | Power to keep a Branch register                         |
| 116. | All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipt for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.  | Signature of cheques and bills                          |

## SECRETARY

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| 117. | The Secretary shall, and a Deputy or Assistant Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. | Appointment of Secretary and Deputy or Assistant Secretary |
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## THE SEAL

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| 118. | (a) 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 and signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. | Formalities for affixing seal |
|      | (b) The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Board.  | Official Seal for use abroad  |

- (c) The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in this Constitution hereof.
- Official Seal  
for share  
certificates

#### **AUTHENTICATION OF DOCUMENTS**

119. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the Constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or accounts are kept elsewhere than at 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.
- Power to  
authenticate  
documents
120. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a Meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Constitution shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be, that such extract is a true and accurate record of a duly constituted Meeting of the Directors.
- Certified copies  
of resolution of  
the Directors

#### **DIVIDENDS AND RESERVES**

121. The Company may by Ordinary Resolution declare dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board. The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.
- Distribution of  
dividends  
out of profit
122. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Constitution only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- Appointment of  
dividends
123. The Directors may, if they think fit, from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates.
- Payment of  
preference  
and interim  
dividends

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| 124. | 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.   | Profit earned before acquisition of a business        |
| 125. | No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.   | Dividend not to bear interest                         |
| 126. | The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith.  | Deduction of debts due to Company                     |
| 127. | The Directors may retain any dividend or other moneys payable on or in respect of a share 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.   | Retention of dividends on shares subject to lien      |
| 128. | The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.   | Retention of dividends on shares pending transmission |
| 129. | Subject to Unclaimed Moneys Act, 1965, all dividends unclaimed after having been declared may be dealt with in accordance with the provision of the Unclaimed Moneys Act, 1965.  | Unclaimed dividends                                   |
| 130. | The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures 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 such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.  | Payment of dividends in specie                        |
| 131. | Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address or by direct electronic transfer to the bank account of the Member or person entitled thereto who is named in the Record of Depositors, or, if several persons are registered as joint holders of the share or are entitled thereto, to the registered address or via electronic transfer to the bank account provided by the joint holder first named on the Record of Depositors or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors or to such person and to such address or the bank account as the holder or first named joint holder may in writing direct or if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such persons may by writing direct. Every such cheque or warrant or electronic transfer shall be made payable to the order of the Members or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of the cheque or warrant or | Payment of dividends                                  |

electronic transfer if purporting to be endorsed, shall operate as a good discharge to the Company, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon or the instruction for the electronic transfer or remittance has been forged. Every such cheque or warrant or electronic transfer shall be sent at the risk of the person entitled to the money represented thereby. Where the shareholders have provided to the Bursa Depository the relevant contact details for purposes of electronic notifications, the Company shall notify them electronically once the Company has paid the cash dividends out of its accounts.

132. If several persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for a dividend or other moneys payable on or in respect of the share. Dividends due to joint holders

### RESERVES

133. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think fit it not prudent to divide. Power to carry profit to reserve

### CAPITALISATION OF PROFITS AND RESERVES

134. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding Ordinary Shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other; provided that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid. Power to capitalise profit

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| 135. | Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriation and applications of the sum 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 interested into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further share to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such Members. | Implementation of resolution to capitalise |
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### MINUTES AND BOOKS

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| 136. | The Directors shall cause minutes to be made in books to be provided for the purpose :- | Minutes |
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- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each Meeting of Directors and of any committee of Directors; and
- (c) of all resolutions and proceedings at all Meetings of the Company and of any class of Members of the Company and of the Directors and of Committees of Directors.

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

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| 137. | The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a register of Members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company. | Keeping of registers, etc |
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| 138. | Any register, index, minute book, book of account or other books required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery. | Form of registers, etc |
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| 139. | The Directors shall cause to be kept such books of account as are necessary to comply with the provisions of the Act. | Directors to keep proper accounts |
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| 140. | The books of account shall be kept at the office, or at such other place within Malaysia as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by Ordinary Resolution of the Company. | Inspection of books |
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| 141. | The Directors shall from time to time in accordance with the provisions of the Act and Bursa Malaysia Listing Requirements cause to be prepared and to be laid before a General Meeting of the Company such audited financial statements and Directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' report shall not exceed four (4) months.   | Presentation and issuance of audited financial statements and Directors' report |
| 142. | A printed copy of audited financial statements, Directors' and Auditors' reports which is to be laid before a General Meeting of the Company or in electronic platform or in such other form of electronic media shall not less than twenty-one (21) days before the date of the Meeting be sent to Bursa Malaysia and every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of this Constitution; provided that this Constitution shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, 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. In the event that these documents are sent in electronic platform or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request. | Copies of audited financial statements and Directors' report                    |

#### AUDITORS

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| 143. | Auditors shall be appointed for each financial year at the Annual General Meeting of the Company in accordance with Section 271 of the Act.   | Appointment of Auditors  |
| 144. | Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.  | Validity of acts of Auditors in spite of some formal defect                    |
| 145. | The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communication 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 him as Auditor, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act. | Auditor's right to receive notices of and attend and speak at General Meetings |

#### NOTICES

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| 146. | Any notice or document required to be given or issued under this Constitution may be served in writing or in electronic platform or in such other form of electronic media or any combination thereof, and it may be served by the Company on any Member either by :- | Service of notices and documents |
|      | (a) delivering or leaving it or by sending it through the post in a pre-paid letter, envelope or wrapper addressed to such Member at his registered address as appearing in the register or Record of Depositors; or  |                                  |
|      | (b) (in case of a notice) an advertisement in the newspaper; or   |                                  |
|      | (c) transmitting to his last known electronic mail address; or  |                                  |

- (d) 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
  - (e) (in the case of a notice and if the member concerned has registered with the Company a fax number) a facsimile transmission to his fax number.
147. In respect of joint holdings all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders. Service of notices in respect of joint holdings
148. Any Member described in the Register of Members and Record of Depositors by an address not within Malaysia who shall from time to time give the Company an address within Malaysia at which notices may be served upon him, it shall be deemed to have served upon him at such address any notice to which he is entitled under this Constitution. Members abroad may give an address for service
149. Any Member who has no registered address shall be deemed to have received any notice which shall have been displayed at the registered office of the Company in Malaysia and shall have remained there for the space of twenty-four (24) hours and such notice shall be deemed to have been received by such Member on the day following that on which it shall have been first so displayed. Members with no registered address
150. 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 person interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder. Service of notices after death or bankruptcy of a Member
151. Any notice or document shall be deemed to have been served by the Company to a Member :- When service effected
- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.  
  
In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.
  - (b) Where the notice or document is sent by electronic means :-
    - (i) via electronic mail, at the time of transmission to a Member's electronic mail address, 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; or
- (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given.

152. (a) Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the name of the Secretary or other duly authorised officer of the Company. When notice deemed effectual
- (b) Reasonable time shall be given to Members of the Company not residing in Malaysia in exercising their rights or to comply with the terms of any notice served by the Company. Notice by the Members to the Company shall be sufficiently given if sent to the registered office of the Company or the office of the share registrar.

#### **WINDING UP**

153. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of same kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one (1) or more class or classes as between the Members or different classes of Members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability. Distribution of assets in specie
154. 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 to be notified to all Members not less than seven (7) days before the Meeting at which it is to be considered. Liquidator's commission

#### **INDEMNITY**

155. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Indemnity to Directors and Officers

#### **ALTERATION OF CONSTITUTION**

156. Subject to this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution. Alteration of Constitution

**EFFECTS OF THE APPLICABLE LAWS**

157. (a) Notwithstanding anything contained in this Constitution, if the Applicable Laws prohibit an act being done, the act shall not be done. Listing Requirements on the content of the Constitution
- (b) Nothing contained in this Constitution prevents an act being done that the Applicable Laws require to be done.
- (c) If the Applicable Laws require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Applicable Laws require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (e) If the Applicable Laws require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Applicable Laws, this Constitution are deemed not to contain that provision to the extent of the inconsistency.
- (g) For the purpose of this Constitution, unless the context otherwise requires, "Applicable Laws" including any amendment to the Applicable Laws that may be made from time to time.

**SECRECY**

158. 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 business 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 Company to communicate to the public or to any particular Member. Inspection of Company's property

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