

**The Companies Act 2016
Malaysia**

PUBLIC COMPANY LIMITED BY SHARES

Constitution

of

MALAYAN FLOUR MILLS BERHAD

(Company No. 4260-M)

Incorporated on the 24th day of June, 1961

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MALAYAN FLOUR MILLS BERHAD

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| 1. | The name of the Company is MALAYAN FLOUR MILLS BERHAD (Company No. 4260-M), which is a public company limited by shares. | Name |
| 2. | The Registered Office of the Company will be situated in Malaysia. | Office |
| 3. | The Company shall have full capacity to carry on or undertake any business or activity, do any act or enter into any transactions and for these purposes, full rights, powers and privileges as contained in Section 21 of the Act. | Objects |
| 4. | The liability of the members of the Company is limited. | Liability |
| 5. | The share capital of the Company is its issued share capital. 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 dividend, capital, voting or otherwise. | Share Capital |

DEFINITIONS AND INTERPRETATION

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| 6. | In this Constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:- | Definitions |
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“Act” means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every 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.

“Authorised Nominee” means an authorised nominee defined under the Central Depositories Act.

“Board” means the Board of Directors for the time being of the Company.

"Books Closing Date" means the specified time and date set by the Company for the purpose of determining persons entitled to dividends, interest or new securities or rights to a priority of application for issues of securities.

"Central Depositories Act" means the Securities Industry (Central Depositories) Act, 1991, as it may be amended, modified or re-enacted from time to time.

"Clauses" means these Clauses as originally framed or as altered from time to time by special resolution.

"Company" means Malayan Flour Mills Berhad (Company No. 4260-M)

"Deposited Security" means a security standing to the credit of a securities account and includes securities in a securities account that is in suspense.

"Depositor" means a holder of Securities Account established by the Depository.

"Depository" means Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W).

"Directors" means the Directors for the time being of the Company and includes alternate Directors.

"Dividend" means Dividend and/or bonus.

"Electronic Address" means any address or number used for the purpose of sending or receiving documents or information by electronic means.

"Electronic Communication" means a document or information is sent or supplied by electronic communication if it is sent initially, and received at its destinations by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means

"Electronic Form" means any document or information sent, supplied, conveyed or transmitted via electronic communication if it is sent, supplied, conveyed or transmitted initially and received at its destination by the intended recipient by means of electronic equipment in any form or modes for the processing (which expression includes digital compression) or storage of data received, conveyed or transmitted via wire, radio, optical, cloud, website means or any other electromagnetic means or equivalent and as permitted under the Listing Requirements or any combination thereof.

"Exchange" means the Bursa Malaysia Securities Berhad (Company No. 635998-W).

"Exempt Authorised Nominee" means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

"In writing" or "written" means and includes words printed, lithographed, photographed, typed, represented or reproduced in any mode in a visible form.

"Jumbo Certificate" has the same meaning as is assigned to that expression under the Central Depositories Act.

"Listing Requirements" means Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.

"Market day" means a day on which the stock market of the Exchange is open for trading in securities.

"Member" means any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Depository or its nominee company in whose name the Deposited Security is registered) including depositors whose names appear on the Record of Depositors.

"Month" means calendar month.

"Prescribed Security" means a security which has been prescribed by the Exchange to be deposited with the Depository in accordance with Section 14 of the Central Depositories Act.

"Office" means the registered office for the time being of the Company.

"Record of Depositors" means a record provided by the Depository to the Company under Chapter 24.0 of the Rules.

"Register of Members" means the register of members to be kept pursuant to the Act and includes, where appropriate, the record of depositors of shares of the Company.

"Rules" means the Rules of the Depository and any appendices thereto as they may be amended, modified or re-enacted from time to time.

"Share" means share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.

"Secretary" means any person or persons who is a holder of a secretary licence or a member of a prescribed body appointed to perform the duties of the secretary of the Company for the time being and shall include a joint, temporary, assistant or deputy secretary.

"Securities" means securities as defined in Section 2(1) of the Central Depositories Act or any modification, amendment or re-enactment thereof for the time being in force.

"Securities Account" means an account established by the Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor, as defined in the Central Depositories Act and/or the Rules.

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

Subject as aforesaid any words defined in the Act shall if not inconsistent with the subject or the context bear the same meaning of this Constitution.

The marginal notes are inserted for convenience and shall not affect the construction of this Constitution.

7. The provisions set out in the Schedule 3 to the Companies Act 2016 shall not apply to the Company except in so far as the same are repeated or contained in this Constitution. Schedule 3 excluded

SHARES

8. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the Act, the Listing Requirements and to the conditions, restrictions and limitations expressed in this Constitution, the Directors shall have the power to allot shares or grant rights to subscribe for or otherwise dispose of the unissued shares in the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights, as they deem proper, provided always that:- Control and Allotment of Shares
- (a) no shares shall at any time be issued which shall result in the transfer of a controlling interest in the Company without the prior approval of the members in general meeting;
 - (b) no Director shall participate in a share or share option scheme by the Company for employees unless the Company in general meeting shall have approved of the specific allotment to be made to such Director;
 - (c) in the case of shares, other than ordinary shares, no special rights shall be attached to such shares, unless such rights have been expressed in this Constitution;
 - (d) the Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees; and
 - (e) the Company must allot and issue Securities, despatch notices of allotment to the allottees and make an application for the quotation of such securities within such periods as may be prescribed by the Exchange.
9. Subject to the Act, any preference shares, may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed provided that:- Rights of Preference Shareholders
- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited financial statements and attending general meetings of the

Company but shall only have the right to vote at any meeting convened for the purpose of reducing the Company's share capital, or on a proposal to wind up the Company, or sanctioning the disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects the rights and privileges attached to the share, or when the dividend or part of the dividend on such shares is in arrears for more than 6 months and during the winding up of the Company;

(b) the holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up; and

(c) the Company shall not, without the consent of the existing preference shareholders at a class meeting or pursuant to any clauses in this Constitution hereof, issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

10. The repayment of preference share capital other than redeemable preference, or any alteration of preference shareholder rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within 2 months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Special resolution of Preference Shareholders
11. Subject to the provisions of the Act and the Listing Requirements, Rules, regulations, orders or guidelines issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase its own shares and shall be dealt with in accordance with the provisions of the Act and the Listing Requirements, Rules, regulations, orders or guidelines issued by the Exchange and/or any other relevant authority from time to time. Purchase of own shares
12. 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 compelled in any way to recognise (even when having notice thereof) any equitable, contingent future, or partial interest in any share or unit of a share or (except only as by this Constitution or the Rules or by law otherwise provided) 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
13. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal personal representative and the word "call" wherever used in the Constitution shall be deemed to include an instalment. Call deemed to be instalment
14. No person shall exercise any rights of a member until his name shall have been entered in the Register of Members and/or the Record of Depositors. When members rights exercisable

15. Shares may be registered in the name of an incorporated company or other corporate body but not in the name of a minor or a person of unsound mind or who is insolvent or in the name of any firm or partnership. Who may be Members
16. The Company is empowered to require any member or transferee prior to registration of transfer, to furnish the nature of his shareholding and may also require a trustee or nominee to provide such particulars to enable the Company to identify the beneficial owners and the nature of their interest. Power to ask for Particulars
17. In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 80 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10% of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful. Power of paying commission
18. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 130 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant. Shares issued for purposes of raising money for the construction of works or building
19. Subject to the Act, the Central Depositories Act, the Listing Requirements and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company must ensure that it shall not issue any shares or convertible securities if those shares or convertible securities, when aggregated with any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the total number of issued shares or convertible securities of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised. Issue of Securities
20. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such securities: Timing for allotment of securities
 - (a) within 8 market days after the final applications closing date for an issue of securities or such other period as may be prescribed or allowed by the Exchange for issues of securities to the public or a rights issue;
 - (b) within 8 market days after the books closing date for a bonus issue or such other period as may be prescribed or allowed by the Exchange; and

(c) within 8 market days after the receipt of a subscription form together with the requisite payment for the exercise of a right or a conversion or such other period as may be prescribed or allowed by the Exchange.

21. The Depository or its nominee company shall be entitled to receive jumbo certificates in denominations requested by the Depository or its nominee company for shares that are deposited securities which shall be issued in accordance with the Central Depositories Act and the Rules. If the Depository or its nominee company shall require more than one jumbo certificate in respect of the shares that are deposited securities, it shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law plus any stamp duly levied by the Government from time to time. Jumbo certificates
22. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity being given by the member, transferee, person entitled, purchaser, member company of the Exchange or any financial institution on behalf of its/their client(s) as the Directors of the Company shall require. For every certificate issued, there shall be paid to the Company such sum as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Exchange, in addition to all expenses including, out-of-pocket expenses incurred in connection with the investigation by the Company of such loss or destruction. Lost or destroyed certificates

CALLS ON SHARES

23. The Directors may, subject to the Act and provisions of the Listing Requirements, from time to time make such calls upon the members in respect of any monies unpaid on their shares as they think fit and not by the conditions of the allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the issued price of the share or be payable at less than 30 days from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least 14 days' notice specifying the date or time and place of payment) pay to the Company at the date or time and place so specified the amount called on his shares. A call may be made by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Call
24. Subject to any special conditions on which any shares have been issued, each member shall be liable to pay any call made on him and any instalment presently payable by him at the time and place appointed by the Directors. Liability of members for calls
25. If before or at the day appointed for payment thereof a call or instalment payment in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call at such rate not exceeding 8% per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. Interest on calls
26. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment the provisions of this Constitution as Nature of call and non-payment thereof

to payment of interest and expenses, forfeiture and the like and other relevant provisions of the Act or of the Constitution shall apply as if such sum were a call duly made and notified as hereby provided.

27. The Directors may from time to time –
- (a) make arrangements on the issue of shares for varying the amounts and times of payment of calls as between shareholders;
- (b) accept from any shareholder the whole or a part of the amount remaining unpaid on any shares although no part of that amount has been called up; and
- (c) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
28. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the monies uncalled or unpaid upon any shares held by him, and upon all or any of the monies so advanced, the Company may (until the same would but for such advance become payable) pay interest at such rate not exceeding 8% per annum as may be agreed upon between the Directors and such member unless the Company in a general meeting otherwise directs. No such sum paid in advance of a call shall entitle the member paying such sum, whilst carrying interest, to a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid.
29. No member shall be entitled to receive any dividend or to exercise any privilege as a member in respect of any share upon which calls or instalments are due and unpaid.
30. At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the member sued is entered in the Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors and that notice of such call was duly given to the member sued according to the provisions of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the members sued to the Company.
31. The Company shall have a first and paramount lien on the specific shares (not being a fully paid share) registered in the name of a member for all calls or instalments due by him or his estate to the Company on such shares; but the Directors may at any time declare any share to be wholly or in part exempt from the provision of this Constitution. The Company shall also have a first and paramount lien on all shares in respect of any monies the Company may be called upon by law to pay in respect of the shares of any member or deceased member. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
32. The Directors may sell, in such manner as they think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in
- Arrangement for difference in amounts and time of calls
- Payment of calls in advance
- No rights of Membership when calls unpaid
- Recovery of money due from call
- Company to have paramount lien
- Enforcement of lien

respect of which the lien is presently payable nor until the expiration of 14 days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

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| 33. | To give effect to any such sale, the Directors may authorise its registrar to cause the Depository to credit the securities account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser. | Transfer on sale |
| 34. | No purchaser shall be bound or concerned to enquire into the application of the purchase money or the regularity of the sale, but the remedy of any one injured by a sale wrongfully made in purported exercise of such power of sale shall be in damages against the Company only. | Remedy for wrongful transfer |
| 35. | All monies received on any such sale shall after payment of any prior encumbrances be applied in payment of all costs of such sale and of any attempted sale and secondly in payment of all monies charged on the shares by virtue of such lien and presently payable and subject to such payments, the balance shall be paid to the person who was entitled to such shares immediately prior to the date of such sale. | Application of proceeds of sale |

TRANSFER & TRANSMISSION OF SHARES

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| 36. | <p>The transfer of any securities or class of securities of the Company which have been deposited with the Depository, shall be by way of book entry by the Depository in accordance with the Rules notwithstanding Sections 105, 106 or 110 of the Act, the Company shall be precluded from registering and effecting any transfer of such securities which have been deposited for the Company and shall not be applicable to a transfer of securities to a depository or its nominee company or from the depository or its nominee company to the depositors.</p> <p>For the purpose of effecting the transfer of any securities of the Company whose securities have not been deposited with the Depository, Sections 105, 106 and 110 of the Act shall be applicable.</p> | Transfer of deposited securities |
| 37. | <p>Subject to the provisions of any written law, the instrument of transfer (for any share not being a deposited security) shall be signed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof, and when registered the instrument of transfer shall be retained by the Company.</p> <p>Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.</p> | Instrument of transfer |
| 38. | The Depository may, in its absolute discretion, refuse to effect any transfer of a deposited security which does not comply with the Central Depositories Act and the Rules. | Depository's discretion to refuse to effect transfer |
| 39. | No transfer shall be made to a minor or a person of unsound mind or who is insolvent nor to a firm or partnership. | No transfer to infants etc. |
| 40. | <p>Where:-</p> <p>(a) the securities of the Company are listed on another stock exchange;</p> | Transmission of Securities |

and

(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories)(Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,

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

41. The Register of Transfers and the Register of Members may be suspended at such time and for such period as the Directors may from time to time determine, provided always that the registers shall not be suspended for more than 30 days in any calendar year. At least 10 market days prior notice of such suspension shall be given to the Exchange or any Stock Exchange upon which the Company may be listed, stating the period and the purpose or purposes for which the suspension is made. The Company shall give notice in accordance with the Rules to the Depository to enable the Depository to prepare the appropriate Record of Depositors. Closing of register
42. The executors or administrators of a deceased member shall be the only persons recognised by the Company as having any title to the member's interest in the shares, but nothing herein contained shall release the estate of the deceased member from any liability in respect of any share held by the deceased member. Transmission on death of member
43. Subject to the provisions of the Act, the Central Depository Act and the Rules, any person becoming entitled to a share in consequence of the death or bankruptcy or insolvency of a member may upon such evidence being produced as may from time to time be required by the Directors be registered as a member in respect of the share or instead of being registered himself to make such transfer of the share as the deceased or bankrupt or insolvent person could have made. Registration of person becoming entitled on death, bankruptcy and insolvency
- If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, 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 the Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfer 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 signed by that member.
44. A person entitled to shares by reason of the death or bankruptcy of the holder shall, until he transfers or is registered as a member in respect of such shares, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of such shares except that he shall not without being registered as a member in respect of such share be entitled to exercise any right of membership in relation to meetings of the Company. Persons entitled may receive dividends before registration

45. When a person has been registered as a member of the Company as a result of transmission or where a member of the Company has been adjudicated a bankrupt, the Directors may call upon such person or the trustee in bankruptcy or such bankrupt member to transfer his share or shares of the bankrupt member to such member of the Company (hereinafter called the purchasing members) as the Directors may think fit, within such time or times as shall be appointed by the Directors, and the price (hereinafter called the purchase money) to be paid for such shares shall be a fair value as certified by the auditor of the Company whose decision shall be final and if such person or trustee in bankruptcy of such bankrupt member shall fail to do so, the Directors shall have the right or power to cause such shares to be transferred to the purchasing member, and on such transfer or transfers being effected, the Company shall hold the purchase money in trust for such person or the trustee in bankruptcy of such bankrupt member but without interest. The receipt by the Company of the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person. In so certifying the value of such shares the auditors shall be considered to be acting as experts and not as an arbitrator and accordingly the Arbitration Ordinance shall not apply. Directors may call for transmission of shares of deceased or bankrupt members
46. Neither the Company nor its Directors nor any of its Officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other Officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. Indemnity against wrongful transfer

FORFEITURE OF SHARES

47. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as shall then be unpaid together with interest thereon not exceeding 8% per annum as the Directors shall determine and any expenses that may have accrued by reason of such non-payment. Notice of intended forfeiture
48. The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place when payment is to be made and shall state that in the event of non-payment at or before the time and at the place appointed, the share in respect of which such call was made will be liable to be forfeited. Particulars to be set out in notice

49. If the requisitions of any such notice aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. Forfeiture to be by resolution of Directors on non-compliance
50. When any share has been forfeited in accordance with this Constitution notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy as the case may be, and an entry of such notice having been given, and the forfeiture with the date thereof shall forthwith be made in the Register of Members and/or Record of Depositors opposite to the share; but the provisions of this Constitution are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make entry as aforesaid. Notice of forfeiture to be given and entered in Register of Members
51. Every share which shall be forfeited shall thereupon become the property of the Company and may be either cancelled or sold or re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or to any person, upon such terms and in such manner as the Directors shall think fit. Shares forfeited belong to the Company
52. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. Sale of forfeited Shares
53. Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. Annulment of Forfeiture
54. A shareholder whose shares have been forfeited shall, notwithstanding such forfeiture be liable to pay the Company all calls made and not paid on such shares at the time of forfeiture and interest thereon to the date of payment in the same manner in all respects as if the share had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture and the Directors may enforce the payment thereof or any part thereof if they think fit but shall not be under any obligation to do so. Calls and expenses recoverable after forfeiture
55. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by the Constitution expressly saved or as are by the Act given or imposed in the case of past members. Consequence of Forfeiture
56. A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited or surrendered or sold or otherwise disposed of on such terms and in such manner as the Directors think fit to satisfy a lien on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the forfeited share on any Statutory declaration

sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he/ she shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his/her executors, administrators or assignees or as he/she directs.

ALTERATION OF CAPITAL

57. The Company may alter its share capital in any one or more of the following ways by passing an ordinary resolution to:- Alteration of capital
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe; or
 - (b) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;.
 - (c) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or
 - (d) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
58. The Company may reduce its share capital by — Reduction of share capital
- (a) a special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
 - (b) a special resolution supported by a solvency statement in accordance with Section 117 of the Act.
59. Anything done in pursuance of the two foregoing clauses shall be done in a manner provided and subject to any conditions imposed by the Act, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient. Application of this Constitution

INCREASE OF CAPITAL

60. The Company may from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase. Increase of share capital

61. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the share or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares 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 to Existing Members
62. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transfer, transaction, transmission, forfeiture, lien or otherwise and shall also be subject to the Rules. New shares subject to same provisions as original shares

MODIFICATION OF CLASS RIGHTS

63. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths 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 the class. To every such separate general meetings the provisions of this Constitution relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two members at least holding or representing by proxy, attorney or representative holding in aggregate at least 75% 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, with such adaptations as are necessary, apply. Modification of class rights
- Provided however that in the event of the necessary majority for such a resolution not having been obtained in the manner aforesaid consent in writing may be secured by members holding at least three-fourths of the issued shares of the class and such consent if obtained within 2 months from the date of the separate meeting shall have the force and validity of a resolution duly carried. To every such resolution the provisions of Section 91 of the Act, shall with such adaptations as are necessary apply.
64. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto. Special right to any class of share

CONVERSION OF SHARES INTO STOCK

65. The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number. Conversion of share into stock
66. The stockholders may transfer the same or any part thereof in the same manner and subject to the same clauses as and subject to which the shares from which the stock arose to may, before the conversion, have been transferred or; in the closest manner as near there to as circumstances allow; 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
67. The stockholders shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing in shares, have conferred that right privilege or advantage. Rights of stock holders
68. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder". Regulations applicable to holder of stock

BORROWING POWERS

69. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party provided always that nothing contained in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party. Power to borrow
70. The Directors shall cause a proper register to be kept in accordance with Section 60 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified or otherwise. Register of mortgages to be kept
71. The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage charged or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being. Classification of securities
72. Debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Securities may be assignable free from equities

73. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium (as applicable) or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise. Securities may be issued at discount
74. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. Power of Directors to indemnify out of Company asset

GENERAL MEETING

75. The Company shall hold an annual general meeting in every calendar year within 6 months of the Company's financial year end and not more than 15 months after the last preceding annual general meeting. Annual General Meeting
76. All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every general meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to attend, speak and vote at the general meeting where the main venue of the meeting shall be in Malaysia and the chairperson shall be present at that main venue of the general meeting. Convening of General Meetings
77. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary General Meetings
78. The Directors may whenever they think fit, convene an extraordinary general meeting. Directors may call Extraordinary General Meetings
79. Subject to Sections 311, 312 and any other relevant provisions of the Act, the Directors shall on the requisition of the members of the Company representing not less than one-tenth (1/10) of the issued ordinary share capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to call a general meeting of the Company. Such requisition may consist of several documents in like form each signed by one or more of the requisitionists. Requisition and requirement of Requisition
80. If the Directors do not, within 14 days from the date of the requisition being so deposited, proceed to convene a meeting, the requisitionists or any of them representing more than one half of the voting rights of all of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit. Requisitionists may convene meeting
81. Any meeting convened by the requisitionists as aforesaid shall require 21 days' notice and shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors and shall be held at the Office of the Company. 21 days' notice required for meeting convened by requisitionists

82. The notices convening general meetings shall specify the place, day and hour of the meeting and shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least 14 days before the general meeting or at least 21 days before the general meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. Notice of every such general meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice of meeting
83. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than 3 Market Days before the general meeting to whom notices of general meetings shall be given by the Company. Subject to the Securities Industry (Central Depositories)(Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a member entitled to be present and to speak and vote at any general meeting in respect of any share or shares unless his name appears in the Record of Depositors. Record of Depositors
84. A meeting shall, notwithstanding that it is called by notice shorter than is required by Clause 82, be deemed to be duly called if it is so agreed, in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat or in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than 95% of the shares giving a right to attend and vote. When meeting by shorter notice deemed to be duly called
85. The accidental omission to give notice of any general meeting or the non-receipt of the notice of a general meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such general meeting. Omission to give notice
86. Where by the Act a special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than 28 days before the meeting at which it is moved, and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof, in any manner allowed by this Constitution not less than 14 days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date 28 days or less after the notice has been given, the notice, although not given to the Company within the time required by this Constitution shall be deemed to be properly given. Resolution requiring special notice
87. Subject to Section 323 of the Act, members of the company representing at least 2.5% of the paid-up capital of the Company or at least 50 members who have a relevant right to vote and hold shares in the Company on Circulation of statements

which there has been paid up an average sum per member of at least RM500.00 may require the Company to circulate statements of not more than one thousand words to members of the Company entitled to receive notice of a meeting of members.

PROCEEDINGS AT GENERAL MEETINGS

88. All business that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting shall be deemed special, with the exception of the laying of the audited financial statements and the reports of the directors and auditors, the election of Directors in the place of those retiring, the appointment and the approving of Directors' fees and benefits payable to the Directors, the appointment or re-appointment and the fixing of remuneration of the Auditors and to transact any other business which under this Constitution ought to be transacted at an annual general meeting. Special business
89. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 2 members present in person or by proxy shall be a quorum. For the purposes of constituting a quorum: Quorum
- (a) One or more representatives appointed by a corporation shall be counted as one member, or
 - (b) One or more proxies appointed by a person shall be counted as one member.
90. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Directors may by notice to the shareholders appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the members present shall be a quorum. Proceedings if no quorum
91. The chairman of the Board, shall preside as chairperson at every general meeting of the Company, but if no such chairperson is present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall choose one of their number to act as chairperson of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall elect one of their members to act as chairperson at such general meeting. Chairman of meeting
92. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment of meeting

VOTES OF MEMBERS

93. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll (including the use of a ballot or voting papers or tickets or electronically using various forms of electronic voting devices) where the Company shall appoint at least 1 scrutineer who shall not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process to validate the votes cast at the general meeting. A poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs who may in addition to the powers of adjourning the general meeting in Clause 94, adjourn the general meeting to some place and time fixed for the purpose of declaring the results of the poll. Voting by poll
94. If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same general meeting or at any adjournment thereof and unless in the opinion of the chairperson at the general meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. Omission of counting of votes
95. In the case of an equality of votes, the Chairman of the meeting shall, at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member. Chairman to have casting vote
96. Subject to this Constitution and any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of members or classes of members, each member present in person or by proxy or by a duly authorised representative entitled to vote, shall have 1 vote for every share held by such member. Voting Rights
97. Subject to the provisions of any written law and this Constitution hereof, if any member be of unsound mind, he may vote by his legally appointed committee, manager or other legal curator of his estate. Votes of member of unsound mind
98. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or of any class of members and the person so authorised shall, in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers subject to Section 333 of the Act on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. Votes of Corporation
99. Where there are joint registered holders of any share any one of such persons may vote at any meeting either personally or by proxy or attorney in respect of such share as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy or attorney, then that one of the said persons so present whose name stands first in order in the Register in respect of such share shall alone be entitled to vote in respect thereof. Votes of joint holders
100. The legal personal representative of a deceased member or the person entitled under Clause 43 to any share in consequence of the death or Vote of legal personal

bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that 48 hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof. representatives of member

101. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. Voting rights of shares of different monetary denominations
102. No member shall be entitled to be present, to speak or to vote at any general meeting or to exercise any privilege as a member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. No member entitled to vote while call due to Company
103. 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 the 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 to vote

APPOINTMENT OF PROXY

104. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Instrument appointing proxy/attorney to be in writing
105. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the 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 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 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. The Company may specify a fax number and/or an electronic address in the notice of meeting, for the purposes of receipt of proxy appointments, subject to rules, regulations and laws at that time. Instrument appointing proxy/attorney to be deposited
106. A member of the Company may appoint up to 2 proxies to attend, speak and vote at the same general meeting. Where the member of the Company appoints 2 proxies, the appointment shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy. Appointment of proxy

Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to credit of the said

Securities Account which is credited with ordinary shares of the Company.

Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account (“omnibus account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

107. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: Form of proxy

I/We, of being a member/members of the above-named company, hereby appoint of or failing him, of, as my/our proxy to vote for me/us on my/our behalf at the general meeting of the company, to be held on the day of 20, and at any adjournment thereof.

Signed this day of 20

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

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

108. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used. Validity of proxy form
109. A member of the Company is permitted to give the Company notice of termination of a person’s authority to act as proxy not less than 24 hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia. Notice of termination of appointment of proxy

DIRECTORS

110. Until otherwise determined by the Company in general meeting, the number of directors shall not be less than 2 nor more than 15. All the directors of the Company shall be natural persons. Number of Directors
111. Unless and until the Company in general meeting shall otherwise determine, a Director shall not be required to hold any qualification share. Qualification for Director
112. Subject to Section 227 of the Act, the fees and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director of the Company shall be approved by the members annually at a general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, Remuneration of Directors

or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office provided always that:-

- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover; and
- (b) any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Subject to any contract with the Company, the Board may fix the remuneration and benefits payable of each Executive Director. Nothing herein shall prejudice the power of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission or percentage of turnover.

The Board shall decide on the payment of non-cash benefits (benefits in kind) to the Executive Directors. Subject to the Act, the Company may establish or pension, superannuation or similar funds or benefits on retirement of the Directors as the Directors decide.

- 113. The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Reimbursement of Directors' expenses
- 114. If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. Special remuneration
- 115. The Directors shall have power at any time to appoint any person a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not be increased beyond the maximum number hereinbefore prescribed. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election. Appointment by Board of Directors
- 116. A Director may appoint a person approved by a majority of his co-Director to act as his alternate provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Alternate Director

Any appointment so made may be revoked at any time by the appointor

and any appointment or revocation under this Clause shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director. No Director may act as an alternate Director and a person may not act as an alternate Director for more than one Director.

117. If any Director retires by rotation and is re-elected by the general meeting or is, pursuant to this Constitution, deemed to be re-elected at the general meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
118. Any appointment or removal of an alternate Director may be made in writing via facsimile, e-mail, post, courier, any other electronic or in any other manner approved by the Directors which shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
119. A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
120. An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
121. Subject to the Sections 221, 222 and any other relevant provisions of the Act, no Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or 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 office or of the fiduciary relation thereby established but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.

Directors may
Contract
with Company

A Director shall not vote in respect of any contract or arrangement or proposed contract or arrangement, in which he may be interested as a director, officer or shareholder of another company, or in which he has directly or indirectly any material interest and if he votes, his vote shall not be counted.

A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested.

Provided always that a Director may vote:-

- (a) on any loan of money he may make to the Company and on any security to be given by the Company to him for any such loan and on any contract or indemnity to himself against any loss he may suffer by reason of becoming or being surety for the Company; or

- (b) on any contract in which he is only interested by reason of being a member or creditor of a company or corporation which is interested in a contract or proposed contract with the first mentioned company if the interest of the Director may properly be regarded as not being a material interest.

Provided further that this prohibition may be suspended or relaxed to any extent by an ordinary resolution in a general meeting.

122. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, providing that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. Director may act himself or by his firm in professional capacity
123. A general notice that a Director is a member or a director of any specified firm or company, and is to be regarded as interested in all transactions with that firm or company, shall be a sufficient disclosure under this Constitution as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give special notice relating to any particular transaction with that firm or company provided such notice is given at a meeting of the Directors or brought up and read at the next meeting of Directors after it is given. General notice satisfied

MANAGING DIRECTOR

124. The Directors may from time to time appoint any one or more of their body to be Managing Director and one or more Deputy Managing Directors for such period and upon such terms as they think fit and may vest in such Managing Director or Deputy Managing Directors as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit provided that no Managing Director or Deputy Managing Director may be appointed for a fixed term exceeding 3 years. The Managing Director and the Deputy Managing Director shall be subject to the control of the Board of Directors. Appointment of Managing Director
125. The remuneration of a Managing Director and the Deputy Managing Directors, if any, shall from time to time be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes, but shall not be by a commission on or percentage of turnover. Remuneration of Managing Director
126. A Managing Director and the Deputy Managing Directors, if any, shall while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director or Deputy Managing Directors as the case may be. Resignation and removal of Managing Director

POWERS AND DUTIES OF DIRECTORS

127. The business and affairs of the Company shall be managed by or under the direction of the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the Business of Company to be managed by

- scope of this Constitution and by the Act or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with this Constitution, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Directors
128. The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers 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 authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him. Power to appoint attorneys
129. The Directors shall not save with the consent of the Company in general meeting dispose of the whole or substantially the whole of the undertaking of the Company. Disposal of Undertaking
130. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors. Power to have a seal for use abroad

DISQUALIFICATION OF DIRECTORS

131. The office of Director shall, ipso facto, be vacated:- Vacation of office of Directors
- (a) if he ceases to be a Director by virtue of the Act;
 - (b) if (not being the Managing Director holding office as such for a fixed term) he resigns his office by notice in writing under his hand sent to or left at the Office;
 - (c) if he is absent from more than 50% of the total Board of Directors' meetings held during a financial year unless approval is sought and obtained from the Exchange;
 - (d) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
 - (e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 during his term of office;
 - (f) if he becomes bankrupt during his term of office;
 - (g) if he becomes prohibited or disqualified from being a Director by reason of any order made under the provisions of the Act or the Listing Requirements or contravenes Section 198 of the Act;
 - (h) if he dies; or
 - (i) otherwise vacates his office in accordance with this Constitution.

ROTATION OF DIRECTORS

132. An election of Directors shall take place each year at the annual general meeting of the Company where one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number Rotation and Retirement of Directors

nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

133. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Senior Director to retire
134. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting, it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost. Filling of vacancy
135. 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 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 person recommended by the Directors for election, 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 7 days prior to the meeting at which the election is to take place. Notice of proposal to appoint Directors
136. The Company may from time to time in general meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office. Number may be Increased or decreased
137. The Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of the Director's period of office, notwithstanding, any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement unless the Director was otherwise appointed to represent the interests of any shares or class of shares, the resolution to remove shall take effect only upon appointment of the Director's successor. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Director

PROCEEDINGS OF DIRECTORS

138. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time or, if requested by a Director to do so, a Secretary, may convene a meeting of the Directors by giving notice sent to every Director who is in Malaysia in no less than 5 days or any adjournment thereof unless such requirement is waived by all the eligible Directors and the notice shall include the date, time and place of the meeting of Directors and the Directors' meetings

matters to be discussed served either personally or sent in writing via facsimile, e-mail, post, courier or any other electronic means to his last known address or any other service address given to the Company.

139. An irregularity in the notice of a meeting of Directors is waived if all Directors entitled to receive notice of the meeting of Directors attend the meeting of Directors without objection to the irregularity. Irregularity in Notice
140. All or any of the members of the Board may participate in a meeting of the Board by means of a telephone conference, video conference or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is. Participation in Meetings by telephone conferencing
141. Questions arising at any meeting of the Directors shall be decided by a majority of votes with each Director having one vote and in case of an equality of votes the Chairman shall have a second or casting vote. Decision at a meeting of Directors
- Provided that at a meeting of the Directors where two Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only 2 Directors are competent to vote on the question at issue, shall not have a casting vote.
- A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he expressly dissents from or votes to object against the resolution at the meeting.
142. A Director who has not appointed an alternate Director may authorise any other Director to vote for him at any meeting or meetings at which he is not present and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Every such consent and authority shall be in writing or by cable, radiogram, or telegram which shall be produced at the meeting or meetings at which the same is to be used and be left with the Secretary for filing. Authority to one Director to vote for absent Director
143. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed 2 Directors shall form a quorum. Quorum for Meetings of Directors
144. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose. Continuing Directors may act notwithstanding vacancy
145. The Directors may from time to time elect a Chairman and a Deputy Chairman or Deputy Chairmen from amongst themselves and they shall determine the period for which they are to hold office but if no Chairman or Deputy Chairman is elected or if at any meeting the Chairman or the Deputy Chairman (if any) is not present within fifteen minutes after the time appointed for holding the same, the Directors present shall choose someone of their number to be Chairman of such meeting. Chairman and Vice-Chairman of Directors

146. The Directors may delegate any of their powers to Committee consisting of such member or members of their body as they may think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. Directors may delegate powers to Committee
147. A Committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting. Chairman of Committee
148. The meetings and proceedings of any such Committee, if consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Constitution. Meetings and proceedings of a committee
149. In the case of a Committee consisting of 3 or more members, questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the Chairman of such meeting shall have a second or casting vote. Provided that at a meeting of the Committee where 2 members form a quorum and only such quorum is present, or at a meeting of the Committee at which only 2 members are competent to vote on the question at issue the Chairman of such meeting shall not have a casting vote. Decisions by a Committee
150. All acts bona fide done at any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Validity of acts of Directors and Committee

MINUTES

151. The Secretary shall cause minutes to be duly entered in books provided for the purpose:- Minutes
- (a) of all appointment of officers;
 - (b) of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committee of Directors; and
 - (d) of all orders made by the Directors and Committees of Directors.
152. Any such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated of which shall be kept by the Company at the Office or such other place provided notice has been given to the Registrar of Companies. Signature on Minutes
153. A resolution in writing signed or approved by a majority of the number of Directors entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise Circular Resolution

delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book. Any such resolution may consist of several documents including facsimile or other similar means of communication, in similar form, each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.

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

THE COMMON SEAL AND SHARE SEAL

154. The Directors shall provide for the safe custody of the Common Seal and Share Seal of the Company 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 Common Seal and Share Seal of the Company shall be affixed shall be signed by a Director and shall be counter-signed by the Secretary or by another Director or by some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Common Seal or Share Seal of the Company. Seal

SECRETARY

155. The Secretary and Assistant Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary and Assistant Secretary so appointed may be removed by them. Secretary and Assistant Secretary

DIVIDENDS & RESERVE FUND

156. (a) The Company may from time to time make a distribution to the shareholders but no such dividend shall be payable except out of profits of the Company available and provided the Company is solvent. Declaration of dividends
- (b) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made.
- (c) The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made.
- (d) If, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.
- (e) No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.

157. Subject to the rights of members entitled to share with special rights as to dividend, if any, all dividends shall be distributed according to the amount paid-up on the shares in respect whereof the dividend is distributed but no amount paid-up on a share in advance of call shall be treated for the purpose of this Clause as paid up on the share. All dividends shall be distributed in apportionment and pro-rated according to the amounts paid-up on the shares during any portion or portions of the period in respect of which the dividend is distributed except that if any share is issued on terms providing that it shall rank for dividend as if paid-up wholly or partially as from a particular date, such share shall rank for dividend accordingly. Dividends in proportion to amounts paid-up
158. The Director may, before recommending any dividend, set aside, out of the profits of the Company, such sums as they think proper as a reserve fund or reserve funds, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company, or shall, with the sanction of the Company in general meeting be, as to the whole or in part, applicable for equalizing dividends, or for distribution by way of bonus among the members and Directors of the Company for the time being on such terms and in such manner as the Company in general meeting shall from time to time determine, and pending such application, the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company, or invest the same in such securities as they may select with full power to employ the assets constituting the reserve fund in the business of the Company, and without being bound to keep them separate from the other assets. The Directors may also from time to time carry forward such sums as may be deemed expedient of the Company in general meeting. Creation of reserve fund and distribution of bonus
159. Any general meeting declaring a dividend or bonus may direct payment of the dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other Company or in any one or more of those ways and the Directors shall give effect to the resolution, and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of the 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 right of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors. Dividends paid by distribution in specie
160. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debt liabilities, or engagements in respect of which the lien exists. Debts may be deducted from dividends
161. Any dividend, interest or other money payable in cash in respect of shares may be paid by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant and sent through the post directed to the registered address of the holder or to such person and to such address as the 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 and to such address as such persons may by writing direct, subject to the Rules. Every such cheque or warrant or electronic transfer shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in Mode of dividend payment and unpaid dividend to bear no interest

consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or electronic transfer shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant or electronic transfer shall be sent at the risk of the person entitled to the money thereby represented and no unpaid dividend or interest shall bear interest against the Company.

162. The Company shall not be responsible for the loss of any cheque, draft, dividend warrant, or post office order which shall be sent by post duly addressed to the member for whom it is intended. Company not responsible for loss in post
163. All dividends or other moneys payable on or in respect of a share unclaimed for more than 1 year after having been declared or made payable may be dealt with in accordance with the provisions of the Unclaimed Monies Act, 1965. Unclaimed dividends
164. Any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Registrar pursuant to the Rules. Transfer not to affect right to dividend declared before registration

CAPITALISATION OF PROFITS AND RESERVES

165. The Company may, upon the recommendation of the Directors, by ordinary resolution resolve either unconditionally or subject to such conditions as it may deem fit that it is desirable to capitalise any sum standing or which will stand to the credit of the statement of profit and loss and other comprehensive income or otherwise available or which will become available for distribution, provided that such sum be set free for distribution of the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorised 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 distributing the dividends and to apply such sum on their behalf, either in or towards paying the amounts, if any, for the time being unpaid on any shares held by such members respectively, or paying up in full unissued shares or debentures of the Company, 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. Capitalisation and Distribution
166. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up of any further shares or debentures to which they may be entitled upon such capitalisation, or as the case may require for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members. Capitalisation of Undivided Profits

FINANCIAL STATEMENTS

167. The Directors shall cause accurate and complete accounting and other financial records to be maintained in accordance with generally accepted accounting principles. Books of Account
168. The books and accounts shall be kept at the Registered Office or at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors. Custody of books
169. The Directors shall from time to time determine whether and to what extent and at what times and places, and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors. Inspection
170. The Directors shall from time to time, in accordance and in compliance with the provisions of the Act and the Listing Requirements, cause to be prepared and laid before the Company in Annual General Meeting such audited financial statements and reports and/or other information. Audited Financial Statements
- The interval between the close of a financial year of the Company and the issuance of the annual audited financial statements, the directors' and auditors' reports shall be in compliance with the Listing Requirements.
171. A copy of its financial statements and reports which is to be laid before the Company in the Annual General Meeting (including every document required by law or Listing Requirements to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report shall not more than 4 months after the close of the financial year and not less than 21 days before the date of the Annual General Meeting be sent to every member of, every Director of, every auditor of, every holder of debenture of, and trustees for every debenture holder of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution. The requisite number of copies of such documents shall also be sent to the Exchange and Other Exchanges upon which the Company's shares are listed. Where such documents are sent in CD-ROM form or such other electronic media or publish on the Company's website and a member requires a printed form of such documents, the Company shall send such documents to the member within 4 market days from the date of receipt of the member's request, or such other period as may be prescribed by the Exchange. Copies of Financial Statements and Reports and other documents to be sent to members etc.

AUDIT

172. Once at least in every year the financial statements of the Company shall be audited and the correctness of the financial statements ascertained by one or more auditor or auditors. Financial Statements to be audited annually
173. The Auditors of the Company shall be appointed in accordance with Section 271 of the Act for each financial year of the Company and their duties regulated in accordance with Section 266 of the Act. Appointment of auditors

174. 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
175. The Auditors shall attend every annual general meeting where the financial statements of the Company for the financial year are to be laid so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements and any general meeting. The Auditors shall be entitled to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditors. Auditors entitled to attend general meeting

NOTICES

176. A notice of a meeting or other documents or information shall be in writing and shall be given to the members or Directors as the case may be either in hard copy, in electronic form or partly in hard copy and partly in electronic form sent either personally hand delivered or prepaid or registered post or by post to the address supplied by the member or Director to the Company as may appear on the Records of Depositors or register of Directors respectively for such purpose or given in electronic form transmitted to the electronic address provided by the member or the Director to the Company as may appear in the Records of Depositors or Register of Directors respectively for such purpose or by publishing on the Company's website. Modes of service of notice to members or directors
177. (a) Any notice or other documents or information sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid, and put into the post office. A certificate in writing signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear. When notice deemed to be served
- (b) Any notice or other documents or information sent by an electronic mail shall be deemed to be sufficiently served upon confirmation by the Company's computer software confirming that such notice was successfully served.
- (c) Any notice or other documents or information given by way of a publication in a website shall be deemed served if it is served in accordance with Section 320 of the Act.
178. A member shall be implied to have agreed to receive such notice or document or information by way of such electronic communications. However, members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the member within the prescribed period subject to the Listing Requirements. Request for hard copy of documents

179. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (as claiming through or under him) in the share. Person entitled to shares by transfer, transmission, etc bound by notices
180. Subject always to the provisions of Clause 179, any notice or document or information in hard copy or electronic form or partly in hard copy and partly in electronic form delivered or sent by post to, or left at, the registered address or electronic address provided by any member shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives. Notice valid though member deceased
181. Notice of every general meeting shall be given in any manner hereinbefore authorised to:- Persons entitled to notice of general meeting
- (a) every member at his registered address as appearing in the Record of Depositors, as the case may be, in Malaysia, or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him;
 - (b) every Director of the Company;
 - (c) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (d) the Auditor for the time being of the Company;
 - (e) the Exchange; and
 - (f) any other authorities as the case may be.
- Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notice of general meetings.
182. The signature to any notice to be given by the Company may be written or printed. Signature written or printed

SALE OF UNDERTAKING

183. In the event of any sale or disposal of the Company's main undertaking such sale or disposal shall be first approved by a special resolution of the Company in general meeting. Sale of Company's undertaking

WINDING UP

184. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay or be in excess of the whole of the paid up capital, such assets shall be distributed so that, Distribution on winding up

as nearly as may be, the losses or the gains shall be borne or enjoyed by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively. But this Constitution is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

185. If the Company shall be wound up, whether voluntarily or otherwise the liquidator or liquidators may, with the sanction of a special resolution, divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them as the liquidator or liquidators with the like sanction shall think fit. Distribution among contributories
186. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by the members in a general meeting. The amount of such payment shall be notified to all members at least 7 days prior to the meeting at which the commission or fee is to be considered. Liquidator's commission

SECRECY CLAUSE

187. Save as may be expressly provided by the Act, no member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade 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 interests of the members of the Company to communicate to the public. Secrecy clause

INDEMNITY

188. Subject to the provisions of the Act, every Director, Managing Director, Deputy Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust. Company to indemnify Directors etc.

EFFECT OF THE LISTING REQUIREMENTS

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

provision and they do not contain such a provision, this Constitution are deemed to contain that provision.

- (e) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

COMPLIANCE WITH STATUTES REGULATIONS AND RULES

- 190. (a) The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time or any other directives or requirements imposed by the Exchange, the Depository and other appropriate authorities to the extent required by law, notwithstanding any provisions on this Constitution to the contrary.
- (b) Should there be any ambiguity, the provision of the Act shall prevail.