

Company No.
199701000591(416087-U)

THE COMPANIES ACT, 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

Constitution

of

PUNCAK NIAGA HOLDINGS BERHAD
[COMPANY NO : 199701000591(416087-U)]

Incorporated on the 7th day of **January 1997**



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 23
AKTA SYARIKAT 1965
[Seksyen 52 (3)]

No. Syarikat

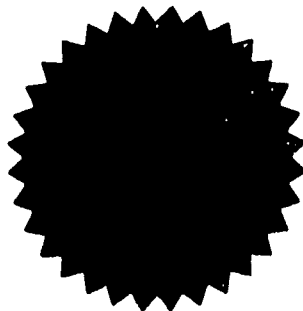
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**PERAKUAN DI BAWAH SEKSYEN 52 (3)
AKTA SYARIKAT, 1965, BAHAWA SESEBUAH SYARIKAT
ADALAH BERHAK MEMULAKAN PERNIAGAAN**

Saya, RAJA HABIBAH BTE RAJA SAIDIN, Penolong
Pendaftar Syarikat, dengan ini memperakui bahawa
PUNCAK NIAGA HOLDINGS BERHAD

telah, pada hari ini menyerahkan kepada saya Akuan Berkanun yang
dikehendaki di bawah Peruntukan-peruntukan Seksyen 52 (2) (c)
Akta Syarikat, 1965 dan bahawa syarikat tersebut adalah berhak
memulakan perniagaan dan menjalankan kuasa meminjamnya.

Diberi di bawah tandatangan saya pada 03 haribulan
April, 19 97 .



RAJA HABIBAH BTE RAJA SAIDIN
Penolong Pendaftar Syarikat
Malaysia



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 8
AKTA SYARIKAT 1965
[Seksyen 16 (4)]

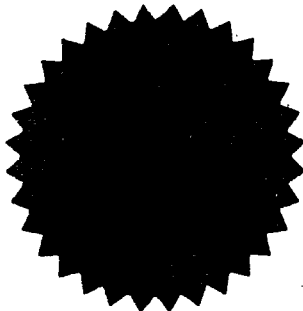
No. Syarikat

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PERAKUAN PEMERBADANAN SYARIKAT AWAM

Adalah diperakui bahawa
PUNCAK NIAGA HOLDINGS BERHAD
telah diperbadankan di bawah Akta Syarikat 1965, pada dan
mulai dari 07 haribulan Januari ,1997 , dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 07 haribulan Januari ,1997 .



ANUAR BIN SHAMAD
Penolong Pendaftar Syarikat
Malaysia

THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

PUNCAK NIAGA HOLDINGS BERHAD
[Company No. 199701000591(416087-U)]

1. The name of the Company is **PUNCAK NIAGA HOLDINGS BERHAD**.
2. The registered office of the Company will be situated in Malaysia.

Purpose of Company

3. The objects for which the Company is established are:-
 - (1) To acquire and hold for investment, land, houses, dwelling places, and buildings, of any kind and description, shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company, private undertaking, syndicate or persons constituted to be carrying on business in Malaysia or elsewhere, or any government, sovereign ruler, commissioners, public body or authority supreme, municipal, local or otherwise, and to acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender purchase, transfer, charge or otherwise and to exercise and generally to enforce all rights and powers conferred or incidental to the ownership thereof, and to sell, transfer, exchange or otherwise dispose of the same; and to develop or turn to account any land acquired by the Company or in which the Company is interested in, in any manner whatsoever, and to lay out and prepare the same for building or any other purposes whatsoever, and to enter into contracts or any arrangements whatsoever with builders, tenants and others.
 - (2) To carry on business as engineers, builders, developers, quarry operators and owners, repairers, general contractors, general merchants, agents, wholesale or retail dealer of all project supplies, engineering supplies, general technical and transport equipment and accessories and all other articles and products of all kinds and descriptions and to carry on business as contractors for the supply and construction of roads, bridges, buildings, factories, mills, storage tanks, electrical, water and sanitary installations and other structures.
 - (3) To carry on the businesses of general contractors and builders for the construction, erection, repair, alteration and maintenance of houses, apartment buildings, office buildings, factories, roads and public and private works of whatsoever nature or kind.
 - (4) To carry on the business as managers, contractors, developers, operators, co-ordinators, organisers of project services and all kinds of services necessary and pertaining to the various kinds of constructions, property, water treatment engineering, domestic waste water and industrial waste water engineering and sewage projects.
 - (5) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry or possessed of property suitable for the purposes of the Company.

- (6) To alter, construct, equip, operate, and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes.
- (7) To apply for, purchase or otherwise acquire, use, assign, sell and generally deal in patents, patents-rights, trade-marks, design, or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licenses and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way.
- (8) To receive money on deposit or to borrow or raise money with or without security, or to secure the payment or repayment of money of the satisfaction, observance or performances of any obligation or liability undertaken or incurred by the Company in such manner as the Company thinks fits and in particular by mortgage or charge upon the undertaking or any part of the undertaking of the Company or upon all or any assets of the Company or by the creation and issue of debentures or debenture stock (perpetual or terminable) charged as aforesaid or constituting or supported by a floating charge upon present and future property including uncalled and called unpaid capital.
- (9) To lend and advance money or give credit to any person or company; to guarantee and give guarantee or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
- (10) Subject to the provisions of any laws in force to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on loan at interest or without interest.
- (11) To advance, deposit, or lend money and property, to or with such persons and on such terms as may seem expedient and to discount, buy, sell bills, notes, warrants, coupons and other negotiable or transferable documents.
- (12) To appoint any persons (whether incorporated or not) to accept and hold in trust for the Company, any property belonging to the Company or in which it is interested and for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trustee or trustees.
- (13) To promote or assist in the promotion of any company for the purpose of acquiring the undertaking of all or any of the property and undertaking or any of the liabilities of this Company, or of undertaking any business or operation which may seem directly or indirectly likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or debenture stock or securities of any such company and to subsidise or otherwise assist any such company.
- (14) To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on or engage in or possessed or property suitable for the purpose of or that may be conducive to the interest of this Company and in particular, so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debenture stock or securities of the Company.

- (15) To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.
- (16) To invest with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (17) To sell, improve, manage, develop, lease, mortgage, dispose of, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (18) To sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company having objects altogether or in part similar to those of this Company.
- (19) To distribute any property of the Company whether upon a division of profits or a distribution of assets, among the members in specie or otherwise.
- (20) To enter into any arrangement with any governments or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such governments of authority, any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (21) To carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (22) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (23) To borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole or any part of the Company's property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (24) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock or other securities of the Company or in or about the promotion, formation or business of the Company or of any other company promoted wholly or in part by this Company.

- (25) To establish or aid the establishment, to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have at any time been employed by the Company or its predecessors in business and the dependants or relatives of such person or persons.
- (26) To make contributions and donations and in any other manner, to give aid, assistance and help to any person, firm, company, association, society, or other body or party for any whatsoever object or purpose.
- (27) To procure the Company to be registered or recognised in any country or place outside Malaysia.
- (28) To purchase its own shares or to give financial assistance to any person for the purpose of the purchase of its own shares or both, subject to and in accordance with the Act, the rules, regulations and orders made pursuant thereto and the requirements of the Exchange and any other relevant authorities.
- (29) To make loans to persons employed by it including in particular, loans to assist them to acquire housing accommodation, means of transport, rent electrical appliances and to guarantee loans made to persons so employed (including, in particular, loans made by banks, co-operative societies and other bodies for housing purposes).
- (30) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
- (31) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

The objects set forth in any sub-clause of the above clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, be in any way limited to or restricted by reference to or inference from any object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The Company has the full rights, powers and privileges for the purpose of carrying out the objects as specified under Rule 3 or otherwise permitted by law.
5. The liability of the members is limited.

6. *Definitions and Interpretation*

In this Constitution, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :-

WORDS	MEANINGS
Act	.... 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;
Alternate Director	.... Any person who has been appointed and for the time being holds office as an alternate director of a Director of the Company in accordance with the provisions of this Constitution;
Auditors	.... The auditors for the time being of the company;
Board	.... The board of directors of the Company and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a board of Directors;
CD Rules	.... The Rules of the Central Depository and shall have the meaning given in Section 2 of the Central Depositories Act;
Central Depository	.... Bursa Malaysia Depository Sdn Bhd;
Central Depositories Act	.... The Securities Industry (Central Depositories) Act 1991;
Company	.... Puncak Niaga Holdings Berhad;
Constitution	.... This constitution as originally framed or as altered from time to time by Special Resolution;
deposited security	.... A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense;
depositor	.... A holder of a Securities Account established by the Central Depository;
Director	.... A person who has been appointed and for the time being holds office as a director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director;
Exchange	.... Bursa Malaysia Securities Berhad;
Exempt Authorised Nominee	.... An authorised nominee as defined in the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act;
general meeting	.... A general meeting of the Company;

group	....	The Company together with its subsidiaries and associate companies in which the Company hold 20% or more of the issued capital;
Jumbo Certificate	....	Same meaning as is assigned to that expression under the Central Depositories Act;
Listing Requirements	....	The Listing Requirements of the Exchange or CD Rules including any amendment to the Listing Requirements that may be made from time to time and such practice notes or circulars as may be issued by the Exchange from time to time;
member	....	A depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee member;
Office	....	The registered office for the time being of the Company;
Ordinary resolution	....	The meaning ascribed to it in Section 291 of the Act;
Record of Depositors	....	A record provided by Central Depository to the Company under Chapter 24.0 of the CD Rules;
Register of Members	....	The register of members to be kept pursuant to the Act;
Rule	....	A rule contained in this Constitution;
Seal	....	The Common Seal of the Company;
Secretary	....	Any person or persons appointed under section 236(1) of the Act to perform the duties of the secretary of the Company;
Securities Account	....	An account established by a Central Depository for a depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the depositor;
Special Resolution		The meaning ascribed to it in Section 292 of the Act.

- (1) Reference to “writing” or “written” shall, unless the contrary intention appears, include references to typewriting, printing, lithography, photography, electronic storage or transmission and other modes of representing or reproducing words in a visible form and/or method of recording information or fixing information in a form capable of being preserved.
- (2) Words denoting the singular number only shall include the plural number and vice versa.
- (3) Words importing the masculine gender only shall include the feminine gender.
- (4) Words importing persons shall include corporations.
- (5) Save as aforesaid any words or expressions defined in the Act shall where the context so admits bear the same meaning in this Constitution.

- (6) Where by this Constitution, a minimum period is prescribed within which an act is to be done or omitted to be done and such minimum period is less than the minimum period required by any law from time to time, such minimum period as set out in this Constitution shall be increased to such minimum period as may be required by law.
- (7) Where by this Constitution, a maximum period is prescribed within which an act is to be done or omitted to be done and such maximum period exceeds the maximum period imposed by any law from time to time, such maximum period as set out in this Constitution shall be decreased to such maximum period as may be permitted by law.

SHARE CAPITAL AND VARIATION OF RIGHTS

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| 7. | The share capital of the Company is its issued share capital. The said shares shall carry the respective rights as set out in this Constitution. | Share Capital |
| 8. | No part of the funds of the Company or of any subsidiary thereof shall be employed by the Directors of the Company in the purchase of or lent on the Company's shares. | No dealing in Company's shares |
| 9. | Any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time by Ordinary Resolution determine, and subject to the provisions of the Act, the Company may issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed on such terms in such manner as the Company before the issue thereof may by Special Resolution determine. | Issue of shares with rights |
| 10. | If shares of a class other than ordinary shares are issued, the rights attaching to these shares shall be clearly expressed and set out. | Rights of other class shares |
| 11. | Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the following purposes :-

(a) when the dividend or part of the dividend on the preference shares is in arrears for more than six months;

(b) on a proposal to reduce the Company's share capital;

(c) on a proposal for the disposal of the whole of the Company's Property business and undertaking;

(d) where the proposition to be submitted to the meeting directly affects their rights and privileges, or

(e) on a proposal to wind up the Company; and

(f) during the winding up of the Company. | Rights of Preference shareholders as regards notices of meetings |
| 12. | Subject to the Act, the Company shall have power to issue further preference shares ranking equally with, or in priority to, preference shares already issued as shall be determined by the Company in general meeting. | Power to issue further Preference shares |

VARIATION OF RIGHTS

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| How special rights of shares may be varied | 13. | The repayment of preference capital other than redeemable preference capital, or any other 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 capital concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. |
| Creation or issue of further shares with special rights | 14. | 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 the profits or assets of the Company in some or all respects <i>pari passu</i> therewith but in no respect in priority thereto. |

ALTERATION OF CAPITAL

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| Power to increase capital | 15. | The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. |
| Rights and liabilities attached to new shares | 16. | All new shares shall be subject to the provisions of these presents with reference to allotments, payments of calls, lien, transfer, transmission, forfeiture and otherwise. |
| Power to consolidate shares, etc | 17. | The Company may by Special Resolution :-

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its issued share capital into stock and may reconvert that stock into issued share capital; or;

(c) Subdivide its shares, or any of them, into shares of smaller amount than is fixed by the Constitution (subject, nevertheless, to the provisions of the Act) and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have only such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares. |
| Power to reduce capital | 18. | The Company may by Special Resolution reduce its share capital subject to any conditions prescribed by the Act. |

SHARES

19. The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called or not, increase its capital by the creation and issue of new shares, such aggregate increase to be such amount and to be divided into shares of such respective amounts as the Company may by the resolution authorising such increase direct. Power to increase Capital
20. Subject to the provisions of the Companies Act, 2016 and the requirements of the Exchange and/or any other relevant authority, the Company may purchase its own shares subject to such terms and conditions as the Directors may, in their absolute discretion, deem fit. Any shares in the Company so purchased by the Company and/or any person shall be dealt with as provided by the Act and the requirements of the Exchange and/or any other relevant authority. Company buy back of shares
21. The shares in the Company shall only be issued by the Directors with the prior approval of the Company in general meeting and in accordance with the provisions of Section 75 of the Act. Subject as aforesaid and to the provisions of these presents, the shares in the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper. However, no shares shall be issued which shall have the effect of transferring a controlling interest without the prior approval of the members in general meeting. No shares shall be issued at a discount, except in accordance with the Act. Issue of Shares
22. 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 person as at the date of 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. Such 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 such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may subject to these presents, dispose of the same in such manners as they think most beneficial to the Company. The Directors may in like manner dispose of any such new share or security as aforesaid or by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided. Shares to be offered to members before issue
23. Subject to the provision of this Constitution and notwithstanding Section 75 of the Act, the Company shall ensure that it shall not issue any shares or convertibles securities if the total number of those shares or convertibles securities, when aggregated with the total number of any such shares or convertibles securities issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertibles securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. Issue of shares to Directors
24. 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 ordinary share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. Rights and liabilities attached to new shares

Power to pay commissions and brokerage	25.	The Company (or the Directors on behalf of the Company) may exercise the powers of paying commissions as conferred by Section 80 of the Act, provided that the commission paid or agreed to be paid shall not exceed ten per centum (10%) of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by that section. The Company (or the Directors on behalf of the Company) may on any issue of shares pay such brokerage as may be lawful.
Power to charge interest on capital	26.	If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provisions of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.
Exclusive of equities	27.	Except as required by law and as provided under the CD Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.
Issue of New Shares	28.	(a) The Company must ensure that all new shares of which listing is sought are made by way of crediting the Securities Accounts of the allottees with such shares save as except where it is specifically exempted from compliance with the Central Depositories Act, in which it shall so similarly be exempted from compliance with the Exchange's Listing Requirements. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.
Crediting of Securities Accounts	(b)	The Company must not cause or authorise its registrars to cause the securities of the allottees to be credited with the additional shares until after the Company has filed with the Exchange an application for listing and quotation of such additional shares and been notified by the Exchange that they have been authorised for listing.

CERTIFICATES

Allotment and Despatch of Certificates for An Issue	29.	(a) The Central Depository or its nominee company shall be entitled to receive Jumbo Certificates in denominations requested by the Central Depository or its nominee company for shares that are deposited securities which shall be issued in accordance with the Central Depositories Act and the CD Rules. If the Central 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 duty levied by the Company from time to time.
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- (b) The Company shall ensure that every certificate shall be issued under the share seal and bear the signatures or the autographic signatures of one Director and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid-up thereon provided that the Directors may by resolution determine that such signature or either of them, shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature.

CALLS ON SHARES

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| 30. | The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine. | Calls |
| 31. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments. | Time when made |
| 32. | On trial or hearing of any action 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 Register of Members or Record of Depositors as the holder or one of the holders of the shares in respect of such debt accrued, that the resolution making the call is duly recorded in the minutes book and that notice of such call was duly given to the member sued in pursuance to this Constitution; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. | Proof of Debts |
| 33. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 8 per cent per annum, as the Directors determine but the Directors shall be at liberty to waive payment of such interest, wholly or in part. | Interest on calls |
| 34. | Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment, all the relevant provisions of these presents as to payment of interest and expenses for forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.. | Sum due on allotment to be treated as calls |
| 35. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid, and the times of payment. | Power to differentiate |

- Advance of calls 36. The Directors may if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his share beyond the sums actually called up thereon, and upon the moneys so paid in advance or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member at such rate not exceeding (unless the Company in general meeting otherwise directs) 8% per annum, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits.

FORFEITURE AND LIEN

- Notice requiring payment of calls 37. If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.
- Notice to state time and place for payment 38. The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.
- Forfeiture on non-compliance with notice 39. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.
- Sale of shares forfeited or surrendered 40. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.
- Rights and liabilities of members whose shares have been forfeited or surrendered 41. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 8 per cent per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

42. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. Such lien shall extend only to the specific shares on which such calls or instalments are for the time being unpaid and to all dividends from time to time declared in respect of such shares. The Company shall also have a first and paramount lien on all shares (whether fully paid or not) for all moneys which the Company may be called upon by law to pay and has paid in respect of the shares of any member or deceased member. The Directors may at any time declare any share to be wholly or in part exempt from the provision of this Constitution. Company to have a paramount lien
43. The Company may sell in such manner as the Directors think fit, any share on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. Sale of shares subject to lien
44. The net proceeds of sale whether of a share forfeited by the Company or of a share which the Company had a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the time of the sale or his executors, administrators or assignees or as he or they may direct. For giving effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser. Application of proceeds of sale
45. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any), given for the share on the sale, re-allotment or disposal thereof, together with the certificate or proprietorship of the share under share seal delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the shares, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be effected by an irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share. Title to shares forfeited or sold to satisfy a lien

TRANSFER OF SHARES

46. The transfer of any share or class of shares of the Company, shall be by way of book entry by the Central Depository in accordance with the CD Rules and, notwithstanding Section 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with Subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such share. Transfer of Deposited Securities
47. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. Person under disability

- Free transferability of shares 48. Subject to any applicable law and these presents, the shares in the Company which are fully paid are freely transferable, and any member may transfer a deposited security in the manner provided under the Central Depositories Act and the CD Rules.
- Suspension of registration 49. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year or such number of days as may be prescribed by the Exchange. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purpose thereof, which notice shall be in accordance with the requirements of the Exchange. In relation to the closure, the Company shall give written notice in accordance with the CD Rules to prepare the appropriate Record of Depositors.
- Renunciation of allotment 50. Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

- Transmission on death 51. Subject to the provisions of the Act, the Central Depositories Act and CD Rules, in case of the death of a member, the legal representatives of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares.
- Registration of executors and trustees in bankruptcy 52. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, subject as hereinafter provided, either be registered himself as holder of the share upon giving to the Company notice in writing of such desire, or transfer such share to some other person. Provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member. Provided always that where the share is a deposited security subject to the CD Rules, a transfer or withdrawal of the share may be carried out by the person so becoming entitled.
- Rights of unregistered executors and trustees 53. Save as otherwise provided by or in accordance with these presents, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to the same dividends and other advantages to which he would be entitled as if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any rights conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share.
- Transmission of securities 54. Where :-
 - (i) the securities of the Company are listed on another stock exchange; and
 - (ii) 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 CD 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.

STOCK

55. The Company may by Ordinary Resolution passed at a general meeting convert any paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination. Power to convert into stocks
56. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units as the Directors may from time to time determine, shall not be greater than the nominal amount of the shares from which the stock arose. Transfer of stock
57. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privileges or advantage. Rights of stock holders
58. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words share and shareholders therein shall include stock and stockholder. Interpretation

GENERAL MEETINGS

59. An annual general meeting shall (subject to any provisions of the Act relating to its first annual general meeting) be held once in every year, at such time (within six months of the Company's financial year end not more than fifteen months after holding of the last preceding annual general meetings) and place as may be determined by the Directors. All other general meetings shall be called extraordinary general meetings. Annual general meetings
60. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an extraordinary general meeting. Extraordinary general meeting

NOTICE OF GENERAL MEETINGS

61. The notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders, at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any Special Resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice

- Record of Depositors 62. (a) The Company shall by written request made in duplicate in the prescribed form, request the Central Depository in accordance with the CD Rules, to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company.
- (b) The Company shall inform the Central Depository of the dates of general meetings and shall also in written request made in duplicate in the prescribed form, request the Central Depository in accordance with the CD Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days prior to and not including the date of the general meeting, (hereinafter referred to as “the General Meeting Record of Depositors”). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and to vote at such meetings.
- (c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

PROCEEDINGS OF GENERAL MEETINGS

- Special business 63. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of, the laying of audited financial statements and the reports of the Directors and auditors, the election of Directors in place of those retiring by rotation and the fixing of the fees and any benefits of Directors and the appointment and fixing of the remuneration of the Auditors.
- Quorum 64. No business shall be transacted at any general meeting unless a quorum is present. Two members present in person shall be quorum for all purposes.
- Adjournment if quorum not present 65. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
- Meetings of members at two or more venues 65A. The meeting of members may be held at more than one (1) venue using all forms of electronic and technologically advanced methods of communication to be introduced to the market from time to time that enables the members to participate and to exercise the members’ rights to speak and vote at the meeting.
- Chairman 66. The Chairman of the Board shall preside as Chairman at every general meeting. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act, the members present shall choose some Director to be Chairman, or if no Director be present or if all the Directors present decline to take the chair, one of their number present shall be elected to be Chairman. The election of Chairman shall be by a show of hands.

67. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjourned took place. When a meeting is adjourned for thirty 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. Adournments
68. 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 shall be voted on by poll. Notwithstanding the above, poll may be demanded by either:- How resolution decided
- (a) the Chairman of the Meeting; or
 - (b) not less than five members present in person or by proxy and entitled to vote; or
 - (c) a member or members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the members having the right to vote at the meeting, excluding any voting rights attached to any shares in the Company held as treasury shares; or
 - (d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right, excluding shares in the Company conferring that right, excluding any voting rights attached to any shares in the Company held as treasury shares.
- A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn), a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
69. A poll shall be taken in such manner (manually using voting slips or electronically using various forms of electronic voting devices) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was taken. The Chairman may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How poll to be taken
70. In the case of an equality of votes, the Chairman of the meeting at which the poll takes place shall be entitled to a casting vote. Chairman's casting vote
71. No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need to be given of a poll not taken immediately. Time for taking a poll

VOTES OF MEMBERS

- Voting rights of members 72. Subject to Rule 74 and to any special rights or restrictions as to voting for the time being attached to any class of shares at meetings of members or any other classes of members each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands, every holder of ordinary shares or preference shares who is personally present, who is a member or a representative or a proxy of a member being entitled to vote shall be entitled to one vote and on a poll, every member present in person or by proxy or by attorney or other duly authorised representatives shall have one vote for each ordinary or preference share of which he is the holder. 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 rights is exercisable.
- Voting rights of lunatic members 73. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, a curator bonis or other person in the nature of a committee curator bonis appointed by such court (who may appoint a proxy), provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting.
- Right to vote 74. A member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.
- Objections 75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- Votes on poll 76. On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- Execution of proxies 77. An instrument appointing a proxy shall be in writing and :-
- (a) in the case of an individual, shall be signed by the appointer or by his attorney; and
 - (b) in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer, on behalf of the corporation.
- The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer.
- Rights of proxies 78. A member of the Company entitled to attend and vote at a meeting of a general meeting of the Company, or at a meeting of any class of members of the company, shall be entitled to appoint any person as his proxy to attend and vote at the general meeting. A proxy appointed to attend and vote at a general meeting shall have the same rights as the member to speak at the general meeting.

79. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. Proxy need not be a member
80. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the Meeting provided that, Appointment of proxy
- (a) where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
 - (b) where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account namely, Omnibus Securities Account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.
- Where a member appoints two (2) or more proxies (as the case may be), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 80A. (a) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution. Appointment of proxy via electronic communication
- (b) For the purpose of this Rule, the Directors may require such reasonable evidence they consider necessary to determine:
 - (i) the identity of the member and the proxy; and
 - (ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
 - (c) Without prejudice to this Rule, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
 - (i) Notice calling the meeting;
 - (ii) Instrument of proxy sent out by the Company in relation to the meeting;
 - or
 - (iii) Website maintained by or on behalf of the Company.
 - (d) An appointment of proxy by electronic communication which is not made in accordance with this Rule shall be invalid.
81. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. Proxy entitled to vote
82. An instrument appointing a proxy must be left at the Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof or in 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. Deposit of proxies

- Form of proxy 83. An instrument appointing a proxy may be in the usual common form or such other form as the Directors may accept, and shall be deemed to include the right to demand or join in demanding a poll. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting, as for the meeting to which its relates and need not be witnessed.
- Intervening or insanity of principal not revoke proxy 84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or at such other place as may be specified for the deposit of instrument appointing proxies) before the commencement of the meeting or adjourned meeting.

CORPORATION ACTING BY REPRESENTATIVES

- Representative 85. 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 at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation could exercise if it were an individual member of the Company.

DIRECTORS

- Number of Directors 86. Subject as hereinafter provided that the Directors shall not be less than two nor more than twenty in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors.
- No qualification 87. A Director need not be a member of the Company.
- Directors' remuneration 88. The remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreements, equally, except that in the latter event, any Director who shall hold office for part of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall so far as non-executive Directors are concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover. Salaries payable to Executive Directors may not include a commission on or percentage of turnover.
- Fees 89. The fees of Directors and any benefits payable to Directors shall be subject to annual shareholder approval at a general meeting.
- Allotment to Directors 90. No Director shall be allotted shares as part of an issue of shares to employees unless he has been appointed as Directors of the Company and unless prior to such allotment, the members in general meeting have approved of the same.

91. The Directors may repay to any Director, all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or general meetings, or otherwise in or about the business of the Company. Expenses
92. Any Director, who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage or turnover) as the Directors may determine. Extra remuneration
93. (a) The Directors may pay pensions or allowances (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any full-time Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any subsidiary company or on or after his death to his widow or other dependants. Pensions
- (b) The Directors shall also have power and shall be deemed always to have had power to establish and maintain and to concur with subsidiary companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit) or employees of the Company or of any such subsidiary company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds.
- (c) In this Rule, the expression "full-time Director" shall mean and include any Director who has for a continuous period of not less than five years been engaged substantially whole-time in the business of the Company or any subsidiary company in any executive office or any office of profit or partly in one or partly in another.
94. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm which he is a member may act in a professional capacity for the Company in conjunction with his office of Director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, provided that such disclosure is made as is required by Rule 110 of these presents. Power of Directors to hold offices of profits and to contract with Company
95. A Director may be or become a Director or the officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed, shall not be accountable for any remuneration or otherwise, benefits received by him as a Director or officer of, or by virtue of his interest in such other company. Holding of concurrent office

MANAGING DIRECTORS

- Appointment of Managing Director 96. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors or Deputy or Assistant Managing Director or Deputy or Assistant Managing Directors for such period not exceeding five years subject to re-appointment and on such terms as they think fit. Without prejudice to any claim a Director may have for damages for breach of any contract of service between him and the Company, his appointment shall be subject to determination ipso facto if he cease from any cause to be a Director, or if the Directors resolve that his term of office be determined.
- Remuneration of Managing Directors 97. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or a percentage of turnover.
- Powers of Managing Director 98. A Managing Director, or a person performing the functions of a Managing Director, by whatever name called, shall be subject to the control of the Board. The Directors may entrust to and confer upon a Director holding any such office as aforesaid, any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers

APPOINTMENT AND RETIREMENT OF DIRECTORS

- Vacation of office of Director 99. The office of a Director shall be vacated if the person holding that office:-
- (a) resigns in accordance with Subsection 208(2) of the Act;
 - (b) has retired in accordance with the Act or the Constitution of the Company but is not re-elected;
 - (c) is removed from office in accordance with the Act or the Constitution of the Company;
 - (d) becomes disqualified from being a Director under Section 198 or 199 of the Act;
 - (e) 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;
 - (f) dies; or
 - (g) otherwise vacates his office in accordance with the Constitution of the Company.

Subject to Subsection 196(3) and Section 209 of the Act, a Director may resign by giving a written notice to the Company at the Office.

- Retirement of Directors by rotation 100. At each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to one-third with a minimum of one, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

101. The Directors to retire in every year shall be those, who subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. An election of Director shall take place each year. All Directors shall retire from office once at least in every three (3) years, but shall eligible for re-election. Selection of Directors by retire
102. The Company at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected, unless :- Filling vacated office
- (a) At such meeting, it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
- (b) Such Director has given notice in writing to the Company that he is unwilling to be re-elected; or
- Such Director has attained any retiring age applicable to him as a Director.
103. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for the election, be eligible for election as a Director at any general meeting unless a member, not less than eleven nor more than twenty-one days before the day appointed for the meeting, shall have left at the Office, notice in writing signed by the member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. Provided that in the case of a person recommended by the Directors for election, nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all members at least seven days prior to the meeting at which the election is to take place . Notice of intention to appoint Director
104. The Company may by Ordinary Resolution, of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of these presents or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by Ordinary Resolution 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 has become a director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Directors
105. The Directors shall have power at any time and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. The Directors' powers to fill casual vacancies or appoint additional Director

- Provisions for appointing and removing Alternate Directors
106. Each Director shall have the power to nominate any person to act as Alternate Director in his place during his absence and may at his discretion remove such Alternate Director provided that such person is not a Director of the Company, does not act as an alternate for more than one (1) Director of the Company and the appointment is approved by a majority of the other Directors. A person so appointed shall (except as regard power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each Alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence and shall be entitled to receive all notices of meeting of the Directors. Any remuneration paid by the Company to an Alternate Director shall be deducted from the remuneration payable to the Director nominating him. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Rule which was in force immediately before his retirement shall remain in force as though he had not retired. All appointments and removals of the Alternate Directors made by any Director pursuant to the provisions of this Rule shall be in writing under the hand of the Director making the same and left at the Office.

PROCEEDINGS OF DIRECTORS

- Meeting of Directors
107. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. Provided that the Chairman of a meeting at which only two (2) Directors are present, or at which only two (2) Directors are competent to vote in the question at issue, shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from Malaysia.
- Participation at Meetings of Directors by way of Instantaneous Telecommunication Device
108. Subject to the laws for the time being in force in this jurisdiction, the contemporaneous linking together by an instantaneous telecommunication device of a number of Directors no less than the quorum required by Rule 109, whether or not any one or more of the Directors is out of Malaysia, is deemed to constitute a meeting of the Directors and all provisions of this Constitution as to the meetings of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-
- (a) all the Directors shall have received notice of a meeting by an instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by this Constitution;

- (b) each of the Directors taking part in the meeting by an instantaneous telecommunication device must be able to hear and/or see, as the case may be, each of the other Director (or their alternates) taking part at the commencement and for the duration of the meeting; and each of the Directors taking part in the meeting by an instantaneous telecommunication device must be able to hear and/or see, as the case may be, each of the other Director (or their alternates) taking part at the commencement and for the duration of the meeting; and
- (c) at the commencement of the meeting, each Director must acknowledge his presence for the purpose of the meeting to all the other Directors taking part in the meeting.

A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by an instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting.

Minutes of the proceedings of the meetings of the Directors by an instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if confirmed as correct minutes by the Chairman of the meeting.

For the purpose of this Constitution, “instantaneous telecommunication device” means any telecommunication conferencing with or without visual capacity.

- 109. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number, shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Quorum
- 110. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of interest in accordance with the provisions of the Act. Declaration of interest
- 111. Save as by the next following Rule otherwise provided, a Director shall not participate and vote in respect of any discussion pertaining to the contract or proposed contract or arrangement in which he is directly or indirectly personally interested (and if he shall do so, his vote shall not be counted), nor shall his vote be counted for the purpose of any resolution regarding the same. Interested Director shall only be counted to make the quorum at the Board meeting, but this Rule shall not apply to :-
 - (a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligations of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.Restrictions on voting and quorum

By Ordinary Resolution of the Company, the provisions of this Rule at any time may be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction and any particular contract, arrangement or transaction carried out in contravention of this Rule may be ratified.

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| Relaxation of restrictions on voting | 112. A Director notwithstanding his interest shall be counted in the quorum present at any meeting whereat he or other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise), to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Directors resolve to enter into or make any arrangements with him or on his behalf pursuant to Rule 94 of these presents, or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof. |
| Proceedings in case of vacancies | 113. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filing up such vacancies or of summoning general meetings of the Company, but not for any other purpose except in an emergency. If there be no Directors or Director able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors. |
| Chairman | 114. The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, but if no Chairman or Deputy Chairman shall have been appointed, or if at any meeting, neither the Chairman nor the Deputy be present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be a Chairman of the meeting. |
| Resolutions in writing | 115. A resolution in writing signed by a majority of the Directors for the time being in Malaysia or their alternate not being less than two Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. |
| Power to appoint committees | 116. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. |
| Proceedings at committee meetings | 117. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Rule. |

118. All acts done by any meeting of Directors, or of a committee of Directors or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there were some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- Validity of acts of Directors in spite of some formal defect

BORROWING POWERS

119. The Directors may borrow or raise from time to time, for the purpose of the Company or secure the payment of such sums as they think fit and may secure the repayment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by issue of debenture (whether at part or at a discount or premium) or otherwise as they may think fit.
- Directors borrowing powers
120. Notwithstanding the preceding Rule, the Directors shall not borrow any money or mortgage or charge any of the Company's or subsidiary'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.
- Restriction on borrowing, etc
121. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act to any modification, exception or limitation contained in the Act or in the Constitution, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, with the Constitution or the provisions of the Act as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Rule shall not be limited or restricted by any special authority or power given to the Directors by any other Rule. Provided however and notwithstanding anything to the contrary contained in these presents, the Directors shall not carry into effect, any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value or the disposal of a substantial portion of the Company's undertaking or property, unless the proposal or transaction has been approved by the shareholders of the Company in general meeting.
- General power of Directors to manage Company's business
122. The Directors may establish any local Boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such local Boards, or any managers or agents, and may fix their remuneration and may delegate to any local Boards or any manager or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local Boards, or any of them, to fill any vacancies therein and to act notwithstanding the vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- Power to establish local Boards, etc

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| Power to appoint attorneys | 123. | The Directors may from time to time and at any time, by power of attorney under the Seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (nor exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. |
| Power to have a seal for use abroad | 124. | 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 keep a Branch Register | 125. | The Company, or the Directors on behalf of the Company, may in the exercise of the powers in that behalf conferred by the Act cause to be kept, a Branch Register or Register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit, respecting the keeping of any such register. |
| Signature of cheques and bills | 126. | All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time, by resolution determine. |

SECRETARY

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| Appointment of Secretary and Deputy or Assistant Secretary | 127. | The Secretary shall, and a Deputy or Assistant Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy and Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. |
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THE SEAL

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| Formalities for affixing Seal | 128. | The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall (subject to the provisions of this Constitution as to certificates for shares) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. The Company may also have a share seal pursuant to Section 63 of the Act and Rule 29(b). |
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AUTHENTICATION OF DOCUMENTS

129. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts and elsewhere than at the office of the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Power to authenticate documents
130. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Rule shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Certified copies of resolutions of the Directors

DIVIDENDS AND RESERVES

131. The Company may only make a distribution to the members out of profits of the Company available if the Company is solvent. The distribution to the members shall be authorised by the Directors of the Company. The Directors may authorise a distribution 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. Payment of dividends
132. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Rule only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. Apportionment of dividends
133. If and so far as in the opinion of the Directors, the profits of the Company justify such payments, the Directors may pay the fixed preferential dividends on any class of shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto may also from time to time, pay to the holders of any other class of shares, interim dividends thereon of such amounts and on such dates as they think fit. Payment of preference and interim dividends

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| Profit earned before acquisition of a business | 134. | Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall at the discretion of the Directors, be credited or debited wholly or in part to the revenue account, and in that case, the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and be available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof. |
| Dividends not to bear interest | 135. | No dividend or other moneys payable on or in respect of a share shall bear interest against the Company. |
| Deduction of debts due to the Company | 136. | The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share, all sum of money (if any) presently payable to him to the Company on account of calls or in connection therewith. |
| Retention of dividends on shares subject to lien | 137. | The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. |
| Retention of dividends on shares pending transmission | 138. | The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same. |
| Payment of dividends in specie | 139. | The Company may, upon the recommendation of the Directors, by Ordinary Resolution, direct payment of a dividend in whole or in part by the distribution of specific assets and in particular, of paid-up shares or debentures of any other company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. |

140. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or paid via electronic transfer of remittance to the account provided by the holder who is named on the Register of Members and/or Record of Depositors. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent at the risk of the person entitled to the money thereby represented.
- Mode of dividend payment

RESERVES

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

CAPITALISATION OF PROFITS AND RESERVES

142. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit or any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members holding ordinary shares in the proportions in which such sum would have been divisible amongst them, had the same been applied, been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by the Company, such shares or debenture 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.
- Power to capitalise profits

- Implementation of resolution to capitalise 143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriation and applications of the sum resolved to be capitalised thereby, and all allotments and issue of fully paid shares or debentures (if any) and generally, shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members interested into an agreement with the Company, providing for the allotment to them respectively credited as fully paid up of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and holding on all such members.

MINUTES AND BOOKS

- Minutes 144. The Directors shall cause minutes to be made in books to be provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
- of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of the committees of Directors.
- Keeping of registers, etc 145. The Directors shall duly comply with the provisions of the Act and in particular, to the provisions on registration of charges created by or affecting the property of the Company, the Constitution of the Company, Register of Directors and Secretaries, Register of Members, Register of Mortgages and Charges and Register of Directors' Share and Debenture Holdings and the production and furnishing of copies of such registers and of any Register of Holders of Debentures of the Company.
- Form of registers, etc 146. Any register, index, minutes book, book of account or other book required by these presents or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.
- Directors to keep proper accounts 147. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act.
- Inspection of books 148. The books of account shall be kept at the Office or at such place within Malaysia as the Directors think fit and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by Ordinary Resolution of the Company.

149. The Directors shall from time to time, in accordance with the provision of the Act, cause to be prepared and to be laid before a general meeting of the Company, such profit and loss account, balance sheets, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the company and the issue of the annual audited financial statements, the directors' and auditors' reports shall not exceed four (4) months. Presentation of accounts
150. A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors report shall not be more than six months after the close of the financial year and not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents; provided that this Rule shall not require a copy of these documents to be sent to any person whose address the Company is not aware of but to any member to whom a copy of these documents has not been sent, shall be entitled to receive a copy free of charge on application at the Office. The requisite number of copies of each such documents shall at the same time be forwarded to each stock exchange upon which the Company is listed. Copies of accounts
151. Save as may be necessary for complying with the provisions of the Act or as the Company may by Ordinary Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member. Particulars of investments

AUDITORS

152. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Appointment of auditors
153. 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
154. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as Auditor. Auditors' right to receive notices of and attend and speak at general meeting

NOTICES

155. Any notice or document required to be sent to members may be given by the Company to any member:- Service of notices and/or documents
- (a) in hardcopy to be sent to any member either personally or by post to the address as appearing in the Register of Members and/or the Record of Depositors; or

- (b) in electronic form to be transmitted to the last known electronic mail address provided by the member to the Company for such purpose as appearing in the Register of Members and/or the Record of Depositors or by publishing on the Company's website or via short messaging service or any other electronic platform(s).

A notice or document required to be sent to members shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with Section 320 of the Act and the Listing Requirements.

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

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| Members abroad may give an address for service | 156. | Any member described in the Register of Members and/or the Record of Depositors by an address not within Malaysia, who shall, from time to time, give the Company an address within Malaysia at which notices may be served upon him, shall be entitled to have served upon him at such address, any notice to which he is entitled under this Constitution. |
| Members abroad may be served by telegram | 157. | If a member has no registered address within Malaysia and has not supplied to the Company an address within Malaysia for the giving of notices to him, a notice may be sent to him by telegram at his registered address appearing in the Register of Members and/or the Record of Depositors. |
| Service of notice after death or bankruptcy of a member | 158. | 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 with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall (notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of bankruptcy) be deemed to have been duly served in respect of any share registered in the name of such member as sole holder. |
| When service deemed effected | 159A. | <p>(a) Any notice or other document, if served or sent by post or telegram, shall be deemed to have been served or delivered at the time when the letter or telegram containing the same would in the ordinary course to be delivered, and in providing such service or sending, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the Post Office as prepaid letter or that the telegram was properly addressed and handed into the Post Office for despatch.</p> <p>(b) Any notice or document required to be sent to members, if served or sent by electronic means, shall be deemed to have been served or delivered:-</p> |

- (i) via electronic mail, at the time of transmission to a Member's last known electronic mail address, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
- (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Rule 155(b); or
- (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Rule 155(c).

In the event that service of a notice or document pursuant to Rule 159A.(b) is unsuccessful, the Company must, within two (2) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Rule 159A.(a) hereof.

- 159B. A member's address, electronic mail address and any other contact details provided to Central Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the member. Last known address for service
160. Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.
161. The accidental omission to give notice of any meeting to, or the non-receipt of the notice by any member shall not invalidate the proceedings at a meeting.
162. Notice of every general meeting shall be given to :-
- (a) every member.
 - (b) Directors.
 - (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 and the Company has been notified of the person's entitlement in writing.
 - (d) the auditor for the time being of the Company.

WINDING UP

- Distribution of assets 163. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up on the share held by them respectively. If in winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the paid-up capital, at the commencement of the winding up, or which ought to have been paid up on the shares held by them respectively. But this Rule is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- Distribution of assets 164. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of a Special Resolution, divide among the member in kind, the whole or any part of the assets of the Company, whether they consist of property of the same kind or shall consist of properties of different kinds, and may for such purpose, set such value as he deems fair upon any one or more class or classes as between the members of different classes of members. The Liquidators may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any share in respect of which there is a liability.
- Indemnity of Directors and officers 165. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SECRECY CLAUSE

- Discovery of Company's confidential 166. Save as may be provided by the Act, no member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members of the Company to communicate to the public.

INDEMNITY

167. For the purposes of Rules under this Section on Indemnity -

“officer” includes -

- (a) any Director, manager, Secretary or employee of the Company;
- (b) a former officer;

- (c) a receiver or receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
- (d) any liquidator of the Company appointed in a voluntary winding up, but does not include -
 - (i) any receiver who is not also a manager;
 - (ii) any receiver and manager appointed by Court; or
 - (iii) any liquidator appointed by Court or by the creditors of the Company;

“effect insurance” includes pay, whether directly or indirectly, the costs of the insurance; and

“indemnify” includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.

168. Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company for any costs incurred by him or the Company in respect of any proceedings -

- (a) that relates to the liability for any act or omission in his capacity as an officer or auditor; and
- (b) in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or is granted relief under this Act, or where proceedings are discontinued or not pursued.

169. Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company for any costs incurred by him or the Company in respect of any proceedings -

- (a) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or auditor;
- (b) any costs incurred by that Director or officer or auditor in defending or settling any claim or proceedings relating to such liability except –
 - (i) any liability of the Director to pay –
 - (1) a fine imposed in criminal proceedings; or
 - (2) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or
 - (ii) any liability incurred by the Director –
 - (1) in defending any criminal proceedings in which he is convicted; or
 - (2) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
- (c) costs incurred in connection with an application for relief under the Act.

170. The Company may, with the prior approval of the Board, effect insurance for an officer or auditor of the Company in respect of -
- (a) civil liability, for any act or omission in his capacity as a Director or officer or auditor; and
 - (b) costs incurred by that officer or auditor in defending or settling any claim or proceeding relating to any such liability; or
 - (c) costs incurred by that officer or auditor in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or auditor-
 - (i) in which that person is acquitted;
 - (ii) in which that person is granted relief under the Act; or
 - (iii) where proceedings are discontinued or not pursued.
171. The provisions of this Rule shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under Section 213 of the Act.
172. The Directors shall -
- (a) record or cause to be recorded in the minutes of the Board; and
 - (b) disclose or cause to be disclosed in the directors' report referred to in Section 253 of the Act,
- the particulars of any indemnity given, or insurance effected for any officer or auditor of the Company.

GOVERNING STATUTES, REGULATIONS AND GUIDELINES

173. Notwithstanding these Rules, the Company shall comply with the Act in respect of all matters where applicable.
174. If any of the Rules in this Constitution is inconsistent with or in breach of any of the provisions of the Act other than any replaceable Rule which has been modified, replaced or excluded by the provisions in this Constitution, then –
- (a) that Rule shall be read down to the extent necessary to comply with the provisions of the Act; and
 - (b) that Rule or those portions thereof which are inconsistent with or in breach of any provision of the Act shall be struck out and deemed not to form part of this Constitution.

EFFECT OF LISTING REQUIREMENTS

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

LODGER INFORMATION

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