

THE COMPANIES ACT 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

OF

GAS MALAYSIA BERHAD
(Company No. 240409-T)

Incorporated on the 16th day of May, 1992

THE CONSTITUTION OF GAS MALAYSIA BERHAD

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THE COMPANIES ACT 2016

PUBLIC COMPANY
LIMITED BY SHARES

CONSTITUTION OF
GAS MALAYSIA BERHAD

GENERAL

1. The name of the company is Gas Malaysia Berhad.
2. The Company is a public company limited by shares.
3. The registered office of the Company shall be situated in Malaysia.
4. The liability of the members is limited.
5. The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of these Clauses shall not apply to the Company except in so far as the same are repeated or contained in this Constitution.

OBJECTS

6. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia which shall include, but not limited to the following object clauses:-
 - (A) To construct, own and operate a natural gas distribution system in Peninsular Malaysia.
 - (B) To carry on in all its branches the principal business of purchasing, importing, selling, marketing, trading, distribution and promotion of natural gas to the industrial, commercial and residential sectors.

- (C) To carry on in all its branches the sale, marketing, distribution and promotion of gas related appliances.
- (D) To purchase, lease, exchange, hire, build, charter or otherwise acquire any real or lease-hold estate or other property or rights real or personal, including in particular (but without prejudice to the generality of the foregoing) any land, installations, buildings, ships, vessels, aircraft, plant, apparatus, machinery, tools, and other appliances, materials, equipment and goods of any sort which may seem to the Company necessary or suitable or convenient for the Company's business or any suitable or convenient for the Company's business or any part thereof, on such terms and conditions as the Company shall deem expedient, and to sell, improve, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any such property or rights.
- (E) To purchase or acquire and undertake all or any part of the business, property and liabilities of any company, body or person carrying on any business which the Company is authorised to carry on or possessing property suitable for the purposes of the Company.
- (F) To construct, erect, install, maintain, improve and work or aid in, contribute or subscribe to the construction, erection and maintenance, improvement or working of any railways, tramways, piers, jetties, mooring buoys, marine loading facilities, navigational and other marine and submarine works, wharves, docks, roads, canals, waterways, waterworks, reservoirs, tanks, storage installations, pipelines (whether terrestrial or submarine), mills, factories, refineries, laboratories, electric works, gas works, hydraulic works, telegraphs, telephones, machinery and other appliances, offices, dwelling-houses, clubs, hospitals, recreational facilities and other buildings.
- (G) To acquire, work and dispose of and deal in any mines, metals, minerals, clay and other like substances and to acquire, produce, manufacture, deal in or otherwise turn to account any mineral, animal or vegetable substance or products, whether solid, liquid or gaseous.
- (H) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the objects specified above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (I) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring an exclusive or non-exclusive or limited right to use or exploit any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of or otherwise turn to account the property, rights, and information so acquired.
- (J) To enter into partnership or any arrangement for sharing profits, union of interest, cooperation, joint adventure, reciprocal, concessions or otherwise with any company, body or person 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 engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company; and to lend money to, guarantee the contracts of or otherwise assist any such Company, body or person and to purchase, take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (K) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions, which the Company may think it desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges or concessions.
- (L) To carry on all kinds of marine insurance and transit insurance business and generally every kind of insurance and re-insurance and mutual insurance business except the issuing of policies of insurance on human life.
- (M) To support, subscribe or make donations for any patriotic, general, useful, charitable, benevolent or public object or purpose or for any exhibition, and to establish, support, subscribe or make donations to, or aid in the establishment and support of any association, fund, trust, convenience, institution, society or club which may be for the benefit of the Company or its employees or Directors or the past employees or Directors of the Company, or the dependants or connections of any such persons, or which may be connected with any town or place where the Company carried on business; to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company, or to the wives, children or other connections of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company; and to subsidise or assists any association of employers or employees, or any trade association.

- (N) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (O) To establish, grant, maintain and work, agencies and branches and take up agencies, in any part of the world, and to act as agents for companies carrying on all classes or kinds of insurance business, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents, and to remunerate any person in connection with the establishment or granting of such agencies, upon such terms and conditions as the Company may think fit.
- (P) To promote any company for the purpose of acquiring all or any of the properties and liabilities of this Company or for any other purpose which may seem, directly or indirectly calculated to benefit this Company.
- (Q) To invest and deal with the moneys of the Company not immediately requiring investment, in such manner as may from time to time be determined.
- (R) To lend money to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any persons.
- (S) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged on the undertaking and all or any of the property (both present and future) and the uncalled capital of the Company and purchase redeem or pay off any such securities.
- (T) To remunerate any persons or company for services rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or debenture stock or other securities of the Company or in or about the formation or promotion or the conduct of the Company or of the business acquired or carried on by the Company.
- (U) 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.

- (V) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and, in particular, for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (W) To apply for, promote and obtain any Ordinance Provisional Order, Regulation, Enactment, Act of Parliament, statute, order or other authorisation in Malaysia or in any other part of the world for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (X) To distribute among the Members of the Company in specie any property of the Company.
- (Y) To procure the Company to be registered or recognised in any part of the world.
- (Z) To do all or any of the above things in Malaysia and in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.
- (AB) To carry on any other business which may seem to the Company that is capable of being conveniently carried in connection with its commercial and/or regulatory objectives subject to Applicable Laws.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of person, whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

POWERS

7. Subject to Applicable Laws, the Company shall be capable of exercising all the functions of a body corporate and have full rights, powers and privileges to attain or pursue the aforesaid objects.

INTERPRETATION

8. In this Constitution, if not consistent with the subject or context, 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:-

WORDS

MEANINGS

Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Alternate Director	A substitute Director nominated in writing to the Company and duly registered with the Registrar of Companies.
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities.
Auditors	The auditors for the time being of the Company.
Beneficial owner	The ultimate owner of the shares and does not include a nominee of any description.
Board or Board of Directors	The board of directors for the time being of the Company.

WORDS	MEANINGS
Bursa Depository	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) and its successors-in-title.
Central Depositories Act	Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Clause	Clauses of this Constitution as originally framed or as altered from time to time by Special Resolution.
CMSA	Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Constitution	This Constitution as originally framed or as altered from time to time by Special Resolution.
Company	GAS MALAYSIA BERHAD (Company No. 240409-T).
Deposited Security	A security in the Company standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of a Securities Account.
Directors	The Directors for the time being of the Company, and, unless otherwise stated, includes their duly appointed Alternate Directors.
Document	Any document required to be sent under the Listing Requirements to securities holder.
Electronic address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.

WORDS

MEANINGS

Electronic communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Electronic form	Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name as it may assume from time to time.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
Independent Directors	Has the meaning ascribed to it under the Listing Requirements.
Listing Requirements	Main Market Listing Requirements of the Exchange including any amendments 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.
Market Day	A day on which the stock market of the Exchange is open for trading in securities.
Member	Any person for the time being holding shares in the Company and whose name appears in the Register of Members and depositors whose names appears on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd and the Special Shareholder).

WORDS	MEANINGS
Minister	Minister of Finance or the minister for the time being charged with the responsibility for finance.
Month	Calendar month.
Office	The registered office for the time being of the Company.
PETRONAS	Petroleum Nasional Berhad or its successor in title.
Prescribed Securities	A security which has been prescribed by the Exchange to be deposited with the Central Depository under Section 14 of the Central Depositories Act.
Record of Depositors	A record provided by the Bursa Depository to the Company or its Registrar under Chapter 24.0 of the Rules.
Register	The Register of Members to be kept pursuant to the Act and unless otherwise expressed to the contrary, includes the Record of Depositors.
Registrar	Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.
Ringgit or "RM"	The Malaysian currency.
Rules	Rules of the Bursa Depository including any amendments that may be made from time to time.
Seal	The Common Seal of the Company or in appropriate case the official seal.
Secretary	Any person or persons appointed to perform the duties of secretary of the Company and shall include an assistant or deputy secretary.
Securities Account	An account established by the Bursa Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.
Securities	As defined in Section 2(1) of the CMSA.

WORDS

MEANINGS

“Share” or “share”	As regards the Company means and includes a preferred or deferred as well as an ordinary share and also stock and any security which carries any power of voting with respect to the management of the Company but shall not include the Special Rights RPS.
Share Issuance Scheme	A scheme involving a new issuance of shares to the employees.
Special Resolution	Has the meaning assigned thereto by Section 292 of the Act.
Special Rights RPS	The one (1) redeemable preference share of RM0.50 par with special rights as provided in this Constitution and which is to be held by or transferred only to a Special Shareholder. The Special Rights RPS shall not be listed on the Exchange.
Special Shareholder	Petroleum Nasional Berhad (PETRONAS) and where the Special Rights RPS is transferred by PETRONAS to a wholly-owned entity of the Government of Malaysia, the “Special Shareholder” shall mean such entity to whom the Special Rights RPS is transferred to.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.

Words importing the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.

Words importing persons shall include corporations and companies.

Subject as aforesaid, words or expressions contained in these Clauses shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967 of Malaysia, as amended from time to time and any re-enactment thereof.

The headings and marginal notes in the Constitution are not legally part of this Constitution and do not affect their meaning. They are only intended to be a general guide and are not precise.

SHARE CAPITAL AND VARIATION OF RIGHTS

9. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the Act and the provisions of this Constitution, shares in the Company may be issued with preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine. Power to issue Shares with special rights
10. (1) Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Issue of redeemable preference shares
- (2) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements, and attending general meetings of the Company. Rights of preference shareholders

A holder of preference shares must be entitled to a right to vote in each of the following circumstances:-

- (a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;
- (b) on a proposal to reduce the Company's share capital;
- (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (d) on a proposal that affects their rights attached to the preference shares;
- (e) on a proposal to wind up the Company; and
- (f) during the winding up of the Company.

The holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.

11. (1) Subject to the provisions of Sections 71 and 91 of the Act, if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a special resolution passed at a separate meeting of the shareholders of that class. Where necessary majority of such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than 75% of the total voting rights of the shareholders of that class within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two (2) persons who are shareholders present in person or represented by proxy holding at least one-third (1/3) of the number of issued shares of the class, excluding any shares of that class held as treasury shares and that any holder of shares of the class present in person or by proxy may demand a poll. For adjourned meeting, quorum is one (1) person present holding shares of such class. To every such special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary, apply. Modification of class rights
- (2) The repayment of preference capital other than redeemable preference, or any other alteration of preference shareholders rights may only be made pursuant to a Special Resolution of the preference shareholders concerned, provided always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting. Repayment of preference capital
- (3) The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto. Special right to any class of share
12. All Shares of the Company shall carry the same rights and rank pari passu in all respects. The Special Rights RPS shall have the rights as expressly set out in this Constitution. Capital of Company

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| 13. The Special Rights RPS shall be held and registered in the name of the Special Shareholder and have the following special rights:- | The Special Rights RPS |
| (1) The Special Shareholder, as the holder of the Special Rights RPS, or any holder acting on behalf of the Special Shareholder, shall have the same rights as ordinary shareholders with regard to receiving notices of general meetings, reports and audited financial statements of the Company and to attend and speak at all general meetings or any other meeting of any class of Members of the Company but the Special Rights RPS Share shall carry no right to vote nor any other rights at any such meeting save and except where the right to vote is expressly provided in this Constitution and/or the Listing Requirements. | Right to attend and speak at general meetings |
| (2) Save as otherwise specifically provided for under this Constitution, the Special Shareholder, as holder of a preference share, shall have the right to vote at any meeting convened in each of the following circumstances as provided for under the Listing Requirements:- | The right to vote as holder of preference share |
| (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months, if applicable; | |
| (b) on a proposal to reduce the Company's share capital; | |
| (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking; | |
| (d) on a proposal that affects rights attached to the Special Rights RPS; | |
| (e) on a proposal to wind up the Company; and | |
| (f) during the winding-up of the Company. | |
| A resolution in writing signed by or on behalf of the Special Shareholder shall, for this purpose, be treated as a resolution duly passed by the Special Shareholder in respect of the matters stated above. | |
| (3) The Special Shareholder shall have no right to appoint or nominate any Directors. | No right to appoint or nominate any Directors |
| (4) The Special Rights RPS shall confer no rights to dividend. | No right to dividend |

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| (5) The Special Rights RPS is not transferable and is to be held by PETRONAS. Notwithstanding this, the Special Rights RPS may be transferred to an entity wholly-owned by the Government of Malaysia. | Transfer of the Special Rights RPS |
| (6) The Special Shareholder may, subject to the provisions of the Act, require the Company to redeem the Special Rights RPS at the price issued at RM0.50 at any time by serving written notice upon the Company and delivering the relevant share certificate. | Rights of redemption |
| (7) In a distribution of capital in a winding up of the Company, the Special Shareholder shall be entitled to repayment of the capital paid up on the Special Rights RPS in priority to any other member. Save as otherwise provided in this Constitution, the Special Rights RPS shall confer no other rights to participate in the capital or profits of the Company. | Rights of repayment of capital |
| (8) In this Constitution, the provisions relating to the general meetings, votes of members, notices of meeting and the appointment of proxy(ies) shall, unless expressly provided to the contrary, apply <i>mutatis mutandis</i> , in respect of the Special Shareholder where applicable. | Provisions relating to the general meetings, votes of members, notices of meeting and the appointment of proxy(ies) apply to Special Shareholder |
| 14. Each of the following matters may only be effected with the consent in writing of the Special Shareholder:- | Matters requiring consent of Special Shareholder |
| (1) The amendment, or removal, or alteration of the effect of all or any of the following Clauses; | |
| (a) The definitions of "Special Rights RPS" and "Special Shareholder" in Clause 8; | |
| (b) The rights of the Special Rights RPS and Special Shareholder under this Clause; | |

- (2) The voluntary winding-up, liquidation or dissolution of the Company;
 - (3) The creation of a new category of shares in the Company;
 - (4) Any proposal to reduce the share capital of the Company;
 - (5) A sale or disposal of the Company's assets where any of the percentage ratios of such transaction is 25% or more, such percentage ratios are to be calculated in accordance with the definition of "percentage ratios" as defined in the Listing Requirements;
 - (6) Any acquisition of assets by the Company where any of the percentage ratios of such transaction is 25% or more, such percentage ratios are to be calculated in accordance with the definition of "percentage ratios" as defined in the Listing Requirements;
 - (7) The change in the nature of business and principal activities of the Company; and
 - (8) The suspension of the whole of the Company's operations.
15. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, Applicable Laws, any other requirements of the Securities Commission, and to the provisions of any resolution of the Company, the Board may issue, allot or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Board may determine but the Board in making any issue of shares shall comply with the following conditions:-
- Allotment
of shares
- (1) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
 - (2) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members in general meeting; and
 - (3) no Director shall participate in a scheme that involves a new issuance of shares or other convertible securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director.

16. (1) The Company must not allot or issue securities or cause or authorise its Registrars to cause the Securities Accounts of the allottees to be credited with securities until after it has filed with the Exchange an application for listing for such additional securities and been notified by the Exchange that they have been authorised for listing. Issue securities of
- (2) The Company must ensure that all new issues of securities for which listing is sought on the Exchange are made in accordance with the Central Depositories Act, the Listing Requirements and the Rules, and shall be by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Bursa Depository of the names of the allottees and all such particulars required by the Bursa Depository, to enable the Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees.
- (3) Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot or issue securities and despatch notices of allotment to all allottees within such period as prescribed by the Exchange and make application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange and deliver to the Central Depository the appropriate certificate, if any, in such denomination as may be specified by the Central Depository registered in the name of Central Depository or its nominee company.
17. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith. Ranking of class rights
18. The Company may exercise the power of paying commissions conferred by the Act, provided that the rate or the per centum of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. Such payment may be satisfied by the payment of cash or the allotment of fully paid up shares or partly paid up shares or by a combination of any of the aforesaid methods of payment. The Company may, on any issue of shares, also pay such brokerage as may be lawful. Commission on subscription of shares

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| 19. Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. | Interest on share capital during construction |
| 20. Except as authorised or required by law or this Constitution, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or any other right in respect of any shares, except an absolute right to the entirety thereof in the registered holder. | Trusts not to be recognised |
| 21. No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or on loans upon the security of the Company's Shares but nothing in this Constitution shall prohibit transactions mentioned in Section 125 of the Act. | Prohibition of use of Company's funds |

CERTIFICATES

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| 22. The Bursa Depository or its nominee company shall be entitled to receive Jumbo Certificates in denominations requested by the Bursa Depository or its nominee company for securities that are Deposited Securities which shall be issued in accordance with the Central Depositories Act, the Listing Requirements and the Rules. If the Bursa Depository or its nominee company shall require more than one (1) Jumbo Certificate in respect of the securities 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 and/or the Exchange plus any stamp duty levied by the Government from time to time. | Jumbo Certificate |
| 23. Subject to the provisions of the Act, the Central Depositories Act, this Constitution and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the owner of such certificate, and in case of defacement or wearing out on delivery of the old certificate and in any case on payment of such sum not exceeding RM10.00 per certificate or such sum as shall from time to time be determined by the Directors and/or permitted by the Exchange; in the case of destruction, loss or theft, the Central Depository and shareholder who shall be entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss. | New certificates may be issued |

LIEN

24. Subject to the provisions of the Act, the Listing Requirements, the Central Depositories Act and the Rules, the Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including, dividend from time to time declared on such shares, for all monies (whether presently payable or not) called or payable at a fixed time in respect of that shares. The Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member or deceased Member (whether solely or jointly with others) for all monies presently payable by him or his estate (either solely or jointly with others) to the Company as the Company may be called upon by law to pay and has paid in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. Company's lien on shares and dividend
25. The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death or bankruptcy. Lien may be enforced by sale of shares
26. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Board shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. Directors may effect transfer
27. The proceeds of the sale after payment of the amount of all costs of such sale and of any attempted sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. Application of proceeds of sale

CALL ON SHARES

28. The Board may from time to time make calls upon the Members as the Board may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) pay to the Company at the date, time and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine. The Board may make calls
29. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Any call may be made payable either in one sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any). When call deemed made
30. 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 eight per cent (8%) per annum as the Board may determine, but the Board shall be at liberty to waive payment of the interest wholly or in part. Interest on unpaid calls
31. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date shall, for the purposes of this Constitution, be deemed to be a call duly made and payable on the date on which by the terms of issue the share becomes payable, and in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified. Terms of issue may be treated as call
32. The Board may, from time to time make arrangements on the issue of shares, differentiate between the holders as to the amount of calls or instalment to be paid and the times of payment of such calls. Difference in calls
33. The Board may, if they think fit, receive from any Member willing to advance payment all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per centum (8%) per annum as may be agreed upon between the Board and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Calls may be paid in advance

34. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share owned by him, together with interest and expenses (if any).
- Member not entitled to privileges of membership until all calls paid

INFORMATION ON SHAREHOLDING

35. The Company may by notice in writing require any Member within such reasonable time as is specified in the notice:-
- (1) (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or Authorised Nominee or trustee; and
- (b) if he holds them as Authorised Nominee or trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where the Company is informed in pursuance of a notice given to any person under Clause 35(1) or under this Clause 35(2) that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that the other person within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds that interest as beneficial owner or Authorised Nominee or trustee; and
- (b) If he holds it as Authorised Nominee or trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.
- Company may require information of a Member
- Company may require any information of beneficial interest
- Member to inform Company

TRANSFER OF SHARES

36. Subject to the restrictions imposed by this Constitution, the Listing Requirements and the provisions of any written law and all rules and regulations made thereunder including the Central Depositories Act and the Rules (with respect to the transfer of Deposited Security), Shares shall be transferable, but every transfer must be in writing and in such form prescribed and approved by the Exchange, or such form as may from time to time be prescribed under the Act or approved by the Exchange or such authorities of the stock exchange on which the Company's Shares are listed. Transfer of shares
37. All transfer of Deposited Security shall be effected in accordance with the Rules. The instrument shall be executed by or on behalf of the transferor and transferee; the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Registration of transfer
38. The transfer of any securities or class of securities of the Company which have been deposited with the Bursa Depository, shall be by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities. Procedure for transfer
39. (1) Subject to the restrictions imposed by this Constitution and the provisions of any other law, there shall be no restrictions on the transfer of fully paid securities. No shares shall be in any circumstances be knowingly transferred to any infant, bankrupt or person of unsound mind. In case of Deposited Securities, the Bursa Depository may refuse to register any transfer that does not comply with the Central Depositories Act and the Rules. Refusal to register transfer
- (2) Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof, in favour of some other person. Renunciation
40. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding thirty (30) days in aggregate in any calendar year. Ten (10) market days' (or such other period of notice as may be prescribed under the Listing Requirements by the Bursa Malaysia Securities Berhad from time to time) notice of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and also be given to the Bursa Malaysia Securities Berhad. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Bursa Depository to prepare the appropriate Record of Depositors. Closure of Register or Depositors

41. Subject to any law in Malaysia for the time being in force, neither the Company nor the Directors nor any of its officers shall incur any liability for the act of the Bursa Depository in registering or acting upon a transfer of securities apparently made by a member or any person entitled to the securities by reason of death, bankruptcy or insanity of a member although the same may, by reason of any fraud or other causes not known to the Company or the Directors or the Bursa Depository or other officers, be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee, of the particulars of the securities transferred or otherwise in defective manner. And in every case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- No liability of Directors etc
42. (1) Where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the Member stating that the Company, after expiration of thirty (30) days from the date of the advertisement, intends to transfer the shares to the Minister charged with responsibility for finance.
- Whereabouts of Member unknown
- (2) If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the Member to the Minister charged with the responsibility for finance and for that purpose may execute for and on behalf of such Member, a transfer of those shares to the Minister charged with the responsibility for finance.
- Transfer of such Member's shares

TRANSMISSION OF SHARES

43. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in case of the death of a Member, the legal personal representatives of the deceased shall be the only persons recognised by law as having any title to his interest in the Shares, but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any Share which had been held by him.
- Death of a Member

44. (1) Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member shall, on such evidence being produced as may from time to time properly be required by the Bursa Depository and subject to the Rules and as hereinafter provided, elect either to have himself registered as a Member in respect of the Share or to have some person nominated by him registered as the transferee thereof by the Bursa Depository shall, in either case, have the same right to decline or suspend registration as they would have in the case of transfer of the Share by that Member before his death or bankruptcy. Provided Always that where the Share is a Deposited Security, subject to the Central Depositories Act, the Rules and the provisions of any written law, a transfer or withdrawal of the Share may be carried out by the person becoming so entitled.
- Share of deceased or bankrupt Member and as hereinafter provided
- (2) If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Bursa Depository a notice in writing signed by him stating that he so elects. Provided that where the security is a Deposited Security and the person becoming entitled elects to have the security transferred to him, the aforesaid notice must be served by him on the Bursa Depository. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of the Bursa Depository relating to the right of transfer and the registration of transfer of securities 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 executed by that member.
- Notice to elect oneself or another to be registered
45. A person becoming entitled to a Share by reason of the death or bankruptcy of the Member shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the Share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a Member unless and until his name is registered as a Member in respect of the Share.
- Person entitled to receive and give discharge for dividend
46. Where:
- (1) the securities of the Company are listed on other stock exchange; and
- Transmission of securities from Foreign Register

- (2) the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No.2) Act 1998, as the case may be, under the Rules in respect of such securities, and subject to compliance with and there being no contravention of any applicable laws, regulations and/or directives, 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 companies in the jurisdiction of the other stock exchange to the register of holders maintained by the Registrar of Companies in Malaysia and vice-versa provided that there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

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| 47. If any member fails to pay the whole or any part of any call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any interest or compensation at the rate of eight per centum (8%) per annum or at such rate as the Directors shall determine which may have accrued and any expenses that may have accrued by reason of such non-payment. | Notice to pay call |
| 48. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which such call or instalments, or such part as aforesaid and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at the time and at the place appointed, the Shares in respect of which such call was made will be liable to be forfeited. | Length of notice |
| 49. 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 the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of Shares shall include all dividends in respect of the Shares not actually paid before the forfeiture notwithstanding that they shall have been declared. | Failure to comply with notice |

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| 50. When any Share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the Share or to the person entitled to the Share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register opposite to the Share; but the provisions of this Clause are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | Notice of forfeiture |
| 51. Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited Share has been otherwise disposed of, annul the forfeiture upon the payment of all calls and interest due thereon and all expenses incurred in respect of the Share and upon such further terms (if any) as they shall see fit. | Annulment of forfeiture |
| 52. All the forfeited shares shall become the property of the Company and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Board thinks fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board thinks fit. | Forfeited shares may be sold or cancelled |
| 53. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per cent (8%) per annum or such other rate as may be allowed under the Applicable Laws and determine by the Board to be calculated from the date of forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Liability of member in respect forfeited shares |
| 54. The forfeiture of a Share shall involve the extinction at the time of forfeiture of all interests in and all claims and demands against the Company in respect of the Share, and all other rights and liabilities incidental to the Share as between the Member whose Share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past members. | Result of forfeiture |

55. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and subject to the Central Depositories Act and the Rules, the Directors may authorize some person to execute a transfer of the share pursuant to the Act in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and the Company shall not be bound to see to the application of the purchase money, if any, nor shall the purchaser's title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or other disposal of the share.
- Evidence of forfeiture by the Company
56. This provision of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.
- Forfeiture arising from non-payment of issue of Share

CONVERSION OF SHARES INTO STOCK

57. The Company may from time to time by ordinary resolution of a general meeting convert all or any of its paid-up shares into stock and may from time to time in like manner reconvert any such stock into paid up shares of any number.
- Conversion of shares into stock and re-conversion
58. The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same Clauses as and subject to which, the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances permit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
- Holders of stock may transfer their interest
59. 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 at meetings of the Company and other matters as if they held the Shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- Participation in dividends and profits
60. All such provision of this Constitution as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder".
- Regulations applicable to Shares applicable to Stock

INCREASE OF CAPITAL

61. The Company may from time to time, whether all the shares for the time being issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorizing such increase. Power to increase capital
62. Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmission, forfeiture, lien or otherwise. Unless otherwise provided in accordance with this Constitution the new shares shall be Ordinary Shares. New capital to be considered as part of the current share capital of the Company. New capital to be considered as part of the current share capital of the Company
63. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause. Offer of new shares

ALTERATION OF CAPITAL

64. The Company may from time to time by Ordinary Resolution:- Power to alter capital
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

- (c) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
- (d) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provision of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital , voting or otherwise over the others or any of such other shares; and
- (e) cancel any shares which at the date of the passing of the resolution which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

65. Subject to obtaining the consent in writing from the Special Shareholder pursuant to Clause 14, the Company may by Special Resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws. Power to reduce capital
66. The Company may, subject to its obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws. The provisions of Clause 64 and 65 hereof shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Clause. Purchase of own shares

GENERAL MEETINGS

67. An annual general meeting of the Company shall be held in accordance with the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution. Annual General Meeting
68. The main venue of all meetings of members and annual general meetings shall be within Malaysia at such time and place as the Board shall determine. The chairperson shall be present at that main venue of the meeting. The Board may whenever it so decide by resolution convene a meeting of Members other than annual general meeting. Meeting of Members

69. In addition, a meeting of Members other than an annual general meeting shall be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board. Requisition of meetings
70. The meeting of Members may be held at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting. Meeting of members at two or more venues
71. (1) The notices convening meetings of Members shall specify the place, date and time of the meeting, and the general nature of business of the meeting. Notice shall be given to all Members, Directors and Auditors of the Company 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 one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Notice of meeting
- (2) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing and shall be given to the members either:-
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
- (3) A notice:-
- (a) given in hard copy shall be sent to any member either personally by post to the address supplied by the member to the Company for such purpose; or
 - (b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on the Company's website.

- (4) A notice of a meeting of 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.
- (5) The Company shall notify a member of the publication of the notice on the website and such notifications shall be in given in hard copy or electronic form stating:-
- (a) that it concerns a meeting of members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
- (6) The notice shall be made available on the website throughout the period beginning from the date of the notification referred to paragraph (5) of this Clause until the conclusion of the meeting.
72. A meeting shall notwithstanding that it is called by notice shorter than that it is required by Clause 71(1) be deemed to be duly called if it so agreed:-
- (a) in the case of an annual general meeting, by all the Members, where applicable, entitled to attend and vote thereat; or
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety five (95) per cent in nominal value of the shares giving the right to attend and vote.
73. Subject always to the provisions of the Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be.
74. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member, where applicable, entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him, and that a proxy need not also be a Member. The holder shall specify the proportion of his shareholdings to be presented by each proxy.
75. The accidental omission to give notice of any meeting as aforesaid or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate any resolutions passed or the proceedings of at any such meeting.

Shorter
notice

Business meetings at

Requirement in
notice calling
meeting

Omission to give
notice

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

PROCEEDINGS AT GENERAL MEETINGS

77. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided, two (2) members present in person or represented by proxy shall be a quorum. For the purposes of constituting a quorum:- Quorum at general meeting
- (i) one or more representatives appointed by a corporation shall be counted as one member; or
- (ii) one or more proxies appointed by a person shall be counted as one member.
78. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day, time or place as the Directors may determine but if a quorum is not present at such adjourned meeting within half an hour of the time appointed for the meeting, any Members present in person or by proxy or by attorney or by its duly authorised representative shall form a quorum. If a quorum not present meeting adjourned

79. The Chairman of the Board (if any) shall preside as Chairman at every general meeting. If the Company has no Chairman or if at any general meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if the Chairman of the Board is not willing to act as Chairman for the general meeting, the Directors present shall choose one of their number, to act as Chairman or if one (1) Director only is present, he shall preside as Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to preside as Chairman, the members present and entitled to vote shall elect one (1) of their number to be Chairman. The election of the Chairman shall be by a show of hands.
- Chairman of general meeting
80. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Adjournment with consent of meeting
81. Subject to the Listing Requirements, 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 by poll. Notwithstanding the above, poll may be demanded in writing:-
- How resolution i be decided general meeting
- (a) by the Chairman of the meeting;
 - (b) by at least three (3) Members present in person or by proxy or by attorney or in the case of a corporation by a representative;
 - (c) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting, excluding any voting rights attached to shares in the Company held as treasury shares; or
 - (d) by a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than one-tenth (1/10) of the total sum paid-up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried or has not been carried by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.

82. A resolution put to vote at any meeting of Members shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may, in addition to the powers of adjourning meetings contained in Clause 80, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

Poll may be taken forthwith or after an interval of an adjournment

The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.

83. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote. Where the Chairman is also a member of the Company, he shall have the casting vote in addition to the votes to which he may be entitled as a member.

Chairman's casting vote

84. Without prejudice to any other power which the Chairman may have under the provisions of this Constitution or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the Chairman's decision on matters of procedure or arising accidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the shareholders or so that the meeting reflects the wishes of the majority. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders.

Chairman to promote orderly conduct of the business of all general meetings

VOTES OF MEMBERS

85. Subject to any special rights or restrictions for the time being attached to any shares or classes of shares, at meetings of Members or classes of Members, on a show of hands, each Member who:-
- (a) being an individual, is present in person or by proxy; or
(b) being a corporation, is present by a duly authorised representative or by proxy or by attorney:-
- shall have one (1) vote and on a poll every Member shall have one (1) vote for each share he holds.
86. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator shall carry the same voting power when such right is exercisable.
87. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by his committee or by such other person who properly has the management of his estate and any such committee or other person may vote by proxy or attorney.
88. Subject to the provision in Clause 76, a Member shall be entitled to be present and vote at any general meeting or at a meeting of any class of members in respect of any Share or Shares upon which all calls or other sums presently payable by him due to the Company have been paid. No Member shall be entitled to be present or to vote on any question either personally or otherwise by proxy or attorney at any general meeting or at a meeting of any class of members or upon a poll of be reckoned in the quorum in respect of any shares upon which calls are undue or unpaid, and/or the instrument of proxy, the power of attorney or other authority, if any, naming another person /party (other than the said Member) as proxy, attorney, or person/party authorized to so act has not been deposited with the Company in accordance with Clause 93 hereof.
89. No objections 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 objections made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- Voting rights
- Shares of different monetary denominations
- Vote of Member of unsound mind
- Member barred from voting while call unpaid
- Objection on qualification of voter

90. (1) A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint more than one (1) proxy to attend and vote in his stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (2) Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (3) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
91. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or if the Members is a corporation, shall be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing. There is no restriction on the qualification of the proxy or proxies. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.
92. The instrument appointing a proxy shall be in writing in the common form or in such other form as the Directors may approve subject to the requirements of the Act, the Exchange and any other relevant authorities.
93. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings.
- Appointment of proxies
- Instrument appointing proxy to be in writing
- Form of proxy
- Delivery of instrument appointing proxies

94. (1) 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
- (2) For the purpose of this Clause, the Directors may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
- (3) Without prejudice to this Clause, 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:-
- (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to this Clause not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.
95. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the Share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office and/or such other place as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. Validity of vote given under proxy

96. Subject to the provisions of Section 333 of the Act, any corporation which is a Member, may by resolution of its directors or other governing body, authorises such person(s) as it thinks fit to act as its representative(s) at all meetings of Members and a person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member.
- Corporate representative

DIRECTORS

97. Unless otherwise determined by the Company in general meeting and subject to the Listing Requirements, the number of Directors including a Managing Director, shall not be less than two (2) nor more than thirteen (13).
- Number of Directors
98. The Directors shall have power from time to time and at any time to appoint additional Directors. Any director so appointed shall retire from office at the next annual general meeting of the Company, but shall be eligible for re-election.
- Appointment of additional directors
99. There shall be no shareholding qualification for Directors.
- Shareholding qualification
100. Unless otherwise determined by the Company in general meeting and subject to the Listing Requirements, at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, shall be Independent Directors. If the number of Directors is not three (3) or multiple of three (3), then the number nearest one-third (1/3) shall be used for the purpose of determining the requisite number of Independent Directors.
- Independent Directors
101. At the first annual general meeting of the Company, all of the Directors shall retire from the office and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.
- Retirement of Directors
102. The Directors to retire at the annual general meeting in every year shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement, be elected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.
- Selection of Directors to retire

103. The Company at the meeting at which any Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the retiring Director shall have been put to the meeting and the said resolution is not carried or some other person is elected a Director in place of the retiring Director. A retiring director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.
- Retiring Director deemed to be re-elected
104. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominee, giving consent to the nomination and either signifying his candidature for the office, or signifying the intention of such member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary. Notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice to propose the election of a Director where the nomination is made by a member or members, shall be borne by the member or members making the nomination.
- Notice of intention to appoint Director
105. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the election of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
- Motion for election of Directors
106. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office, provided always that every Director shall retire from office once at least in every three (3) years.
- Increase or reduction of number of Directors
107. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall retire at the next following annual general meeting and shall then be eligible for re-election but he shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
- Directors may fill casual vacancy

DISQUALIFICATION AND REMOVAL OF DIRECTORS

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| 108. Subject to the provisions of Sections 206 and 322 of the Act, the Company may by ordinary resolution of which special notice has been given to all members whom are entitled to receive the notice of the meeting, remove any Director before the expiration of his period of office notwithstanding any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. | Removal of Directors |
| 109. The Company may by ordinary resolution appoint another person in place of a Director removed from office. A person appointed in place of a Director so removed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was elected as a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy. | Appointment of Director in place of one removed |
| 110. The office of a Director shall become vacant if he or she:-

(a) becomes disqualified from being a Director under Sections 198 or 199 of the Act;

(b) ceases to be or is prohibited from being a Director by virtue of the Act or the Securities Laws or the Listing Requirements;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;

(d) is absent from more than fifty per centum (50%) of the total Board meetings held during a financial year;

(e) resign from his office by notice in writing to the Company and deposited at the Office of the Company;

(f) is removed from his office as Director in accordance with the Act;

(g) dies; or

(h) has retired in accordance with the Act or under this Constitution but is not re-elected. | When office of Director deemed vacated |

REMUNERATION OF DIRECTORS

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| 111. The fees and any benefits payable to the Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine PROVIDED ALWAYS that:- | Remuneration of Directors |
| <ul style="list-style-type: none">(a) fee payable to Non-Executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by the shareholders in general meeting;(b) salaries and other emoluments (including bonus, benefits or any other emoluments) payable to Executive Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover. Nothing herein shall prejudice the powers of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission on or percentage of turnover;(c) fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting;(d) any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter; and(e) the fees and / or benefits payable to non-executive Directors who is also Director of the subsidiaries includes fees, meeting allowances, travelling allowances, benefits, gratuity and compensation for loss of employment of Director or former Director of the Company provided by the Company and subsidiaries, but does not include insurance premium or any issue of securities. | |
| 112. The Company may repay to any Directors all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or any committee of the Directors or general meeting of the Company or in connection with the business of the Company. | Reimbursement of expenses to Directors |

POWERS AND DUTIES OF DIRECTORS

113. The business and affairs of the Company shall be managed by Directors or under the direction of the Board who may pay all expenses incurred in promoting and registering the Company. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and exercise all such powers of the Company as are not by this Constitution or by the Act required to be exercised by the Company in general meeting, subject nevertheless, to any of this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- Business of Company to be managed by the Board
114. The Directors shall not without the prior approval of the Company in general meeting:-
- Approval of the Company required
- (a) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (b) arrange or enter or 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 or controlling interest in the Company's undertaking or property (includes the whole or substantially the whole of the rights, including developmental rights and benefits);
 - (c) subject to Sections 228(2) and 229 of the Act, enter or carry into effect any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding Company, or its subsidiary or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such Director or substantial shareholder or person connected with such a Director any shares or non-cash assets of the requisite value as stated in the Act; or
 - (d) issue any securities on such terms and subject to such conditions which confer a right to subscribe for new shares of the Company.

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| 115. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such persons: Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in general meeting. | Establishment and arrangement of pension or superannuation scheme |
| 116. A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. | Directors to act honestly and use reasonable care, skill and diligence |
| 117. Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. | General duty to make disclosure |
| 118. The Directors may exercise all the powers of the Company in relation to any Seal for use outside Malaysia and in relation to branch registers. | Power to have a Seal for use abroad |
| 119. The Directors may at any time and from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with such an Attorney as the Directors may think fit and may also authorise any such Attorney to delegate all or any of the powers, authorities, and discretions vested in him. | Power to appoint Attorneys |
| 120. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Directors may from time to time determine. | Signing of cheques etc. |

BORROWING POWERS

121. (1) The Directors may from time to time at their discretion raise or borrow such sum of moneys or obtain credit facilities as they think proper for the purpose of the Company. The Directors may raise or secure payment or repayment of such moneys or facilities upon such terms and conditions as they think fit and in particular by the issue of Debenture or Debenture Stock or other securities, charge upon all or any part of property of the Company including uncalled capital or by means of charges, mortgages, hypothecation and bonds as the Directors shall think fit PROVIDED always that the Directors shall not borrow any money or mortgage or hypothecate or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital or issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- (2) For the purposes of this Clause "Share Capital and Consolidated Reserves" means at any material time the amount standing to the credit of the share capital account of the Company plus the aggregate amount standing to the credit of the consolidated capital and revenue reserves plus or minus the amount standing to the credit or debit (as the case may be) of the consolidated profit and loss accounts all as shown in the latest published group accounts but adjusted as may be necessary and appropriate to take account of any subsidiary not consolidated in such accounts and any increase in or reduction of the issued and paid up Share Capital of the Company since the date to which the consolidated balance sheet incorporated in such accounts shall have been made up and any distributions (other than normal preference dividends and interim dividends paid in each case out of profits earned since such date) in cash or specie made, recommended or declared from such reserves or profit and loss accounts since such date; excluding any sums set aside for taxation; deducting any amount for goodwill or any other intangible asset (not being an amount representing part of the cost of a bona fide commercial acquisition of shares or other property) shown as an asset in such balance sheet (as adjusted); deducting any amounts attributable to minority interests; and after making such other adjustment (if any) as the Directors may consider appropriate. For the purposes of the foregoing, share capital allotted shall be treated as issued notwithstanding that the issue thereof has not been completed by the registration of the allottees or their nominees. The certificate of the auditors as to the amount of the Share Capital and Consolidated Reserves at any time shall be conclusive and binding upon all concerned.
- Borrowing powers of Directors

- (3) Moneys received on deposit or current account by the Group in the ordinary course of business shall not be taken into account in calculating the amount for the time being remaining undischarged of moneys borrowed or raised by any of such companies for the purposes of paragraph (1) of this Clause.
- (4) The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure that the aggregate amount for the time being remaining undischarged of moneys borrowed by the Group (excluding amounts outstanding on inter-group accounts) shall not exceed the limit imposed by Clause 121(1) without the previous sanction provided for in this Clause. For the purposes of this Clause the nominal amount of any loan capital issued by the Company or any subsidiary and for the time being outstanding shall be deemed to be and shall be taken into account as moneys borrowed notwithstanding that the same may have been issued in whole or in part for a consideration other than cash.
- (5) The nominal amount of any share issued by any company and the principal amount of any moneys borrowed otherwise than by the Group (together in each case with any premium) the repayment whereof is guaranteed by the Company or any subsidiary company shall be deemed to be and shall be taken into account as moneys borrowed by the guarantor company.
- (6) No person dealing with the Group shall be concerned to see or enquire whether the limit hereinbefore provided is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffective unless at the time when the debt was incurred or security given, the lender or the recipient of the security has expressed notice that the said limit had been or was thereby exceeded.
- (7) Moneys borrowed for the purpose of repaying (with or without premium) the whole or any part of any outstanding indebtedness and applied to that purpose within four (4) months from the borrowing shall, pending such application, be deemed not to be borrowed money.

LIMITATION OF DIRECTORS' POWERS

122. A Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. Director may act in his professional capacity
123. (1) Subject always to Section 221 of the Act, a Director may hold any office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lender, agent, broker or otherwise nor shall any such contract, or 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 relationship thereby established. Director may hold other office and declaration of interest
- (2) The nature of the interest of the Director must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Board held after he became so interested, and in case where the Director becomes interested in a contract or arrangement after it is made, then at the first meeting of the Board held after he becomes so interested. A general notice in writing given to the Board by any Director to the effect that he is a member of any specified company or firm, and is to be regarded as interested in any contract which may thereafter be made with the company or firm shall (if such Director shall give the same at a meeting of the Board or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Board after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.
124. A Director of the Company may be or become a director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise in any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. Director may become director of other corporation

125. Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested.
126. Subject to Clause 125 hereof, a Director may vote in respect of:-
- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company;
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security;
 - (c) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
 - (d) any proposal concerning any other company in which he is interested directly or indirectly and whether as an officer or Member or otherwise howsoever, but is not the holder of or beneficially interested in one per centum (1%) or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interested being deemed for the purpose of this Clause to be a material interest in all circumstances); or
 - (e) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the relevant authorities for taxation purposes.
- Disclosure of interest and restriction on discussion and voting
- Power to vote

127. Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any other company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case, each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment. Voting in respect of directors' appointment or employment with the Company
128. If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed. Chairman's ruling final and conclusive

PROCEEDINGS OF DIRECTORS

129. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors. Subject to the laws for the time being in force, all or any members of the Board of Directors or any Committees of the Board may participate in the meeting of the Board of Directors or Committee of the Board (as the case may be) by means of a telephone conference, video conference or any other communication equipment which allows all persons participating in the meeting to hear each other ("Communication Equipment"). A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote. For the purposes of recording attendance, the Chairman or the Secretary shall mark on the attendance sheet that the Directors were present and participating by Communication Equipment. Meetings of Directors
130. Unless otherwise determined by the Board from time to time, at least fourteen (14) days' notice of all Directors' meetings shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternate Directors. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing. The majority of the Board may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted. Notice of Directors' meeting

131. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors from time to time and unless so fixed, the quorum shall be two (2) Directors and a meeting of the Director for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution vested in or exercisable by the Directors generally. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists:-
- (1) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum; or
- (2) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.
132. The quorum necessary for the transaction of the business of the Directors shall be two (2). Where only two (2) Directors are present, or only two (2) Directors are present who are not disqualified pursuant to Clause 123 or who are competent to vote the chairman shall not have a second or casting vote. In the event that no quorum is present after one half of an (1/2) hour of the time appointed for the said meeting, the meeting shall be adjourned to the same day and time the following week and at the same place where for the purpose of the adjourned meeting, any two (2) Directors shall form a quorum.
133. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected annually.
134. The Chairman of the Board of Directors shall chair the meetings of the Board. If no such Chairman is elected or if the Chairman is not present within fifteen (15) minutes of the time appointed for holding the meeting, the Directors present shall choose any one (1) of the Directors to be Chairman of the meeting. Any Director acting as chairman of a meeting of the Directors shall have the chairman's right to a second or casting vote whenever there is an equality of votes subject however to the exception specified in Clause 135.
135. Subject to this Constitution, questions arising at any meeting of the Board of Directors of the Company shall be determined by a majority of votes of all the Directors present at the meeting and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote except when at the meeting only two (2) Directors are present and form the quorum or at which only two (2) Directors are competent to vote on the question at issue, in which event the chairman shall not have a second or casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.
- Quorum of meeting of Directors
- Adjournment of meeting
- Chairman of meeting
- Election of Chairman
- Determination of issues by majority and Chairman's second or casting vote

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| 136. The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Director or sole continuing Director except in an emergency may act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purpose. If there be no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors. | Directors may act notwithstanding vacancy |
| 137. Every Director shall comply with the provisions of Section 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. | Disclosure of interest |
| 138. Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested. | Restriction on voting |

ALTERNATE DIRECTOR

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| 139. (1) Any Director may at any time by way of a notice to the Company and deposited at the Office, appoint any person to act as his Alternate Director provided that:- | Provision for appointing and removing Alternate Director |
| (a) such person must not already be an existing Director of the Company; | |
| (b) such person must not act as alternate for more than one (1) Director of the Company; | |
| (c) such person must be appointed by a majority of the Board; and | |
| (d) any fee paid by the Company to the alternate director shall be deducted from the appointing Director's remuneration. | |
| and at his discretion by way of a notice to the Company to remove such Alternate Director from office. | |

- (2) An Alternate Director shall ipso facto cease to be an alternate Director:-
 - (a) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director; or
 - (b) If he has a receiving order made against him or compounds with his creditors generally; or
 - (c) If he becomes of unsound mind or bankrupt during his term of office.
- (3) An Alternate Director shall ipso facto cease to be an alternate director if his appointor for any reason ceases to be a Director.
- (4) An Alternate Director shall be entitled to receive notices of meetings of the Directors and to attend, speak and vote as a Director at any such meeting at which his appointor is not personally present; and generally in the absence of his appointor from Malaysia, to perform all the functions of his appointor as a Director.
- (5) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- (6) An Alternate Director shall not be taken into account in reckoning the minimum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.
- (7) Subject to the provisions of the Listing Requirements, an Alternate Director shall not be appointed as a member of the Audit Committee of the Company.
- (8) An Alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid, he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

MANAGING DIRECTOR

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| 140. | (1) | The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors or Executive Directors who shall be subject to the control of the Board, for such period not exceeding three (3) years; with power to reappoint thereafter upon such terms as they think fit, and | Appointment of Managing Director |
| | (2) | The Directors may entrust to and confer upon a Director holding such executive office 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. | |
| 141. | | The remuneration of a Managing Director or Managing Directors or Executive Directors pursuant to this Constitution and subject to the terms of any agreement entered into in any particular case shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover. | Remuneration of Managing Director |
| 142. | | A Managing Director or Executive Director shall, while he continues to hold that office, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director or Executive Director. | Retirement of Managing Director |

COMMITTEES OF DIRECTORS

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| 143. | The directors may establish any committees, local boards or agencies comprising one or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency or any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency, or any of them to fill any vacancies therein, and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may vary or annul any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. | Establishment
of committees |
| 144. | A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting the members present may choose one of their number to be Chairman of the meeting except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue. | Election of
Chairman of
meetings of
committee |
| 145. | Subject to any rules and regulations made pursuant to Clause 143, a Committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote. | Determination
of votes at
meetings of
committee |

VALIDATION OF ACTS OF DIRECTORS

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| 146. | All acts bona fide done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was such defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director. | Validity of
acts of
Directors |
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147. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification or approval by shareholders in general meeting. Sale subjects to shareholder's approval

DIRECTORS' CIRCULAR RESOLUTIONS

148. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by all the Directors for the time being present in Malaysia entitled to receive notice of a meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. Any such resolution may consist of several Documents in like form (prepared and circulated by facsimile, telex, telegram or electronic mail or other communication modes / equipment), each signed by one (1) or more Director or their alternates. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Director and sent by him by facsimile, telex or telegram or electronic mail or other communication modes / equipment shall be deemed to be a Documents signed by him for the purposes of the foregoing provisions. Any such Documents may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and / or electronic or digital signature of the Director or his alternate. Directors' Circular Resolution

AUTHENTICATION OF DOCUMENTS

149. Any Director or the Secretary or any person appointed by the Directors shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of Documents
150. 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 Clause 149 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. Conclusive evidence of resolutions and extract of minutes of meetings

MINUTES AND REGISTER

151. The Board shall cause minutes to be duly entered in books provided for the purpose:-
- Minutes of meetings and resolutions
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
 - (b) of the names of all the Directors present at each meeting of Directors and of any committees of the Board and of the Company in a meeting of Members;
 - (c) of all resolutions and proceedings of meetings of Members and of meetings of the Directors and committees of the Board; and
 - (d) of all orders made by the Board and any committee of the Board.
- Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
152. The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors, Managers and Secretaries of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of change in manner prescribed by the Act.
- Directors to comply with Act
153. The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office and shall be open to the inspection of any Member without charge.
- Minutes kept at Office
154. The Company shall also keep at the Office, register which shall be open to the inspection of any Member without any charge and to any other person on payment of not exceeding RM10.00 for each inspection, of all such matters required to be so registered under the Act, and in particular:-
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 144 and 56(4) of the Act; and
 - (b) a register of the particulars of each Directors' shareholdings and interests as required under Section 59 of the Act.
- Registers to be kept

SECRETARY

155. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment. Secretary

The office of the Secretary or Secretaries shall become vacant if the Secretary or Secretaries resigns his office by notice in writing to the Company or he becomes prohibited to act as the Secretary or Secretaries in accordance with Section 238 of the Act.

The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.

THE SEAL

156. The Board shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Board authorised to use the Seal. Every instrument to which the Seal is affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Board for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock or debenture as defined in the Act or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates only pursuant to Clause 158 hereof), as the case may be, of the Company and the Board may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Board from time to time in such resolution. Authority for use of Seal
157. The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Board. Official Seal for use abroad
158. The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is an exact copy of the Seal of the Company with the addition on its face of the word "Securities" which is specifically used for affixing onto certificates that may be issued by the Company for any share, stock, loan stock, debentures or other marketable security relating to all aforesaid created or issued or dealt with or marketed or sold by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Clause 156 hereof. Official Seal for share certificates, etc

FINANCIAL STATEMENTS

159. The Company, Directors and Managers shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 245 of the Act, the books of account or records of operations shall be kept at the Office or at such place as the Directors think fit and shall always be open to inspection by the Directors.
- Directors to keep proper financial statements
160. The Board shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and directors' report in accordance with the provisions of the Act and the Listing Requirements.
- Preparation and issuance of audited financial statements and directors' report
161. A copy each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
- Circulating copies of audited financial statements and directors' report

AUDIT

162. The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.
- Appointment of Auditors
163. The Auditors shall attend every annual general meeting where the financial statement of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.
- Attendance of Auditors at general meetings where financial statements are laid

DIVIDENDS AND RESERVES

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| 164. | The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount recommended by the Board. The Company in general meeting may declare dividends that shall be payable out of profits and shall not bear the interest against the Company. | Distribution of dividends out of profit |
| 165. | The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made. | Distribution only if the Company is solvent |
| 166. | The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide, they shall not incur any responsibility to the holders of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at fixed rate if they are of the opinion that the profits justify the payment. | Interim dividends |
| 167. | The Board may, before authorising any distribution of dividend, set aside out of the profits of the Company such sums as it thinks proper as reserve funds which shall be applied by the Board in its absolute discretion as it thinks conducive to the interest of the Company and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and may from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, may divide any reserve fund into such special funds as it thinks fit, with all power to employ the assets constituting the reserve funds in the business of the Company and without being bound, keep the same separate from the other assets. The Board may also without placing the same to reserve carry forward any profits of which it may think prudent not to divide. | Setting aside profits |

168. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Clause as paid on the share. All dividend shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. Payment of dividends
169. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company held by him. Deduction of dividends
170. The Directors may retain the dividend payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Retention of dividends on shares pending transmission or transfer
171. All dividends unclaimed for one (1) year, subject to the Unclaimed Moneys Act 1965 after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act 1965. Unclaimed dividends may be invested
172. The Board in authorising a distribution of dividends may direct payment of such dividends wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways and where any difficulty arises in regard to payment of such distribution, the Board may settle the same as it thinks expedient 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 Board. Payment of dividend in specie

173. Any dividend, interest or other money payable in cash in respect of shares or other securities may be paid by direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant sent by post to the registered address of the holder on the Register or the Record of Depositors or to such person and to such address as the holder may direct in writing. Every such cheque or warrant or remittance via the electronic payment systems shall be made payable to the order of the person to whom it is sent or to such person as the holder may direct, and the payment of any such cheque or warrant or remittance via the electronic payment systems shall operate as a good and full discharge of the Company in respect of the dividend, interest or other money payable in cash in respect of shares or other securities represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.
174. (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:-
- (a) the basis of any such allotment shall be determined by the Directors;
 - (b) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to members, providing for forms of election for completion by members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all things as the Directors consider necessary or expedient in connection with the provisions of this Constitution;
- Mode of payment of Dividend Reinvestment Scheme

- 174.
- (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "Elected Ordinary Shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of the Constitution to the contrary), the Directors shall (i) capitalise and apply the amount standing to the credit of 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 as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (2) (a) The ordinary shares allotted pursuant to the provisions of paragraph (1) of this Clause shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

174. (2) (b) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Clause, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in this Clause, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the members).
- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Clause, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or the Depository Register, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Constitution shall be read and construed to such determination.
- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Clause, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to members whose registered addresses entered in the Register or the Record of Depositors, as the case may be, is outside Malaysia or to such other members or class of members as the Directors may in their sole discretion decide and in such event the only entitlements of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.
- (5) Notwithstanding the foregoing provisions of this Constitution, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Clause in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (1) of this Clause.

CAPITALISATION OF PROFITS

175. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the income statement or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. The amount standing to the credit of the share premium account may, for the purposes of this Constitution, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares and to provide the consideration for the purchase of the shares of the Company or any other manner as provided in the Act. The Company may also use the amount standing to the credit of the capital redemption reserve account, to be applied only in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares in accordance with the Act.
- Capitalisation of profits by bonus issue etc.
176. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or debentures 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 authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.
- Appropriation and allotment

LANGUAGE

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

NOTICES

178. Any notice or document required to be sent to Members may be given by the Company or the Secretary to any Member:-
- Services of notices and/or documents
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
 - (b) in electronic form, and sent by the following electronic means:-
 - (i) transmitting to his last known electronic mail address; or
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
179. Any notice or document shall be deemed to have been served by the Company to a Member:-
- When service deemed effected
- (a) Where the notice or document is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or document is posted.
- In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was addressed and posted to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.

- (b) Where the notice or document is sent by electronic means:-
- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 178(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 178(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date of notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 178(b)(iii).

In the event that service of a notice or document pursuant to Clause 179(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 Clause 178(a) hereof.

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| 180. | A Member's address, electronic mail address and any other contact details provided to Bursa 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 |
| 181. | A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer or transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice and/or document in respect of such share which, prior to his name and/or address being entered in the Register of Members as the registered holder of such share have been duly given to the person from whom he derives the title to such share. | Notice and/or document in case of death or bankruptcy |

182. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice issued in respect of such share, including notices issued to such person or persons whose names were, prior to his name, entered in the Register of Members or the Record of Depositors as the registered holder of such share. Persons bound by notice
183. (a) Notice of every meeting of Members shall be given in any manner hereinbefore specified to:- Persons entitled to receive notice
- (i) every Director with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (ii) every member with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (iii) 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;
 - (iv) the Auditors for the time being of the Company; and
 - (v) every Stock Exchange upon which the Company's shares may be listed.
- (b) Except as aforesaid no other person shall be entitled to receive notices of general meeting.
- (c) Whenever any notice is required to be given under the provisions of the law of Malaysia or of this Constitution, waiver or the shortening of the period of such notice, may be effectively given by complying with Section 316(4) of the Act.
- (d) Any notice on behalf of the Company or of the Board of Directors shall be deemed if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.
184. Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Clause 178 and Clause 179 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by the advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language and in a widely circulated newspaper in Malaysia in the English language. Notice and/or document given by advertisement

WINDING UP

185. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. Distribution of assets in specie
186. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:- Proportionate distribution of assets
- (1) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively; and
 - (2) If in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding up, on the shares held by them respectively.
 - (3) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:-
 - (a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or

- (b) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation.

and any such transfer, sale or arrangement shall be binding on the members of the Company.

- (4) If any member of the Company expresses his dissent on matters referred to in the above sub-clauses in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.

- 187. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by the Members in a general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.

Commission or fee to liquidator

INDEMNITY AND INSURANCE

- 188. Subject to the Applicable Laws, every Director, Auditors and Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such person against such liability.

Indemnity and insurance for Company's officer and auditor

RECONSTRUCTION

- 189. On the sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on the winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or

Power of the Directors and liquidators to accept shares, as consideration for sale

contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. In the case of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or the liquidator shall, if practicable, act accordingly.

SECRECY CLAUSE

190. (1) Every Director, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if required, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with customers and the state of accounts with individuals in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors, or by any meeting, or by a Court of Law, or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of this Constitution contained.
- (2) No member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public save as may be authorised by law.
- Secrecy

DESTRUCTION OF DOCUMENTS

191. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after the expiration of six (6) years from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address, after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company Provided that:-
- Destruction of documents
- (1) the foregoing provision of this Clause shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
 - (2) nothing contained in this Clauses shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
 - (3) reference in this Clause to the destruction of any document includes reference to its disposal in any manner.

ALTERATION OF CONSTITUTION

192. Subject to the Act and to prior to the provision of the Listing Requirements (if any), the Company may by special resolution delete, alter or add to this Constitution.
- Alteration of Constitution

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

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

EFFECTS OF THE LISTING REQUIREMENTS

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| 194. | <ol style="list-style-type: none">(1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.(2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).(4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.(5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.(6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.(7) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.(8) The provisions of this Clause 194 shall only apply so long as any of the securities of the Company are listed on the Exchange. | Effects of the Listing Requirements |
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