

THE COMPANIES ACT, 2016  
MALAYSIA

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COMPANY LIMITED BY SHARES

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CONSTITUTION

OF

**MAGNUM BERHAD**

(24217-M)

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INCORPORATED ON THE 18TH DAY OF AUGUST, 1975

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SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

BORANG 13  
AKTA SYARIKAT 1965

[Seksyen 23(2)]

No. Syarikat

24217

M

**PERAKUAN PEMERBADANAN ATAS PERTUKARAN  
NAMA SYARIKAT**

Dengan ini diperakui bahawa

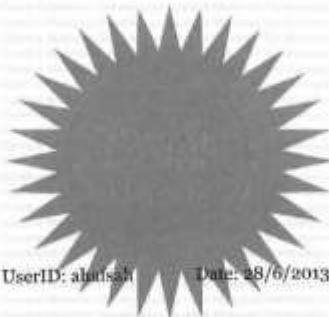
**MULTI-PURPOSE HOLDINGS BHD.**

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
18 haribulan Ogos 1975, sebagai sebuah syarikat awam,  
pada 28 haribulan Jun 2013 telah menukar namanya kepada

**MAGNUM BERHAD**

dan bahawa syarikat ini adalah sebuah syarikat awam  
dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 28 haribulan Jun 2013.



UserID: alnalsah

Date: 28/6/2013 10:25:37 AM

  
NAZILA BINJI ALIAS  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA

NO. SIRI: SSM

5489392



PEJABAT PENDAFTAR SYARIKAT  
*(Registry of Companies)*  
MALAYSIA

Akta Syarikat 1965

**PERAKUAN PEMERBADANAN SYARIKAT AWAM**

[ Menurut Seksyen 11(2)(b) ]

No. Syarikat

024217	M
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Adalah diperakui bahawa

**MULTI-PURPOSE HOLDINGS BERHAD**

yang telah diperbadankan di bawah Akta Syarikat, 1965 pada dan mulai dari  
**18** haribulan **Ogos** **1975**, dan bahawa syarikat ini adalah sebuah  
syarikat berhad menurut syer.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada **06** haribulan **November** **2001**.

  
.....  
**(LOKMAN BIN RAMLI)**  
Penolong Pendaftar Syarikat  
Malaysia

**Company No.**

24217	M
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**COMPANIES ACT 2016**  
**COMPANY LIMITED BY SHARES**

**CONSTITUTION**

**OF**

**MAGNUM BERHAD**

(Company No. 21217-M)

(Adopted by a Special Resolution passed on 30 May 2018)

1. The name of the Company is **MAGNUM BERHAD**.
2. The Registered Office will be situated in Malaysia.
3. The Company has the full rights, powers and privileges given by Section 21 of the Act. Unlimited capacity
4. The liability of the members is limited.
5. The share capital of the Company may, subject to this Constitution, consist of shares issued in different classes, redeemable in accordance with the Act, which confer preferential rights to distributions of capital or income, which confer special, limited or conditional voting rights or which do not confer voting rights.

**COMPANIES ACT 2016**

6. The provisions set out in the Companies Act 2016 which may be modified or substituted by the provisions of this Constitution shall not apply to the Company, except so far as the same are repeated or contained in this Constitution. Companies Act 2016

**INTERPRETATION**

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

<b>Words</b>	<b>Meanings</b>	<b>Definitions</b>
Act	... .. The Companies Act 2016, or any statutory modification, amendment or re-enactment thereof.	

**Company No.**

24217	M
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Authorised Nominee	... ..	A person who is authorised to act as nominee as specified under the Rules.
Board of Directors	... ..	The board of Directors for the time being of the Company
Central Depository	... ..	Bursa Malaysia Depository Sdn. Bhd. (165570-W), the depository of the Company's shares prescribed under Section 14 of <b>SICDA</b> . This term can also mean another depository acting as such a depository, approved to be a central depository under <b>SICDA</b> . Successors-in-title and permitted assigns are also included in this term.
Company	... ..	Magnum Berhad (24217-M)
Constitution	... ..	This Constitution as originally framed or as altered from time to time by Special Resolution.
Deposited Security	... ..	A security in the Company standing to the credit of a securities account as defined in the SICDA and subject to the provisions of the SICDA and the Rules.
Depositor	... ..	A holder of securities account as defined in the SICDA.
Directors	... ..	The directors of the Company.
Electronic Address	... ..	"Electronic Address" means any address or number used for the purpose of sending or receiving documents or information by electronic means
Exchange / Stock Exchange	... ..	Bursa Malaysia Securities Berhad or any other Stock Exchange on which the Company is listed.
Listing Requirements	... ..	Listing Requirements of Bursa Malaysia Securities Berhad including any amendment thereto that may be made from time to time

**Company No.**

24217	M
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Markets Days	... ..	Any days on which there is official trading on the Exchange.
Member	... ..	Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn. Bhd.) including Depositors whose names appear on the Record of Depositors.
Record of Depositors	... ..	A record provided by Central Depository to the Company under Chapter 24.0 of the Rules of the Central Depository.
Register	... ..	The register of members to be kept pursuant to the Act.
Registered Office	... ..	The registered office of the Company.
Rules	... ..	The Rules of the Central Depository.
Seal	... ..	The common seal of the Company.
Secretary	... ..	Any person appointed by the Board to perform the duties of the Secretary of the Company. This includes an assistant, deputy or temporary company secretary. Where two or more are appointed to act jointly, it includes any one of them.
Securities	... ..	Any debenture, note, stock and share in the Company and includes any right or option in respect thereof, any interest as defined in Section 2 of the Act and any interest in a unit trust scheme.
Securities Account	... ..	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.

**Company No.**

24217	M
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Securities Seal ... .. An official seal kept by the Company under Section 63 of the Act.

SICDA ... .. The Securities Industry (Central Depositories) Act, 1991.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing the persons shall include corporations and companies.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in this Constitution.

Expressions in Act Defined to Bear Same Meaning in this Constitution

**SHARE CAPITAL AND VARIATION OF RIGHTS**

8. Without prejudice to any special rights previously conferred on the holders of any existing shares but subject to the Act and to this Constitution, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to any ordinary resolution of the Company, may determine.

Power to Issue Shares with Special Rights

9. All new issues of Securities for which listing is sought shall be by way of crediting the securities accounts of the allottees with such securities with the Central Depository or the authorized depository agent (as the case may be), save and except where the Company is specifically exempted from compliance with section 38 of the SICDA, in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees.

New Issue of Securities to be credited to securities account

**Company No.**

24217	M
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10. 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, the Listing Requirements and the Act and to the provisions of any Resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions :-
- Allotment of Shares
- (i) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five per cent (5%) of the offer price of the share;
  - (ii) 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;
  - (iii) except in the case of an issue of securities on a pro-rata basis to all Members subject to paragraph 6.04 of the Listing Requirements, every issue of shares, options or convertible securities to employees, Directors, major shareholders or persons connected with any Director or major shareholder of the Company shall be approved by the Members in general meeting and no Director, major shareholder or person connected with any Director or major shareholder shall participate in such issues of shares unless :-
    - (a) the Members in general meeting have approved of the specific allotment to be made to such Director, major shareholder or person connected with such Director or major shareholder; and
    - (b) in the case of a Director, such Director holds office in the Company in an executive capacity **PROVIDED ALWAYS** that a Director not holding office in an executive capacity may so participate in any issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities.
11. 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.
- Rights of Preference Shareholders



**Company No.**

24217	M
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Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and financial statements, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up, disposing of the whole of the Company's property, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.

12. Notwithstanding Clause 14 hereof, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder's rights shall 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 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
  
13. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply. Modification of Class Rights
  
14. 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

**Company No.**

24217	M
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15. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
16. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much 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 the plant construction of the works or buildings or the provision.
17. Except as required by law, and as provided under the Rules, no person shall be recognized 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 recognize (even with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or (except only as by this Constitution, the Rules or by law otherwise provided) any other right in respect of any shares except an absolute right to the entirety thereof in the registered holder.

Commission on  
Subscription of  
Shares

Interest on  
Share Capital  
During  
Construction

Trust not to be  
Recognized

**CERTIFICATES**

18. The Company must allot and/or issue securities, despatch notices of allotment to the allottees and make an application for the quotation of such securities in the following manner :-
- (i) in respect of a bonus issue, within eight (8) market days after the books closing date or such other period as may be prescribed or allowed by the Exchange;
- (ii) in respect of a share scheme for employees, within eight (8) market days after the date of receipt of a notice of the exercise of the option together with the requisite payment or such other period as may be prescribed or allowed by the Exchange;

Allotment of  
securities,  
despatch of  
notices /  
certificates etc.

**Company No.**

24217	M
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- (iii) in respect of rights issue, within eight (8) market days after the final applications closing date or such other period as may be prescribed or allowed by the Exchange;
- (iv) in respect of conversion or exercise of convertible securities, within eight (8) market days after the date of receipt of subscription form together with the requisite payment or such other period as may be prescribed or allowed by the Exchange;

and deliver to the Central Depository the appropriate certificates in such denominations as may be specified by the Central Depository registered in the name of the Central Depository or its nominee company.

The registrar of the Company shall only issue jumbo certificates in respect of shares or Securities prescribed by Bursa Securities under Section 14 of the SICDA in favour of Bursa Malaysia Depository Nominees Sdn. Bhd. in accordance with any directions by Bursa Depository or any relevant authorities pending the crediting of shares or Securities into the Securities Account of the person entitled to such shares or Securities or as may be prescribed by the SICDA and the Rules. Certificates representing such shares or Securities of the Company shall be deposited with the Central Depository. Any transfer of such shares or Securities shall be executed through the central depository system as operated by Bursa Depository and such provisions of the SICDA and the Rules shall, mutatis mutandis, apply.

The Company shall issue share certificates, in relation to securities that are not Deposited Securities, where a shareholder applies for one under Subdivision 2 of Division 1 of Part III of the Act.

19. Subject to the provisions the Act, the SICDA 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 shareholder, transferee, person entitled, Central Depository or its nominee company, purchaser member company of any Exchange on which the Company is listed or on behalf of its/their clients as the Directors shall require and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum per certificate as the Directors may from time to time determine and which the Company may be permitted by law and by the Stock Exchange governing the Register concerned plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps. In case of the destruction, loss or theft of a share

New Certificate  
may be Issued

**Company No.**

24217	M
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certificate a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay the Company all expenses incidental to the investigation by the Company of the evidence of such destruction loss or theft.

**LIEN**

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|-----|---|--|
| 20. | The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all money due and unpaid in respect of that share and the Company shall be entitled to charge interest thereon not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine and the Company shall also have a first and paramount lien on every share (other than a fully paid share) registered in the name of a Member or a deceased Member for such amounts as the Company may be called upon by law to pay in respect of that share. The Company's lien, if any, on a share shall extend to all dividends payable thereon. 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               |
| 21. | 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 |
| 22. | To give effect to any such sale, the Directors 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 he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.  | Directors may Effect Transfer          |
| 23. | The proceeds of the sale after payment of the amount of interest and costs relating to the 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 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        |

**Company No.**

24217	M
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**CALLS ON SHARES**

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|-----|---|-----------------------------|
| 24. | The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall exceed one-fourth (1/4) of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may revoked or postponed as the Directors may determine. | Directors may<br>Make Calls |
| 25. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he has paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).   | Effective Date<br>of Call   |
| 26. | If a sum called in respect of shares 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 or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part.   | Interest on<br>Unpaid Calls |
| 27. | Any sum which by the terms of issue of a share is payable on allotment or any fixed date, shall for the purposes of this Constitution be deemed to have been duly called for and shall be payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.   | When Calls<br>Deemed Made   |
| 28. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.   | Difference in<br>Calls      |

**Company No.**

24217	M
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29. The Directors may, if they think fit, receive from any Member willing to advance the same 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 the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors 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, capital 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.
- Capital Paid in Advance of Calls

**INFORMATION ON SHAREHOLDING**

30. (1) The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice :-
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or as trustee; and
- (b) if he holds them as trustee or Authorised Nominee, 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 sub-section (1) hereof or under this sub-section that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-
- (a) to inform the Company whether he holds that interest as beneficial owner, Authorised Nominee or as trustee; and
- (b) if he holds it as trustee or Authorised Nominee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- Information of Shareholding

**Company No.**

24217	M
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- (3) The Company may by notice in writing require a Member of the Company to inform it, 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 it.
- Member to inform Company

**TRANSFER OF SHARES**

31. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.
- Transfer of Securities
32. Subject to the SICDA and the Rules, there shall be no restriction on the transfer of fully paid securities except where required by law.
- No restriction on the transfer of fully paid securities
33. (1) The Central Depository may, in its absolute discretion, refuse to register any transfer of Depository Security where the reason for the transfer does not fall within any of the approved reasons provided for in the Rules or that does not comply with the SICDA and the Rules.
- Refusal to Register
- (2) Neither the Company nor the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties or registered by the Central Depository, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title hereto.

**Company No.**

24217	M
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34. The Company may require the Central Depository to suspend the registration of transfers at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. Ten (10) market days' notice, or such other period as may from time to time be specified by the Stock Exchange governing the Register concerned, of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the period and purpose or purposes for which the Register is being closed. At least three (3) market days prior notice or such other period as may from time to time be specified by the Central Depository shall be given to the Central Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice or such other periods as may from time to time be specified by the Central Depository shall be given to the Central Depository.
- Suspension of Registration
35. 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

**TRANSMISSION OF SHARES**

36. In the case of the death of a Member, the legal representative(s) of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share which had been held by him.
- Death of Member
37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have person nominated by him registered as the transferee thereof, but the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Provided always that subject to the Rules, a transfer of the share may be carried out by the person becoming so entitled.
- Share of Deceased or Bankrupt Member



**Company No.**

24217	M
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38. If the person so becoming entitled elects to be registered himself, he shall notify the Central Depository in writing in accordance with the Rules. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share in accordance with the Rules. All limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer signed by that Member. Notice of Election
39. Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Person Entitled may Receive Dividends etc.
40. Where :- Transmission of securities from Foreign Register
- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with section 14 of the SICDA or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities, the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

**FORFEITURE OF SHARES**

41. If any Members fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation, at the rate of eight per cent (8%) per annum which may have accrued by reason of non-payment. Notice Requiring Payment

**Company No.**

24217	M
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| 42. | The notice shall specify a date (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and the place where payment is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited.  | Particulars of Notice                              |
| 43. | If the requirements of any such notice as aforesaid are not complied with any share in respect of which the 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. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture.  | Forfeiture   |
| 44. | A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal.  | Directors may Sell Shares or Cancel Forfeiture     |
| 45. | 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 money 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 from the date of forfeiture on the money for the time being unpaid if the Directors think 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 of Forfeited Shares |
| 46. | 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 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.   | Evidence of Forfeiture                             |

**Company No.**

24217	M
-------	---

47. The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs. Proceeds of Sale
48. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. Non-Payment of Any Sum Pursuant to the Issue of a Share

**CONVERSION OF SHARES INTO STOCK**

49. The Company may by special resolution passed at a general meeting convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination. Conversion by Special Resolution
50. The holders of the stock may transfer the same, or any part thereof in the same manner and subject to this Constitution as and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances 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. Transfer of Stock
51. 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, 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 aliquot part of stock as would not, if existing in shares, have conferred that right, privilege or advantage. Rights of Stockholders
52. Such of this Constitution as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder". Definition

**Company No.**

24217	M
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**INCREASE OF CAPITAL**

53. The Company may from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and 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 by the resolution authorising such increase directs. Power to Increase Capital
54. Subject to any direction to the contrary that may be given by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares or other convertible securities 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 Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause. Offer of Unissued Original Shares and New Shares
55. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. New Shares to Rank with Original Shares

**ALTERATION OF CAPITAL**

56. The Company may by special resolution :- Power to Alter Capital
- (i) 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;

**Company No.**

24217	M
-------	---

- (ii) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or
- (iii) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorization, and consent required by law.

Power to Reduce Capital

57. Subject to the provisions of the Act and the Listing Requirements, the Company may purchase its own shares and make payment in respect of the purchase of its own shares on such date(s), terms and manner as may be determined from time to time by the Directors and that any shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the requirements of the Stock Exchange and/or any other relevant authority.

Purchase by the Company of its Own Shares

### **GENERAL MEETINGS**

58. An annual general meeting of the Company shall be held in accordance with the provisions of the Act within six (6) months of the Company's financial year end and not more than fifteen (15) months after the holding of the last preceding annual general meeting, but so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. 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.

General Meeting

59. The Directors may whenever they so decide by resolution convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Section 311 of the Act, or if the Company default in convening a meeting in compliance with a requisition received pursuant to Section 311, a meeting may be convened by the requisitionists themselves in the manner provided in Section 311 of the Act.

Extraordinary General Meeting

**Company No.**

24217	M
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60. Subject to the provisions of the Act relating to convening meetings to pass special resolutions every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or twenty-one (21) days' notice in case where 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 the Exchange such that notices of all meeting shall be given to the Exchange and advertised in the newspaper at the same time as shareholders are notified.
61. (1) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (2) The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").
- (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
62. Subject always to the provision of Section 303 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the accounts, financial statement, and the report of the Directors and auditors, the fixing of the remuneration of Directors, the

Notice of Meeting

Record of Depositors

Business at Meetings

**Company No.**

24217	M
-------	---

election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.

63. In every notice calling a meeting of the Company, or at a meeting of any class of members of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member. There shall be no restriction as to the qualification of the proxy.
64. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.
- 64A. (1) Where a meeting of Members is convened by the Board, they may by not less than three (3) market days' notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting. The cancellation or postponement of a meeting of Members is subject to the Listing Requirements and other requirements by the Exchange.
- This Clause shall not apply to a meeting convened in accordance with Sections 310 and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.
- (2) Notice of cancellation or postponement of a meeting or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:
- 2.1 published in a daily newspaper circulating in Malaysia;
- 2.2 given to the Exchange and given in other manner required by the Listing Requirements or other requirements by the Exchange; and
- 2.3 subject to the Act and the Listing Requirements, given in any other manner determined by the Board.
- (3) A notice of postponement of a general meeting must specify:
- 3.1 the postponed date and time for the holding of the meeting;
- Notice that Proxy is Allowed
- Omission to Give Notice
- Cancellation or Postponement of Meeting of Members
- (Special Resolution Passed On 29.05.2019)*

**Company No.**

24217	M
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- 3.2 a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- 3.3 if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

The new time and place specified in the notice of postponement will be taken to be the time and place for the meeting as if specified in the notice which called the meeting originally.

- (4) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice convening the meeting.
- (5) Where by the terms of an instrument appointing a proxy or attorney or an appointment of a representative:
  - 5.1 the appointed person is authorised to attend and vote at a meeting of Members to be held on or before a specified date; and
  - 5.2 the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Registered Office or another address (including electronic address) specified in the notice of meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the meeting has been postponed.
- (6) The non-receipt of notice of cancellation or postponement of a meeting of Members by, or the accidental omission to give notice of cancellation or postponement of a meeting of Members to, a person entitled to receive notice does not invalidate any resolution passed at a postponed meeting or the cancellation or postponement of a meeting.
- (7) A Director is entitled to receive notice of and to attend all meetings of Members and is entitled to speak at those meetings.



**Company No.**

24217	M
-------	---

- (8) If the Directors are required to convene and arrange to hold a meeting of Members as a result of a request by Members in accordance with Section 311 of the Act, the meeting may be cancelled by the Directors if the Members who requisitioned the meeting withdraw their requests prior to the date of the meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

65. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) Members present in person or by proxy shall be a quorum. For the purpose of constituting a quorum-
- (a) one (1) or more representatives appointed by a corporation shall be counted as one Member, or
- (b) one (1) or more proxies appointed by a person shall be counted as one Member.
66. 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 and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting, the Members present shall be a quorum.
67. The Chairman (if any) of the Board of Directors or, in his absence, a Deputy Chairman (if any) shall preside as Chairman at every meeting. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman or a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number, to act as chairman, or if one Director only is present, he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote (on a poll) shall elect one of their number to be chairman. The election of the chairman shall be by a show of hands.
- No Business  
Unless Quorum  
Present
- Adjournment
- Chairman

**Company No.**

24217	M
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68. 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.
69. 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, a poll may be demanded in writing:-
- (a) by the chairman;
  - (b) by at least three (3) Members present in person or by proxy;
  - (c) by any Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all 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 holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right excluding any voting rights attached to shares in the Company held as treasury shares.

Adjournment  
with Consent of  
Meeting

Evidence of  
Passing of  
Resolutions

Unless a poll is so demanded or as may be required by the Listing Requirements, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn, except for those required to be voted by poll under Listing Requirements.

**Company No.**

24217	M
-------	---

70. If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The chairman of the meeting must appoint at least one (1) scrutineer and may in addition to the powers of adjourning meetings contained in Clause 68, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
- How a Poll is to be Taken
71. The Chairman or the Secretary can take any action they consider appropriate:
- (a) for proper and orderly conduct at a general meeting. 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
- (b) so that the meeting reflects the wishes of the majority.
- Proper and orderly conduct at a general meeting
72. The Board can ask shareholders or proxies wanting to attend a general meeting to submit to searches or other security arrangements which the Board decide. The Board can, in their discretion, refuse entry to, or remove from, a general meeting, a shareholder or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include, shareholders or proxies not being allowed into a general meeting with recording or broadcasting devices or an article which the Chairman or the Secretary considers to be dangerous, offensive, or liable to cause disruption.
- Security measures at a general meeting
73. In the case of an equality of votes, whether on a show of hands or 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.
- Chairman's Casting Vote
74. Subject to any rights or restrictions for the time being attached to any classes of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative and on a show of hands every person who is a Member or proxy or attorney or representative of a Member shall have one vote, and on a poll every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds. Where a Member entitled to
- Voting

**Company No.**

24217	M
-------	---

vote on a resolution has appointed more than one proxy, the appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.

75. In the case of joint holders of Shares of the Company, the joint holders shall be considered as one shareholder. The following provisions shall have effect: Joint Holder
- (a) The Company shall not (subject to this Constitution) be bound to issue more than one (1) certificate and shall deliver the same (or if additional certificates are required, all the certificates) to the person first named on the Register of Members and delivery of the certificate to such person shall be deemed sufficient delivery to all;
  - (b) The joint holders shall be jointly and severally liable to pay all calls and other sums of any nature due in respect of shares held by them;
  - (c) Any one of such joint holders may give effectual receipts and discharges for any dividend or other sum or benefit (including any return of capital) in respect of the shares held jointly;
  - (d) Any notice shall be sufficiently given to all the joint holders if given to the one whose name stands first on the Register of Member; and
  - (e) Upon the death of any joint holder, the survivors or survivor shall be the only persons or person recognised by the Company as having any title to the shares and the Directors may require such proof to be given of the death as they shall consider fit.

PROVIDED THAT any references in the Constitution to joint holders shall not include joint holders of a Deposited Security unless such joint ownership is permitted under the SICDA or the Rules or the guidelines or directives from time to time issued by the Central Depository. In the event that joint ownership of a Deposited Security is permitted under the Central Depositories Act or the Rules, the rights and obligations of such joint owners shall be governed by the relevant provisions of the Act, Rules, guidelines or directives as the case maybe.

For this purpose if the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised.

**Company No.**

24217	M
-------	---

76. 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 or capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. Shares of Different Monetary Denominations
77. 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 whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Clause hereof to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Vote of Member of Unsound Mind and Person Entitled to Transfer
78. Subject to Clause 61, a Member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. Voting rights of members
79. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive. Time for Objection
80. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. Instrument Appointing Proxy to be in writing

**Company No.**

24217	M
-------	---

81. 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. Appointment of Multiple Proxies

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.

82. Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Appointment of one Proxy

83. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve :- Form of Proxy

Shareholding  
Represented by  
Proxy

.....

I/We, ..... of  
..... being a Member/Members  
of the abovenamed Company hereby  
appoint.....  
..... of  
..... or failing whom,  
..... of  
..... as my/our proxy to vote  
for me/us on my/our behalf at the Annual/Extraordinary\*  
General Meeting of the Company, to be held on the..... day  
of ..... 20 ..... and, at any adjournment thereof  
for/against\* the resolution(s) to be proposed thereat.

As Witness my/our hand/s this ..... day of ..... 20 .....

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

Notes :

*A proxy may but need not be a member of the Company*

**Company No.**

24217	M
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*To be valid, this form duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting.*

*A member shall be entitled to appoint one or more proxies to attend and vote at the same meeting.*

*Where a member appoints more than one proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*

*If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*

84. 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 the power or authority shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, 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 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. Instrument Appointing Proxy to be Left at Company's Office
85. Every power, right or privilege herein given in these presents to any Members of the Company to convene, attend, vote and in anyway take part in any meeting of the Company may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member of the Company or not, duly appointed by such Member for the purpose, by a Power of Attorney produced at the Registered Office during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the Member giving such Power of Attorney or revocation of such Power of Attorney by other means provided no intimation in writing of such death or revocation shall have been received at the Registered Office before such vote is given or thing done. Power of Attorney
86. A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used. Validity of Vote given under Proxy

**Company No.**

24217	M
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87. A corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members, and a person so authorized shall be 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 of the Company.

Corporate Representative

88. The decision of the chairman on points of order, matters of procedure arising incidentally out of the business of a general meeting is conclusive, as is the chairman's decision, acting in good faith, on whether a point or matter is of this nature.

Conclusive decision by Chairman

**DIRECTORS: APPOINTMENT, REMOVAL, ETC.**

89. Until otherwise determined by general meeting the number of directors shall not be less than two (2) nor more than (9) but in the event of any casual vacancy occurring and reducing the number of directors below the aforesaid minimum the continuing director or directors may except in an emergency, act only for the purpose of increasing the number of directors to such minimum number or to summon a general meeting of the Company but not for any other purpose. All the Directors shall be natural persons of at least eighteen (18) years of age.

Number of Directors

90. At the first annual general meeting of the Company all the directors shall retire from office and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, 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. A retiring director shall retain office until the close of the meeting at which he retires.

Retirement of Directors

91. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Selection of Directors to Retire



**Company No.**

24217	M
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92. No person not being a retiring director shall be eligible for election to the office of director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Registered Office a notice in writing duly signed by nominee, giving his consent to the nomination and signifying his candidature for the office, or 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, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.
93. The Company at the meeting at which a director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the director retiring at that meeting is put to the meeting and lost or some other person is elected a director in place of the retiring director, the retiring director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a director, be deemed to have been re-elected.
94. 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 appointment of two 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.
95. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of the directors, and may also determine in what rotation the increased or reduced number is to go out of office.
96. The Company may by ordinary resolution of which special notice is given remove any director before the expiration of his period of office, and may if thought fit, by ordinary resolution appoint another director in his stead. The person so appointed shall hold office for so long as the director in whose place he is appointed would as if he had not been removed.
- Notice of Candidate for Election as Director
- Retiring Director Deemed to be Reappointed
- Motion for Appointment of Directors
- Increase or Reduction of Number of Directors
- Removal of Directors

**Company No.**

24217	M
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97. The Directors shall have power at any time, and from time to time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting. Power to Fill Vacancy or to Add Directors
98. The shareholding qualification for directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for directors shall be required. All directors shall be entitled to receive notice of and to attend all general meetings of the Company. Directors' Qualification
- 98A. The tenure of an Independent Director (as defined in the Listing Requirements) should not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain a Director as an Independent Director beyond nine (9) years, the Board may justify and seek annual shareholders' approval. If the Board continues to retain the Independent Director after the twelfth (12) year, the Board may seek annual shareholders' approval through a two-tier voting process. Two-tier voting process

Subject to and in accordance with the provisions of the Act and the requirements of the Listing Requirements and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to retain a Director as an Independent Director who has served on the Board beyond nine (9) years subject to the Board's justification and seeking annual shareholders' approval. If the Board continues to retain the Director as an Independent Director after the twelfth (12) year, the Board may seek annual shareholders' approval through a two-tier voting process. Under the two-tier voting process, shareholders' votes will be cast in the following manner at the same shareholders meeting:-

- Tier 1: Only the **Large Shareholder(s)** of the Company votes; and
- Tier 2: Shareholders other than **Large Shareholders** votes.

**Large Shareholder** means a person who:-

- is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the Company:

**Company No.**

24217	M
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- is the largest shareholder of voting shares in the Company;
- has the power to appoint or cause to be appointed a majority of the directors of the Company; or
- has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give effect to such decisions or cause them to be given effect to.

The decision for the above resolution is determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one **Large Shareholder**, a simple majority of votes determine the outcome of the Tier 1 vote.

The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution.

However, the resolution is deemed to be defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting. If the resolution is defeated or deemed defeated, the said Director may (subject to any requirement to re-elect any such Director who may be retiring under Clause 90 remain in office but shall be designated as a Non-Independent Director. Nothing in this Constitution shall require a Director to vacate his office as a Director merely because such a resolution relating to him is defeated or deemed defeated.

**REMUNERATION OF DIRECTORS**

99. The Directors shall be paid by way of fees and any benefits payable to the Directors including any compensation for loss of employment of a director or former director for their services as shall from time to time be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine. Provided always that :-

Director's  
Remuneration

- (i) Fees payable to Directors who hold no executive office in the Company shall be paid by 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;
- (ii) Salaries and other emoluments payable to 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;

**Company No.**

24217	M
-------	---

- (iii) Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;
- (iv) Any fee paid to an alternate director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

There must be annual Shareholders' approvals at a general meeting for the fees of Directors and any benefits payable to Directors as required by Listing Requirements.

- |      |   |                              |
|------|---|------------------------------|
| 100. | <ul style="list-style-type: none"> <li>(1) The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings of the Company.</li> <li>(2) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board of Directors of the Company, provided that in the case of non-executive Directors of the Company, the said remuneration shall not include a commission on or percentage of profits or turnover. Such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.</li> </ul> | Reimbursement<br>of Expenses |
|------|---|------------------------------|

**DISQUALIFICATION OF DIRECTORS**

- |      |   |   |
|------|---|---|
| 101. | <p>The office of a director shall become vacant if the director :-</p> <ul style="list-style-type: none"> <li>(a) becomes disqualified from being a Director under Sections 198 or 199 of the Act;</li> <li>(b) ceases to be a director by virtue of the Act;</li> <li>(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;</li> </ul> | When Office of<br>Director<br>Deemed Vacant |
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**Company No.**

24217	M
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- (d) subject to Sections 196(3) and 209 of the Act, resigns from his office by notice in writing to the Company and deposited at the Office of the Company;
- (e) is removed from his office of director by resolution of the Company in general meeting of which special notice has been given or in accordance with the Act or this Constitution; or
- (f) has retired in accordance with the Act or this Constitution but is not re-elected.

**POWERS AND DUTIES OF DIRECTORS**

- 102. The business and affairs of the Company shall be managed by or under the direction of the Directors who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not, by the Act or by this Constitution, 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 resolutions, not being inconsistent with this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made. Business of Company to be Managed by Directors
- 103. The Directors shall not without the prior approval of the Company in general meeting :- Limitations on Directors' Powers
  - (a) 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 a controlling interest in the Company's main undertaking or property;
  - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
  - (c) subject to Sections 228 and 229 of the Act, enter into any arrangement or transaction with a director or a substantial shareholder of the Company or a director or a substantial shareholder of its holding company or its subsidiary, or with a person connected with such a director to acquire from or dispose to such a director or substantial shareholder any shares or non-cash assets of the requisite value.

**Company No.**

24217	M
-------	---

104. (1) The Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or any related company as may be thought fit. Directors' Borrowing Powers
- (2) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
105. 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 such 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, and 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. Power to Maintain Pension or Fund
106. The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers. Power to Use Official Seal
107. The Directors may 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/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Appointment of Attorneys

**Company No.**

24217	M
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108. 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, in such manner as the Directors may from time to time by resolution determine. Signing of Cheques etc.
109. A Director shall at all times act honestly and use reasonable 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. Discharge of Duties
110. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. Notice of Disclosures
111. Subject always to Sections 221, 228, 229 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser 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
112. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such shall be at normal commercial terms. Director may Act in His Professional Capacity

**PROCEEDINGS OF DIRECTORS**

113. 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. Meeting of Directors

**Company No.**

24217	M
-------	---

114. It shall not be necessary to give any director or alternate director, who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates, who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in Clauses 163 and 164 and the said Clauses 163 and 164 shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members of the Company. Any irregularity in the notice of a meeting is waived if all directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.
115. The quorum necessary for the transaction of business of the Directors shall be two and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists :-
- (i) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum;
  - (ii) 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.
116. 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, if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.
117. The Directors shall have full powers to appoint any person from time to time as and when necessary, as their proxies to represent them at Directors Meetings. An instrument appointing a proxy shall be in writing in any form approved by the Directors, under the hand of the appointor or his attorney duly authorised in writing.

Notice of  
Directors'  
Meeting

Quorum of  
Meeting of  
Directors

Chairman of  
the Board

Appointment of  
Proxy



**Company No.**

24217	M
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118. Subject to this Constitution any question arising at any meeting of Directors shall be decided by a majority of votes 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 where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.
- Votes by Majority and Chairman to have Casting Vote
119. The continuing Directors 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 Directors or Director except in an emergency may act 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.
- Directors may Act Notwithstanding Vacancy
120. Every Director shall comply with the provisions of Section 221 and 219 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state 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
121. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has direct or indirect interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.
- Restriction on Voting
122. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a director to hold any office or place of profit under any other company, or whereat any decision is taken upon any contract or arrangement in which he is in any way interested **PROVIDED ALWAYS** that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.
- Relaxation of Restriction on Voting

**Company No.**

24217	M
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123. A Director may vote in respect of :- Power to Vote
- (i) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company;
  - (ii) 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 a security.
124. A Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly and 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. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid. Directors may Become Directors of Other Corporation
125. A meeting of the Board may be held either: Meeting methods
- (a) By a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting;
  - (b) By means of audio, or audio and visual, communication by which all Directors participating and constitution quorum can simultaneously hear each other throughout the meeting; or
  - (c) By a combination of both the methods set out in Clause 125(a) and 125(b).

**Company No.**

24217	M
-------	---

126. A resolution of the Board is passed if it is agreed by all Directors present without dissent or if a majority of the votes cast on it are in favour of it.
127. Except as provided in this Constitution, the Board may regulate its own proceedings.

**ALTERNATE DIRECTOR**

128. (1) Each Director shall have power from time to time to nominate another Director or any person (not being a Director) to act as his alternate director and at his discretion remove such alternate director; but the appointment of such alternate director shall not take effect until approved by a majority of the other Directors **PROVIDED ALWAYS** that any fee paid by the Company to an alternate director shall be deducted from that Director's remuneration.
- Alternate Directors
- (2) An alternate director shall (except as regards the power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which his appointor is not present. However,
- (a) an alternate director must not already be an existing director;
  - (b) an alternate director must not act as an alternate for more than one (1) director;
  - (c) an alternate director must be approved by a majority of the Board; and
  - (d) any fee paid by the Company to the alternate shall be deducted from the appointing director's remuneration.
- (3) Any appointment or removal of an alternate director may be made by cable, telegram or radiogram, telex or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.

**Company No.**

24217	M
-------	---

- (4) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate 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 or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

**MANAGING AND/OR EXECUTIVE DIRECTORS**

- 129. The Directors may from time to time appoint any one or more of their body to any executive office including the offices of Chief Executive, Managing Director, Deputy Managing Director or Executive Director for such period and upon such terms as they think fit, and 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. Any Director appointed to any executive position (including, a Managing Director or person performing the functions of a Managing Director, by whatever name called) shall be subject to the control of the Board. Managing/  
Executive  
Director
- 130. A Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration whether by way of salary or commission or participation in profits or in one way and partly in another or by any or all of these modes but shall not include a commission on or percentage of turnover, as the Board may determine. Remuneration  
of Directors  
Holding  
Executive Office
- 131. A director holding an executive office for a fixed period pursuant to this Constitution 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 Position of  
Directors  
Holding  
Executive Office

**Company No.**

24217	M
-------	---

of Director for any cause his appointment as a director holding an executive office shall be automatically determined.

**COMMITTEES OF DIRECTORS**

132. The Directors may establish any committees, local boards or agencies comprising two 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 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 annul or vary 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.
- Power of Directors to Appoint Committees
133. Subject to any rules and regulations made pursuant to Clause 132, 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 except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.
- Meeting of Committees
134. 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 fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
- Chairman of Committees

**Company No.**

24217	M
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**VALIDATION OF ACTS OF DIRECTORS**

135. All acts done by any meeting of the Directors or a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
- Directors' Act to be Valid

**DIRECTORS' CIRCULAR RESOLUTIONS**

136. A resolution in writing signed or approved by letter, telefax or other written electronic communications by all the Directors who may at the time be present in Malaysia and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form and each document shall be signed or assented by one or more directors.
- Directors' Circular Resolution

**AUTHENTICATION OF DOCUMENTS**

137. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts 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
138. 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 137 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

**Company No.**

24217	M
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**MINUTES AND REGISTER**

139. The Directors shall cause minutes to be duly entered in books provided for the purpose :-
- Minutes to be Entered
- (a) Of all appointments of officers;
  - (b) Of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
  - (c) Of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
  - (d) Of all orders made by the Directors and any Committee of Directors.
- Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.
140. 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 and managers of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act.
- Particulars of Directors and Managers
141. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the registered office or the principal place of business in Malaysia of the Company, and shall be open to the inspection of any Member without charge.
- Minutes Kept at Registered Office
142. The Company shall also keep at the Company's registered office registers (whether in a legible or non-legible form) which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be so registered under the Act, and in particular :-
- Registers to be Kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 144 and 56(4) of the Act;
  - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

**Company No.**

24217	M
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**SECRETARY**

143. 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 they think fit, and the Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.
- Secretary

**SEAL**

144. The Directors 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 Directors authorising the use of the Seal. The Directors may from time to time (subject to the provisions of Clause 18 in relation to certificates) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic, mechanical, electronic and/or any other means provided that the use of such is restricted to a certificate, instrument of transfer or other document of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Common Seal of the Company. The Company may exercise the powers of Section 62 of the Act, and such powers are accordingly hereby vested in the Directors.
- Authority for  
Use of Seal

**ACCOUNTS**

145. The Directors shall cause proper accounting and other records to be kept whether in a legible or non-legible form 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
- Keeping and  
Inspection of  
Books of  
Account



**Company No.**

24217	M
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in general meeting. Subject always to Section 245(5) of the Act the books of account or records of operations shall be kept at the Company's registered office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

- |      |   |  |
|------|---|--|
| 146. | The Directors shall from time to time in accordance with Section 340 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, financial statements and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports shall not exceed four (4) months. A copy of each such documents in printed form or in CD-ROM or in such other form of electronic media or any combination thereof shall not less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Clause 166(3)) be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of this Constitution. The requisite number of copies of each such documents as may be required by the Stock Exchange upon which the Company's shares may be listed shall at the same time be likewise sent to each Stock Exchange Provided that this Clauses 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 Registered Office. | To Whom<br>Copies of<br>Profits and Loss<br>Account etc.<br>maybe Sent |
| 147. | Auditors shall be appointed and their duties regulated in accordance with the Act.  | Auditors   |

**DIVIDENDS AND RESERVES**

- |      |  |                             |
|------|--|-----------------------------|
| 148. | (1) The Company may only make a distribution to the shareholders from time to time but no such dividend shall be payable except out of the profits of the Company available if the Company is solvent in accordance with the Act.                          | Declaration of<br>Dividends |
|      | (2) The Directors may authorise a distribution of dividend at such time and in such amount as it considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made, in accordance with the Act. |                             |

**Company No.**

24217	M
-------	---

- (3) If, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.

No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.

149. Subject to Clause 148, the Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. 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 a fixed rate if they are of the opinion that the profits justify the payment.
150. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.
151. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, 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 (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
- Application of Profits
- Dividend must be paid out of profits
- Directors may Form Reserve Fund and Invest

**Company No.**

24217	M
-------	---

152. 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 call shall be treated for the purposes of this Clause as paid on the share. All dividends 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
153. 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
154. The Directors may retain the dividends payable upon shares in respect of which any person is under the provision 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. Dividends Due may be Retained until Registration
155. All dividends after having been declared and remained unpaid for one (1) year are subject to the Unclaimed Moneys Act 1965 and may be dealt with in accordance with the Unclaimed Moneys Act 1965. Unclaimed Dividends
156. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Manner of Realisation of Dividend and Bonus
157. A general meeting when declaring or approving a dividend including, without limitation, a dividend or bonus of the kind referred to in Clause 156 and whether together with or as an alternative to such dividend or bonus in such Clause, direct (notwithstanding other provisions of this Constitution) that such dividend declared or approved be on terms including all or any of the following: Distribution of Dividend in specie

**Company No.**

24217	M
-------	---

- (a) Such dividend be distributed or made available to members or such members as the Directors may decide;
- (b) The Directors may determine whether a member is permitted to participate in such dividend and the terms and conditions upon which a member may participate in such dividend;
- (c) The Directors may prescribe whether a member should be entitled to receive such dividend in a particular form of assets or together with cash or with a member being able to elect for specific assets or cash or with any other variations, subject to such dividend in such forms having been approved in such general meeting;
- (d) The Directors may provide that specific assets which a member could receive in such dividend be sold or disposed of instead with the proceeds being given to such member less any costs, expenses or other charges as the Directors may determine;
- (e) The Directors may prescribe any other terms and conditions of such dividend.

The general meeting may determine any of the matters referred to in (a) to (e) above instead and may impose or provide for such additional terms and conditions for such dividend as the meeting may think fit.

158. Any dividend, interest or other monies payable in cash in respect of shares may be paid:-

Payment by  
Cheque

- (a) by cheque or warrant sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct; or
- (b) by direct transfer or such other electronic means (subject to the provisions of the Act, the SICDA and the Rules, the Listing Requirements and/or other regulatory authorities) to the bank account of the holder whose name appear in the Register or Record of Depositors.

Every such cheque or warrant or payment by direct transfer (or such other electronic means) shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or by such electronic means shall operate as a good discharge to the Company in respect of the money represented thereby, notwithstanding that it may subsequently appear that the

**Company No.**

24217	M
-------	---

same has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the holder/member in the details of the bank account(s). Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

**CAPITALIZATION OF PROFITS**

159. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, 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 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 credit of the share premium account and a capital redemption reserve may, for the purposes of this Clause, be applied only in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares subject to and in accordance with Section 618(3)(c) of the Act. Subject to Section 127 of the Act, shares may be allotted as fully paid bonus shares in respect of treasury shares. In the circumstances in which Section 127(2) of the Act applies, any shares allotted as fully paid bonus shares in respect of treasury shares shall be treated for the purposes of the Act as if they were purchased by the Company at the time they were allotted.
- Capitalization of Profits by Bonus Issue etc.
160. 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 certificates or by payment in cash, or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to 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
- Director's Duties and Powers in Capitalization

**Company No.**

24217	M
-------	---

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 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.

**LANGUAGE**

161. Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or English language, the Directors shall cause a true translation of such accounts, 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 accounts, minute book and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.
- Translation

**NOTICES**

162. Any notice or document required to be sent to Members may be given by the Company to any Member:-
- (a) in hard copy; either personally or sent by post to him in a prepaid letter addressed to him at his last known address; or
- (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 and the designated website link or address where a copy of the notice or document may be downloaded via hard copy or electronic mail or short messaging service or any other electronic communication service had been given in accordance with Section 320 of the Act and the Listing Requirements; or
- Service of Notices and/or Documents
- (Special Resolution Passed On 29.05.2019)*

**Company No.**

24217	M
-------	---

- (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 or any other electronic communication service has been given to them accordingly; or
- (c) partly in hard copy and partly in electronic form in the ways set out in (a) and (b) above.

A Member's address, electronic mail address and any other contact details provided to Central Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member.

163. 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 provided that the letter, envelope or wrapper was addressed and posted.

*(Special Resolution  
Passed On  
29.05.2019)*

In providing service by the 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 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 162(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; or
  - (ii) via publication on the Company's website, on the day 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 162(b)(ii); or

**Company No.**

24217	M
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- (iii) via electronic platform maintained by the Company or third parties, on the day the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform had been given pursuant to Clause 162(b)(iii); or
- (c) Where the notice or document is sent partly in hard copy by post and partly in electronic form, on the time set out in (b)(i) and (b)(ii) above.

In the event that service of a notice or document pursuant to Clauses 163(b) and 163(c) is unsuccessful, the Company must, within five (5) market days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clauses 162(a) hereof.

164. A notice may be given by the Company to the person 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 the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.

Notice in Case  
of Death or  
Bankruptcy

165. (1) Notice of every general meeting shall be given in a manner hereinbefore specified to :-
- (i) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
  - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (iii) the auditors for the time being of the Company; and

Who May  
Receive Notice  
of General  
Meeting



**Company No.**

24217	M
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- (iv) every Stock Exchange in which the Company is listed.
- (2) Except as aforesaid, no other person shall be entitled to receive notices of general meetings.
- (3) Whenever any notice is required to be given under the provisions of the law of Malaysia or of this Constitution, waiver thereof or the shortening of the period of such notice, may be effectively given by complying with Section 316(3) of the Act.
- (4) 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 general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.

**WINDING UP**

166. If the Company is wound up and the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members 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 liquidators 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
167. 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 :- Sharing of Loss and Excess
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and

**Company No.**

24217	M
-------	---

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

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

**SECRECY CLAUSE**

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

**INDEMNITY**

170. (1) Subject to Sections 288 and 289 of the Act, an officer or auditor for the time being of the Company may be indemnified, with the approval of the Directors, 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, including, defending any claims or proceedings relating to any such liability, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court under the Act or where proceedings are discontinued or not pursued.
- (2) Subject to the provisions of the Act, the Company may, with the prior approval of the Directors, effect insurance for an officer or auditor of the Company in respect of the following:
- Indemnity

**Company No.**

24217	M
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- (a) civil liability, for any act or omission in his capacity as an officer of the Company;
- (b) costs incurred by him in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by him in defending any proceedings that have been brought against him in relation to any act or omission in his capacity as an officer or Auditor which he has been acquitted, granted relief under the Act or where proceedings have been discontinued or not pursued.

The word "officer" referred to in this Clause 170 shall include:

- (a) any Director, manager, secretary or employee of the Company;
- (b) a receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
- (c) any liquidator of the Company appointed in a voluntary winding up,

but does not include any receiver who is not also a manager, any receiver and manager appointed by the High Court or any liquidator appointed by the High Court or by the creditors.

**DESTRUCTION OF RECORDS**

171. (1) Subject to the Act, the Company can destroy all:

- 1.1 transfer forms for shares, documents sent to support a transfer and any other documents which where the basis for making an entry on Register of Members, 7 years after the date of registration;
- 1.2 dividend payment instructions and notifications of a change of address or name, 7 years after the date these were recorded; and
- 1.3 cancelled share certificates, 7 years after the date they were cancelled.

Destroying  
Documents

*(Special Resolution  
Passed On  
29.05.2019)*

**Company No.**

24217	M
-------	---

- (2) A document destroyed by the Company in accordance with Clause 171(1) is conclusively treated as having been valid and effective in accordance with the Company's records relating to the document. Any action of the Company in dealing with the document in accordance with its terms before it was destroyed is conclusively treated as having been properly taken.
- (3) Clauses 171(1) and 171(2) only apply to documents which are destroyed in good faith and if the Company has not been informed that keeping the documents is relevant to any claim.
- (4) If the documents related to Deposited Securities, the Company must also comply with any provisions in the SICDA, the Rules of the Central Depository or the Listing Requirements which limit its ability to destroy these documents.
- (5) Clauses 171(1) to 171(4) do not make the Company liable:
  - 5.1 just because it destroys a document earlier than the time limit stated in Clause 171(1);
  - 5.2 just because it does not comply with the conditions in Clause 171(3); or
  - 5.3 if it would not be liable if Clauses 171(1) to 171(4) did not exist.

Clauses 171(1) to 171(5) apply whether a document is destroyed or disposed of in some other way.

**ALTERATION**

172. Subject to the Act, the Company may by special resolution delete, alter or add to this Constitution.

Alteration of  
this  
Constitution

*(Special Resolution  
Passed On  
29.05.2019)*

**Company No.**

24217	M
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173. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements and/or the Rules 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 and/or the Rules require to be done.
- (3) If the Listing Requirements and/or the Rules 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 Requirement requires this Constitution to contain a provision and they do not contain such a provision, this Constitution are 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 are deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements and/or the Rules, this Constitution are 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) For the purpose of this Clause, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of the Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.

Effect of the Listing Requirements, the Rules, the Act, the SICDA etc.

*(Special Resolution Passed On 29.05.2019)*