

Company No.
467709 M

THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

pharmaniaga

Incorporated on the 21st of August, 1998

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THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION
OF
PHARMANIAGA BERHAD

1. The name of the Company is **PHARMANIAGA BERHAD**.
2. The Registered Office of the Company shall be situated in Malaysia.
3. Section 21 of the Companies Act 2016 shall apply to the Company and the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity that the Board considers to be advantageous to the Company and that are not prohibited under any Applicable Laws for the time being in force in Malaysia or any other jurisdiction that the Company carries on any business or activity, which shall include, but not limited to the following object clauses:-
 - (1) To carry on the business of an investment holding company and for that purpose to invest the capital, land, and other monies of the Company in the purchase and acquisition, in the name of the Company or its nominees, of shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or to be issued or guaranteed by any company, any government or other authority of whatever nature in any part of the world.
 - (2) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
 - (3) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the company is interested upon such terms as may be thought fit.
 - (4) To establish or carry on any business or activity relating to pharmaceutical manufacturing, distribution, logistics, research, marketing, sale or any other conducive or incidental activity.
 - (5) To carry on or undertake any other business or activity which, in the opinion of the Directors, may seem to the Company as capable of being carried out in connection with its commercial and business objectives, and is in the best interest of the Company.

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

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

4. The liability of the Members is limited.
5. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to dividends, capital, voting or otherwise.
6. The provisions as 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 in so far as the same are repeated or contained in this Constitution.

INTERPRETATION

7. In this unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:-

Words	Meanings
Act	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any other legislations made thereunder for the time being in force.
Applicable Laws	All laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities.
Auditors	The auditor for the time being of the Company.
Authorised nominees	Shall have the meaning ascribed thereto in the Central Depositories Act.
Board	Board of Directors for the time being of the Company.
Beneficial owner	The ultimate owner of the shares and does not include a nominee of any description.
Bursa Depository	Bursa Malaysia Depository Sdn Bhd. (Company No. 165570-W) including any further change of name and its successors-in-title.

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Central Depositories Act	The Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.
Clause	This clause as originally framed or altered from time to time by special resolution.
Clear day	Clear day means exclusive of the day on which the notice is served or deemed to be served or the date an announcement / notification is made by the Company or the Board and the day which the meeting or event is to take place.
CMSA	Capital Markets and Services Act 2007, and any statutory modification, amendment or re-enactment thereof for the time being in force.
Constitution	This Constitution as originally framed or as altered from time to time by special resolution.
Company	PHARMANIAGA BERHAD (Company No. 467709-M).
Deposited Security	A security in the Company standing to the credit of a Securities Account of a Depositor and includes securities in the Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder a Securities Account as defined in Section 2 of the Central Depositories Act.
Directors	The directors for the time being of the Company as defined in Section 2(1) of the CMSA.
Documents	Any document required to be sent under the Listing Requirements to securities holders.
Electronic address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
Electronic communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
Electronic form	Document or information sent or supplied in electronic form are those sent by "electronic communication" or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
Exchange	Bursa Malaysia Securities Berhad (Company No. 635998-W) and / or any other Exchange on which the Company is listed.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
General meeting	Any meeting of members of the Company.

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Listed	Admitted to the Official List and "listing" shall be construed accordingly.
Listing Requirements	The Main Market Listing Requirements of the Exchange including any modifications or amendments thereto that may be made from time to time.
Market Day	Any day on which the Exchange is open for trading in securities.
Meetings of Members	Any meeting of members of the Company.
Member or Securities Holder	Unless otherwise expressed to the contrary, any person(s) for the time being holding one or more shares in the Company and whose name(s) appears in the Register and includes a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Bursa Depository or its nominees in its capacity as a bare trustee member.
Month	Calendar month unless the context otherwise provided.
Mutatis Mutandis	Changes changed; with those things having been changed which need to be changed.
Office	The registered office for the time being of the Company.
Record of Depositors	A record provided by the Bursa Depository to the Company or its Registrar(s) pursuant to an application under Chapter 24.0 of the Rules.
Register or Register of Members	The register of members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors.
Registrar	Such person, firm or company which for the time being maintains in Malaysia, the register of securities holders.
Rules	The Rules of the Bursa Depository as defined under the Central Depositors Act and any appendices thereto, as amended, modified and supplemented from time to time.
Secretary	Any person or persons appointed by the Board to perform the duties of a secretary of the Company and shall include a joint, assistant or deputy secretary.
Securities	As defined under Section 2(1) of the CMSA.
Securities Account	An account established by the Bursa Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealing in such Securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.
Shares	Issued share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.
Special Resolution	Has the meaning assigned thereto by Section 292 of the Act.
The Seal	The Common Seal of the Company or in appropriate case, the official seal.

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Reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other mode or modes of representing or reproducing words in a visible form.

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

Words importing persons shall include partnerships, firms, corporations and companies.

Unless the contrary intention appears and subject to the Rules and any written laws to the contrary, a person whose name appears in the Record of Depositors is entitled to all rights, benefits, powers and privileges and subject to all liabilities, duties and obligations in respect of or arising from, any share as if he were a Member registered in the Register of Members maintained by the Company, instead of the Central Depository, or its nominee company, in whose name the share is registered.

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

The headings are inserted for convenience only and shall not affect the construction of these Clauses.

ALTERATION OF RIGHTS

8. 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 Act and the provisions of any resolution of the Company, all or any of the rights, privileges or conditions for the time being forming part of the share capital of the Company may from time to time, be modified, affected, varied, extended or surrendered in any manner with the consent in writing of such holders of not less than seventy-five per centum (75%) of the total voting rights of the Members of that class or with the sanction of a special resolution passed at a separate meeting of the Members of each such class. To any such separate meeting all the provisions of this Constitution as to general meetings of the Company shall mutatis mutandis apply, so that the necessary quorum shall be two (2) Members of the class present holding or represented by proxy at least one-tenth (1/10) of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one (1) vote for every such share held by the Member.

SHARE CAPITAL

9. 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 and to the provisions of any resolution of the Company, shares in the share capital of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of such shares to such persons on such terms and conditions and at such times as the Board may determine but the Board in making any such issue of shares shall comply with the following conditions:
 - (1) 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;
 - (2) subject to any conditions imposed by the Exchange and/or other relevant authorities, no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members of the Company in a meeting of Members;

- (3) the Company shall allot and issue shares or securities, and despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities within such periods as may be prescribed by the Exchange;
 - (4) the Company shall duly observe and comply with the provisions of the Act and the Listing Requirements and/or any regulations or directives issued thereunder from time to time prescribed by the Exchange applicable to any allotment of its securities.
10. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities proposed to be issued shall before they are issued be offered to such persons as are at the date of the offer 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 convertible 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 convertible Securities offered, the Directors may dispose of those shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or Securities held by the persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.
11. Notwithstanding Clause 10 (but subject to the Act) the Company may apply to the Exchange for a waiver from convening an extraordinary general meeting to obtain shareholders' approval for further issue of shares (other than bonus or rights issues) where:
 - (i) the aggregate of the shares issued in any one financial year (other than bonus and rights issues and other issues of shares which have been specifically approved by the shareholders in an extraordinary general meeting) does not exceed ten per cent (10%) of the issued capital of the Company, and
 - (ii) in accordance with Section 76 of the Act, there is still in effect a resolution approving the issuance of shares by the Company.
12. The Company or the Board on behalf of the Company, may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company provided that the rate or the per centum of the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and that such commission shall not exceed ten per centum (10%) of the price at which such shares are issued, or an amount equivalent to such percentage, and that the requirements of section 80 of the Act shall be observed. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly in one way and partly in the other. The Company or the Directors on behalf of the Company, may also on any allotment of Shares pay such brokerages as may be lawful.
13. Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

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14. Except as required by law and subject to this Constitution, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except in an absolute right to the entirety thereof in the registered holder.

PREFERENCE SHARES

15. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.
16. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or during the winding up of the Company or disposing of the whole of the Company's property, business and undertaking or where the proposition 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.
17. The repayment of preference share capital other than shares or any alteration of preference shareholders' 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 seventy-five per centum (75%) of the preference capital concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

JOINT HOLDERS

18. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:
- (a) The Company shall not be bound to register more than four persons as the holders of any share, except in the case of executors or trustees of a deceased shareholder.
 - (b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.
 - (c) On the death of any one of such joint holders, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.
 - (d) Any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.
 - (e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

- (f) In case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of Members.

Provided that any references in this Constitution to joint-holders shall not include joint-holders of Deposited Securities unless such joint-ownership is permitted under the Central Depositories Act or the Rules or the guidelines or directives from time to time issued by the Depository. In the event that joint-ownership of Deposited Securities 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 such Act, Rules, guidelines or directives as the case may be.

ISSUE OF SECURITIES

19. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall issue, allot Securities and despatch notices of allotment to every person whose name is entered as a depositor in the Record of Depositors or a member in the Register of Members and make an application for the quotation of such Securities within the period of time as prescribed under the Listing Requirements or by the Exchange from time to time.
20. All new issues of Securities for which listing is sought shall be made by way of crediting the securities accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act, 1991, in which event it shall be similarly exempted from compliance with this requirement. For this purpose the Company shall 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 appropriate entries in the securities accounts of such allottees.
21. The Company shall not cause or authorise its share registrars to cause the allottees to be credited with the additional Securities until after the Company has filed with the Stock Exchange any applications for listing such additional Securities and has been notified by the Stock Exchange that the additional Securities had been authorised for listing.

LIEN

22. The Company shall have a first and paramount lien on every share and dividend from time to time declared in respect of such share for all unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, if the shares were acquired under an employee share options scheme, amounts which are owed to the Company for acquiring them, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member. The Company shall be entitled to charge interest thereon, not higher than the overdraft rate charged for the time being by the Company's principal bankers or such other reasonable rate as the Directors may determine. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause.
23. Subject to the Act, the Central Depositories Act and the Rules, 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 some 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 the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death, bankruptcy or mental disorder or operation of law.

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24. To give effect to any such sale, the Directors may authorise its Registrar to cause Bursa Depository to credit the Securities Account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company.
25. 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, subject to a similar lien for sums not presently payable which exists over the shares before the sale.

CALLS ON SHARES

26. The Directors may, from time to time make calls upon the Members as the Board may think fit 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 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 date, time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
27. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from that day to the time of actual payment at such rate, not exceeding eight per cent (8%) per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
28. Any sum which, by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Act or of this Constitution, shall apply as if such sum had become payable by virtue of a call duly made and notified as hereby provided.
29. The Directors may, from time to time, make arrangements on the issue of shares to differentiate between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.
30. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called upon thereon, and upon the moneys so paid in advance is received by the Directors from the Member become payable, the Company may pay or return at a rate, not exceeding eight (8) per centum per annum, as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a meeting of Members otherwise directs. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

FORFEITURE AND SURRENDER OF SHARES

31. If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest or compensation which may have accrued by reason of such non-payment. The notice shall specify a date on or before which the payment required to be made, and shall state that in the event of non-payment on or before the specified date, the shares in respect of which the call was made is liable to be forfeited.
32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given shall be forfeited by a resolution of the Directors to that effect, unless payment as required by the notice has been made before such resolution. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. When any share has been forfeited in accordance with the Constitution, a notice of the forfeiture shall forthwith be given, within fourteen (14) days of the forfeiture, to the Bursa Depository and to the person who was the holder of the forfeited share or to the person entitled to the share by reason of the holder's death or bankruptcy, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall be made in the Register of Members or Record of Depositors (whichever is applicable). The Directors may accept the surrender of any share when they are in a position to forfeit such share by way of compromise of any question as to the holder being properly registered in respect thereof or in any other case allowed by law.
33. Subject to the Central Depositories Act and the Rules, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
34. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares together with interest thereon at 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 the interest or expenses, and the liability shall cease if and when the Company shall have received payment in full of such monies in respect of the shares.
35. Subject to any lien for amounts not presently payable, if any, any residue of the proceeds of forfeited shares sold, re-allotted or otherwise disposed of, after the satisfaction of the unpaid calls or instalment and accrued interest and expenses shall be paid to the person whose shares have been forfeited or his executors, administrators, assignees, guardians or receivers or the committee of his estate or as he directs.
36. A statutory declaration in writing by a Director or the Secretary of the Company, and that a share 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 shares. The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and the Directors may authorise some person to execute transfer of the share in favour of the person to whom the share is sold or disposed of, and subject to the Central Depositories Act and the Rules, such person to whom the share is sold or otherwise disposed shall thereupon be registered as the shareholder, and not have his title to the share be affected by any irregularity or invalidity in the proceedings relative to the forfeiture, sale or disposal of the share.

TRANSFER OF SECURITIES

37. Subject to this Constitution, the Act, the Central Depositories Act and the Rules and except as may be required by law, there shall be no restriction on the transfer of fully paid Securities.
38. The transfer of any Deposited Security or class of Deposited Security in the Company, shall be by way of book entry by the Bursa 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 for compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.
39. The instrument of transfer shall be in such form as may be prescribed by the Central Depositories Act, the Rules or the Act, as the case may be from time to time.
40. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Deposited Securities or Security that is not a Deposited Security although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the Deposited Security proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. In every such case, the person registered as transferee, his executors, administrators and assignees, subject to compliance with the Act, the Central Depositories Act and the Rules, alone shall be entitled to be recognised as the holder of such Deposited Securities or Security that is not a Deposited Security and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
41. Registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) days in the aggregate in any calendar year. At least ten (10) clear Market Days (or such other minimum period as may be prescribed by the Stock Exchange) notice of such suspension or of any books closing date shall be published in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each Stock Exchange upon which the Company is listed stating the period and purpose of such suspension or books closing.
42. Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

SHAREHOLDING INFORMATION

43. (1) The Company may by notice in writing require any Member within such reasonable time as is specified in the notice:-
 - (a) to inform the Company whether the Member holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if Member holds the voting shares as trustee, so far as it is possible to do so, to indicate the persons for whom the Member holds the voting shares 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 that any other person has an interest in any of the voting shares in the Company, whether by the information it received under Clause 43(1) or otherwise, the Company may by notice in writing require that other person, within such reasonable time as is specified in the notice, to give to the particulars referred to in Clause 43(1).

- (3) The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by the Member are the subject of an agreement or arrangement under which another person is entitled to control the Member's exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

TRANSMISSION OF SECURITIES

44. Subject to the Central Depositories Act and the Rules, in the case of the death of a holder of Deposited Securities in the Company, one (1) of the executors or administrators of the deceased shall, subject to the executor's or administrator's compliance with all the requirements of the Bursa Depository and the Rules and having been recorded in the Record of Depositors as the Depositor in lieu of the deceased holder, be the only person recognised by the Company as having any title to such Deposited Securities.
45. Any person becoming entitled to Deposited Securities in consequence of the death or bankruptcy of the holder of Deposited Securities may, upon the production of such evidence as to his title as may from time to time be properly required by the Depository, elect either to be registered himself as holder of the Deposited Securities or to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and also, the aforesaid notice must be served by him on the Bursa Depository, If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such Deposited Security in such form required by the Rules to his nominee. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer Deposited Securities and the registration of transfer thereof shall apply to any such notice or transfer as aforesaid as if the death or bankruptcy of the holder of the Deposited Securities had not occurred and the notice or transfer were a transfer executed by the holder of those Deposited Securities.
46. In the case of death of a holder of Security that is not a Deposited Security, the legal personal representative or representatives of the deceased where he was a sole or only surviving holder, shall be the only person recognised by the Company as having title to his interest in the securities, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Security that is not a Deposited Security, which had been jointly held by him with other persons.
47. Any person becoming entitled to a Security that is not Deposited Securities in consequence of the death or bankruptcy of a Member may, subject to the Act and this Constitution elect either to be registered himself as holder of securities to have some person nominated by him registered as the transferee thereof.
48. Where the registered holder of any Deposited Security or Security that is not a Deposited Security dies or becomes bankrupt, his personal representative or the assignee of his estate, subject to the personal representative or assignee having been recorded in the Record of Depositors as a Depositor in or in the Register of Member as a Member (whichever is applicable) in place of the deceased or bankrupt holder, as the case may be, upon the production of such evidence as may from time to time be properly required by the Bursa Depository (in respect of the Deposited Security) in that behalf and subject to Clause 45 of this Constitution shall 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. Provided always that the Directors may at any time give notice requiring any such person to elect to be registered himself or to transfer the Deposited Securities or Security that is not Deposited Security, and if the notice is not complied with within thirty (30) days, the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the Deposited Securities of Security that is not a Deposited Security until the requirement of the notice have been complied with.

TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

49. Where:-

- (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 Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of Such Securities,

the Company shall, upon the 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 another 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.

CONVERSION OF SHARES INTO STOCK

- 50. The Company may by ordinary resolution convert any paid-up share into stock and reconvert any stock into paid-up shares of any number.
- 51. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
- 52. The holders of stock shall, according to the amount of the stock held by them, have the rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and in assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.
- 53. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and word "shareholder" and "member" shall include "stockholder".

INCREASE OF CAPITAL

- 54. The Company may from time to time in meeting of Members, whether all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation and issued of new shares, such aggregate increase 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 may direct.
- 55. Except so far as otherwise provided by the conditions of issue in this Constitution, any share 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.

ALTERATION OF CAPITAL

56. (1) The Company may alter its share capital in any one or more of the following ways by passing as ordinary resolution to:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provision of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any of such other shares;
 - (c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
 - (d) subject to the provision of this Constitution and the Act, convert and /or re-classify any class of shares into any other class of shares.
- (2) The Company may by special resolution, reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws.

PURCHASE OF OWN SHARES

57. The Company may, subject to its obtaining such approval from the relevant authorities (if required) and to its compliance with all Applicable Laws, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the Applicable Laws.

MEETINGS OF MEMBERS

58. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year in accordance with the provisions of the Act.
59. The annual general meeting shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting.
60. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
61. All general meetings shall be held at such time, date 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.
62. The Directors may whenever they think fit, convene a general meeting and, general meetings shall also be convened on requisition by Members as referred to in Section 311 of the Act, or, in default, may convene by such requisitionists themselves in the manner provided in Section 313 of the Act. If at anytime there are not within Malaysia sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director or any two (2) Members may convene a general meeting in the same manner, as nearly as possible, as that in which such a meeting may be convened by the Directors.

63. Such general meeting of the Company may be held at more than one venue using any technology or method that allows all Members of the Company to participate and to exercise the Members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that general meeting subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting. The participation by Members at different venues shall be counted as quorum.

NOTICE OF MEETINGS OF MEMBERS

64. Every notice convening meetings shall be given to all Members, Directors and Auditors at least fourteen (14) clear days before the meeting or at least twenty-one (21) clear days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At the same time as Members are notified, such notice shall be advertised in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and shall be send to the Exchange upon which the Company is listed.
65. (1) The Company shall request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.
- (2) The Company shall also request Bursa Depository in accordance with the Rules of Bursa Depository, 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.
66. Every notice of meeting shall specify the place, the day and the hour of meeting, and in the case of special business shall also specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. The notices convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as special resolution.
67. Subject to Clause 90 (vote of exempt authorised nominees), in every notice of meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote instead of him, and that a proxy need not also be a Member and that where a Member appoints two proxies to attend the same meeting, the Member shall specify the proportion of his shareholdings to be represented by each proxy.
68. A meeting shall, notwithstanding that it is called by shorter notice than that required by Clause 64, be deemed to have been duly called if it is so agreed:-
- (1) in the case of an annual general meeting by all the Members entitled to attend and vote thereat; and
- (2) in the case of any other meeting of Members by majority in the number of the Members giving a right to attend and vote thereat, being a majority who together holds not less than ninety five per centum (95%) in the number of the shares giving a right to attend and vote at the meeting.

69. The accidental omission to give such notice of a meeting to, or to the non-receipts of such notice by, any person entitled to receive such notice shall not invalidate the proceedings of any resolution passed at any such meeting.
70. Members of the Company may, in accordance with Section 323 of the Act, require the Company to:-
- (a) Circulate a statement of not more than one thousand words with respect to (i) a matter referred to in a proposed resolution to be dealt with at that meeting; or (ii) other business to be dealt with at that meeting; or
 - (b) give notice of a resolution which may be properly moved and is intended to move at that meeting, to members of the company entitled to receive notice of a meeting of members.

PROCEEDINGS AT MEETINGS OF MEMBERS

71. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in the place of those retiring by rotation or otherwise, the appointment and the fixing of fees and benefits payable to the Directors and the appointment and fixing of the remuneration of the Auditors in accordance with the Act.
72. (1) No business shall be transacted at any general meeting unless a quorum is present at the commencement of the meeting. For all purposes, two (2) Members present in person and entitled to vote shall be a quorum for all purposes. For the purposes of this Clause, "Member" includes a person attending as a proxy or representing a corporation which is a Member.
- (2) The Company shall inform the Bursa Depository of the dates of meetings of Members and shall request the Bursa Depository in accordance with the Rules, to issue the General Meeting Record of Depositors. Subject to the Central Depositories Act and any requirements of the Exchange, a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat, unless his name appears in the General Meeting Record of Depositors.
73. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or 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 such other date, time or place as the Directors may by not less than fourteen (14) days' notice appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Member or Members present at the adjourned meeting shall form a quorum.
74. The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting or if either shall decline to take the chair, the Directors present shall choose one of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the Members present in person shall choose one Member present to be Chairman at such meeting. Proxies of Members may not be elected as the Chairman of any meeting.

75. 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 aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjournment meeting.
76. Any Member entitled to be present and vote at a meeting may submit any resolution to any general meeting provided that at least nine (9) Market Days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
77. Upon receipt of any such notice as mentioned in Clause 76 the Secretary shall, in any case where such notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case issue as quickly as possible to the Members notice that such resolution will be proposed.
78. Any resolution set out in the notice of any meeting of members, or in any notice of resolution which may properly be moved and is intended to be moved at any meeting of members, shall be voted by a show of hands of the Members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the results of the show of hands) :-
 - (a) by the Chairman; or
 - (b) by at least three (3) Members present in person or by proxy; or
 - (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.
79. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
80. If required under the Applicable Laws, any resolution set out in the notice of any meeting of members, or in any notice of resolution which may properly be moved and is intended to be moved at any meeting of members, shall be determined by poll unless such requirement is waived. The Company shall appoint at least one (1) scrutineer for the purpose of a poll in accordance with the Applicable Laws and the Chairman of the meeting may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
81. A declaration by the Chairman that the resolution has been passed unanimously or by a particular majority, or is 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.
82. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll and, for the purposes of Clause 78 a demand by a person as proxy for a Member shall be the same as a demand by a Member.

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83. A poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting directs (including the use of a ballot or voting papers or tickets), and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
84. The poll may be conducted manually using voting slips or electronically using various forms or electronic devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer, as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll.
85. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a Member.
86. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In any other case, at least seven (7) Market Days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting.
87. 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.
88. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote on it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

89. Subject to any rights or restrictions for the time being attaching to any class or 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 and on a show of hands every person present who is a Member or a representative of a Member shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for such each share he holds.

Where a Member entitled to vote on a resolution has appointed more than one proxy:-

- (a) the proxies shall only be entitled to vote on poll; and
 - (b) the appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
90. (1) Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

(2) An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A (1) of the SICDA.
 91. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

92. Any 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 personally, by proxy or attorney Provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight (48) hours before the time appointed for holding the meeting.
93. Any person entitled under the Clause pertaining to Transmission of Shares 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 before the time appointed for holding the meeting 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 in respect thereof.
94. No Member shall be entitled to vote at any general meeting or to exercise any privilege as a Member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid.
95. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
96. On a poll votes may be given either personally or by proxy or attorney and a Member entitled to more than one vote need not, if he votes, use all his votes or cast the votes he uses in the same way.

PROXY AND CORPORATE REPRESENTATIVE

97. The instrument appointing a proxy shall be in writing signed by the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without any restriction as to the qualification of such person. A Member entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote instead of him, and that where a Member appoints two proxies to attend the same meeting, the Member shall specify the proportion of his shareholdings to be represented by each proxy. 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
98. An instrument appointing a proxy shall be in such form as the Directors may prescribe and approve, from time to time. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well as for any adjournment of the general meeting to which it relates, and not be witnessed.
99. The instrument appointing a proxy shall, where Members are to be given an opportunity to instruct the proxy how to vote, be in any form approved by the Directors which enables the Members to determine how their votes are to be cast on each of the resolutions comprised in the business of the meeting for which it is to be used.

100. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority, shall be deposited at the Office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than fortyeight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. Whilst a member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.
101. (1) Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company or at all meetings of the Company, and the person so authorised shall in accordance with his authority and until his authority is revoked be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
- (2) If the corporation authorises more than one (1) person, every one of the representative is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representative was an individual member of the Company. However, if more than one (1) of the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

APPOINTMENT OF PROXY VIA ELECTRONIC COMMUNICATION

102. The communication between the Company and its Members relating to meetings and resolutions, supply of information or documents or otherwise for purpose of complying with the Act, may be
- (1) in hard copy;
 - (2) in electronic form; or
 - (3) partly in hard copy and partly in electronic form.
103. An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to Clause 100 not less than fortyeight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.
104. An appointment of proxy by electronic communication which is not made in accordance with this Clause shall be invalid.
105. The Company may determine the manner and procedures for the use of electronic communication received or sent by the Company which is authorised to be used in this Clause or under the Act.

REVOCATION OF VOTES

106. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of instrument of proxy or of the authority under which the instrument of proxy was executed or the transfer of the Share (including a transfer pursuant to the Rules) in respect of which the proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument of proxy is used

DIRECTORS

107. A director shall be a natural person who is at least eighteen (18) years of age. Until otherwise determined by the Company in general meeting, the number of Directors including a Managing Director shall not be less than two (2) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a meeting of Members of the Company.
108. The shareholding qualification for Directors may be fixed by the Company in meeting of Members and until so fixed no shareholding qualification shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all meeting of Members of the Company.

REMUNERATION OF DIRECTORS

109. (1) Provided always that:-
- (a) Fees payable to Directors (excluding Alternate Director) 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 a general meeting. The approved fees for the Director (other than Executive) means fees, meeting allowances, travelling allowances, benefits, gratuity, compensation for loss of employment of a Director or former Director of the Company, but does not include insurance premium or any issue of securities.
 - (b) 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.
 - (c) Any fee paid to an Alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the fees of the latter.
- (2) Subject to any contract with the Company, the Board may fix the remuneration and benefits payable to Executive Director(s). Nothing herein shall prejudice the power of the Directors to appoint any of their members to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include commission or percentage of turnover.
- (3) The Board shall decide on the payment of non-cash benefits (benefits in kind) to the Executive Directors. Subject to the Act, the Company may establish or pension, superannuation or similar funds or benefits on retirement of the Directors as the Directors decide.
- (4) Salaries 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 the general meeting and may not include a commission on or percentage of turnover. That remuneration may consist of salary, bonuses or any other elements.
110. The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Board or of committees of the Board or general meetings or otherwise howsoever in connection with the business of the Company.

111. If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.
112. Subject to Section 233 of the Act, the Company shall keep and maintain a copy of every Director's service contract with the Company or with its subsidiaries available at the Office of the Company for inspection, in accordance with Section 232 of the Act.

ALTERNATE DIRECTORS

113. Any Director (other than an Alternate Director) may at any time appoint any person (except another Director) to be an Alternate Director and may remove from office an Alternate Director appointed by him, provided that:-
- (1) such person is not a Director of the Company;
 - (2) such person does not act as an alternate for more than one (1) Director of the Company;
 - (3) the appointment is approved by majority of the other members of the Board; and
 - (4) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.
114. An Alternate Director shall be entitled:-
- (1) to receive notices of all meetings and to attend and vote at any such meeting at which his appointor is not personally present; and
 - (2) to generally perform all the functions of his appointor as a Director in his absence.
115. An Alternate Director shall cease to be an Alternate Director if his appointor cease for any reason to be a Director, but, if a Director retires by rotation or otherwise but is re-elected by the meeting or is deemed to be re-elected at the meeting at which he retires, any appointment of an Alternate Director made by him pursuant to these presents which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired.
116. Any appointment or removal of an Alternate Director shall be by notice to the Company (deposited at the Office) signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

RETIREMENT ROTATION OF DIRECTORS

117. An election of Directors shall take place each year and at every annual general meeting, at least one-third of the Directors who are subject to retirement by rotation or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third shall retire from office PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the conclusion of the meeting.
118. Subject to the Act, the Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

119. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a notice in writing of intention to propose his election signed by a Member and a notice of his consent signed by himself have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before date appointed for the meeting, 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 every candidate for election to the Board shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place.
120. The Company at the meeting at which a Director retires shall 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 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. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.
121. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate resolution and vote unless a resolution for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
122. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Director, and may also determine in what rotation the increased or reduced number is to go out of office.
123. The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Constitution. Any Director so appointed shall hold office only until the conclusion of the next annual general meeting and shall be eligible for re-election at such meeting. A Director retiring under this Constitution shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

REMOVAL AND DISQUALIFICATION OF DIRECTORS

124. The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provisions of these Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution of which special notice has been given appoint another person in place of the Director so removed and any person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
125. The office of a Director of the Company shall be vacated if the person holding that office:-
 - (1) subject to Sections 196(3) and 209 of the Act, resigns from his office by giving a written notice to the Company at the Office;
 - (2) has retired in accordance with the Act or this Constitution of the Company but is not re-elected;
 - (3) is removed from office in accordance with the Act or the Constitution of the Company;
 - (4) becomes disqualified from being a director under Sections 198 or 199 of the Act;

- (5) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 or such legislation having the same effect;
 - (6) dies;
 - (7) otherwise vacate his office in accordance with the Constitution; or
 - (8) absents himself from more than fifty per cent (50%) of the total Board's meetings held during a financial year.
126. The Directors shall cause to be kept the register of their holdings of shares and debentures of the Company and of its holding company (if any), and of any subsidiaries of the Company or its holding company, required by Section 59 of the Act, and shall render the same available for inspection during the period and by the persons therein specified, and shall produce the same at every annual general meeting as required by the said Section.

POWERS AND DUTIES OF DIRECTORS

127. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts that are within the scope of this Constitution and as are not by the Act or by this Constitution required to be exercised or done by the Company in any of its general meeting, subject nevertheless to the provisions of this Constitution and that Act and to such regulations being not inconsistent with this Constitution and the provisions of the Act, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made, provided always that the Directors shall not without the prior approval of the Members' in a general meeting:
- (1) carry into effect any proposal or execute any transaction for any sale or disposal by the directors of a substantial portion of the Company's main undertaking or property;
 - (2) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
 - (3) subject to Section 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 a person connected with such a director or substantial shareholder to acquire from or dispose of shares or non-cash assets of the requisite value to such a director or substantial shareholder.

The general powers given by this Clause shall not be limited or restricted by any special authority or power given to the Directors by any other Clause.

128. The Directors may from time to time, and at any time, by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under these Constitution) and for such period and subject to such conditions as the Director may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit.

129. Subject to the Act, the Directors may procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a director or other officer of and holds or have held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid, and subscriptions or guarantees for money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires the proper disclosure to the Members of the Company in general meeting.
130. Subject to the Act and the Listing Requirements, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by shareholders in general meeting.
131. 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 determine.
132. 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.

BORROWING POWERS OF DIRECTORS

133. Subject to the Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its wholly owned subsidiaries or of any related corporation. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or of any of its subsidiaries.
134. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable from any loss in respect of such liability.
135. The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertakings, property or any uncalled capital or issue debentures or other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
136. The Directors shall lodge, within thirty (30) days from the creation of the charge, together with the prescribed fee with the Registrar for registration, a statement of particulars of the charge in the form and manner as may be determined by the Registrar in accordance with Section 352 of the Act in regard to the registration of charges therein specified.

MANAGING DIRECTOR

137. The Directors may from time to time appoint one (1) or more of their body to the office of Managing Director (or such other designation that the Board deems suitable) for such period and such terms as they think fit but if the appointment is for a fixed term, the term shall not exceed three (3) years and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.
138. The remuneration of the Managing Director shall subject to the terms of any agreement entered into in any particular case and may be by way of salary or commission or participation in profits or otherwise or by any or all these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement.
139. The Managing Director shall be subject to retirement by rotation, and subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignations and removal as the other Directors, and if he ceases from any cause to be a Director shall *ipso facto* and immediately cease to be Managing Director.
140. The Managing Director shall be subject to the control of the Board who may entrust to and confer upon him any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and, either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS

141. Except as provided in this Constitution, the Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings as they think fit.
142. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two (2). No business may be transacted at a meeting of the Directors if a quorum is not present.
143. 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.
144. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes. In case an equality of votes, the Chairman shall have a second or casting vote except where only two (2) Directors:-
 - (a) constitute a quorum when the question at issue arises for decision; or
 - (b) are competent to vote on the question at issue.
145. The remaining Directors or a sole remaining Director may act notwithstanding any vacancy in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or to summon a general meeting of the Company and for no other purpose.
146. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.

147. The Directors may from time to time elect and remove a Chairman and Deputy Chairman and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman shall preside at all meetings of the Board but, if no such Chairman or Deputy Chairman is elected, or if at any meeting the Chairman or Deputy Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be Chairman of the meeting.
148. Meetings of the Board may be held by instantaneous telecommunication devices, with or without visual capacity. A Director shall be deemed to be present at a meeting if he participates by telephone or other electronic means and all Directors participating in the meeting are able to hear one another. A meeting by instantaneous telecommunication device is deemed to be held in Malaysia.
149. Every Director shall comply with the provisions of Sections 221 and 219 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and 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.
150. Subject to the Act and the Listing Requirements, no Director or intending Director shall be disqualified by his office from contracting with the Company either 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 relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested; provided, nevertheless, that, subject to any other provisions of this Constitution, a Director shall not as a Director vote in respect of any contract, proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at a meeting upon the consideration of a motion concerning any such contract or arrangement.
151. A general notice in writing, which complies with Section 221(4) of the Act; given to the Directors by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.
152. 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 or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits 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 Director 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 in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them 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 be about to be, appointed a director or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid, provided always that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

COMMITTEES

153. The Directors may establish any committees, local boards or agencies 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 to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any such committee or local board, 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. The Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
154. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the preceding Clause.
155. A committee or local board may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting, the chairman is not present within thirty (30) minutes after the time appointed for holding of the meeting, the members present may choose one of their members to be the chairman at the meeting.
156. Any questions arising at any meeting of Committee or local Board shall be determined by a majority of votes and a determination by a majority of votes of the members present, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

VALIDATION OF ACTS OF DIRECTORS

157. All acts done by any meeting of Directors or of a committee established by the Directors, or by any person acting as a Director, member of such committee, local board or agent shall notwithstanding that it be 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 or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local board as aforesaid and had been entitled to vote.

DIRECTORS' CIRCULAR RESOLUTIONS

158. A resolution in writing signed, approved or assented by letter, electronic mail or facsimile by majority of Directors who are entitled to receive notice of meeting of the Directors, shall be valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present in Malaysia but has an alternate who is so present then such resolution shall be signed by such alternate in place of the absent Director. All such resolutions shall be described as "Directors' Circular Resolutions" and may consist of several documents in the like form each signed by one or more of the Directors or their alternates and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him. Any such document may be accepted as sufficiently signed by a Director or his alternate if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director or his alternate.

SECRETARY

159. (1) The Secretary shall, in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.
- (2) If thought fit by the Directors, two (2) or more persons may be appointed as Joint Secretaries.
- (3) The office of the Secretary shall become vacant,
- (a) if the Secretary is removed from office by the Directors;
 - (b) if the Secretary resigns his office by notice in writing to the Directors; or
 - (c) where none of the Directors can be communicated with at the last known residential address, on the expiry of thirty (30) days of the notification by the Secretary in accordance with Section 237(2) of the Act.

MINUTES AND REGISTERS

160. The Directors shall cause minutes to be duly entered in books provided for the purpose:
- (1) of all appointments of officers made by the Directors.
 - (2) of names of Directors present at each meeting of Directors and of any committee of Directors and of the Company in meeting of Members.
 - (3) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committee of Directors.
 - (4) of all orders made by the Directors and any committee of Directors.

THE SEAL

161. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the affixing Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. The instrument to which the Seal is affixed may bear the facsimile signature of a Director or the Secretary provided the signature of the other Director, Secretary or authorised person is made under its own hand. Such facsimile signature may be reproduced by mechanical or other means.
162. All forms of certificate for shares, stock or debenture stock or representing any other form of security other than letters of allotment shall be issued under the Seal and bear the autographic signatures of one or more Directors and/or the Secretary; provided that the Board may by resolution determine that such signatures or either of them shall be dispensed with or be affixed by some method or system of mechanical signature.
163. The Company may exercise the powers conferred by Section 62 of the Act respecting an official seal for use outside Malaysia and conferred by Section 62 of the Act respecting a duplicate common seal and such powers shall be vested in the Directors.

RESERVES

164. The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a fund to meet depreciation or contingencies, or for equalizing dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of this Constitution) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits they may think prudent not to divide.
165. The Directors may establish a reserve to be called either "capital reserve" or "realisation account" and shall carry to the credit of such reserve from time to time, all monies realised on the sale of any investments held by the Company in excess of the then book price of the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other monies in the nature or otherwise, shall be treated for all purposes as capital monies and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other monies of the Company.

DIVIDEND

166. The Company in a general meeting may by ordinary resolution declare dividends payable to Members in accordance with their respective rights and priorities of any available profits.
167. The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made the Company is regarded as solvent if the Company is able to pay its debts and when the debts become due within twelve (12) months immediately after the distribution is made. If, after a distribution is authorized 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.
168. No dividend shall be payable except out of profits of the Company and no dividend shall be paid in available excess of the amount recommended by the Directors.
169. Subject to the rights of person (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any part or parts of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

170. 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 in good faith they shall not incur any liability 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.
171. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid up shares or debentures or debenture stocks of any other company, or in any one (1) or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets 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 upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. No distribution, settlement, arrangement or adjustment so made by the Directors shall be questioned by any member.
172. (1) 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.
- (2) The Directors may retain from any dividend or other monies payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
173. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
174. (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:-
- (a) the basis of any such allotment shall be determined by the Directors;
- (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Clause;

- (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "Elected Ordinary Shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of the Clause to the contrary), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (2) (a) The ordinary shares allotted pursuant to the provisions of paragraph (1) of this Clause shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Clause, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in the Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members).
- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Clause, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or the Record of Depositors, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Clause shall be read and construed to such determination.
- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Clause, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or the Record of Depositors, as the case may be, is outside Malaysia or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

- (5) Notwithstanding the foregoing provisions of this Clause, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Clause in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (1) of this Clause.
175. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits and losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalize the same or any part thereof.
176. All dividends unclaimed for one (1) year after being declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act 1965. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.
177. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's registrar pursuant to the Rules for the purpose of determining the Depositors who are entitled to the dividends declared.
178. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through post to the last registered address of the holder or person entitled thereto or paid by direct transfer or such other electronic means to the bank account provided by the holder whose name appears in the Record of Depositors or the Register of Members. Every such cheque or warrant or payment by direct transfer or such other electronic means shall be made payable to the order of the holder or person entitled thereto, and the payment of any such cheque or warrant or the payment by direct transfer or such other electronic means to the bank account provided by the holder whose name appears in the Record of Depositors or the Register of Members shall operate as a good discharge of the Company's obligation in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the cheque has been stolen or that the endorsement thereon or the instruction for the payment by direct transfer or such other electronic means has been forged. Every such cheque or warrant sent or payment by direct transfer or such other electronic means shall be at the risk of the holder or the person entitled to the dividend thereby represented.
179. Notwithstanding anything contained herein, a Depositor's or Member's entitlement to dividends, rights issues, bonus issues or any other rights or options in the Company by virtue of (i) any Deposited Securities standing to the credit of his Securities Account shall be subject to the Act, the Central Depositories Act and the Rules, or (ii) any Security that is not Deposited Security shall be subject to the Act.

180. A general meeting when declaring or approving a dividend including, without limitation, a dividend or bonus of the kind referred to in Clause 174, 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 on terms including all or any of the following:

- (1) Such dividend be distributed or made available to Members or such Members as the Directors may decide;
- (2) 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;
- (3) 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;
- (4) 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; and/or
- (5) 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

CAPITALISATION OF PROFITS AND RESERVES

181. The Company in meeting of Members may upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the 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 the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such Members or their nominees in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

182. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amount remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

ACCOUNTS

183. The Company, the Directors and the Managers of the Company shall cause proper accounting and other records to be kept and shall distribute copies of the audited financial statements as required by the Act. Subject always to Sections 245(5) and (6) of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Board thinks fit and shall always be open to inspection by the Directors.
184. Subject always to Section 245 of the Act, the books of account or records of operations shall be kept at the Office or at such other place or places as the Directors think fit and shall always be made available for inspection of any Directors. Notwithstanding this Clause, the accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times.
185. Subject always to the Act, the Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books of accounts or records of operations of the Company or any of them will be open to inspection by members (not being a Director or officer (authorised by the Directors) of the Company) or any other person.

No member (not being a director or such officer) or any other person shall have any right to inspect any books of account or records of operations or other book or document of the Company except:

- (a) if conferred by the Act or other applicable law;
 - (b) if ordered by a court of competent jurisdiction; or
 - (c) if authorised by the managing director (if any) or the Directors.
186. The Board shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.

Subject to the compliance with the Listing Requirements and any other relevant laws and regulations, the Company may send any Document required under the Listing Requirements to its securities holders in electronic form, which shall be transmitted to the electronic address provided by the securities holders to the Company for such purpose or by publishing on a website. Where any member/securities holder request for a hard copy of the Document, the Company shall forward a hard copy of the Document to the member/securities holder as soon as practicable after the receipt of the request.

187. The Directors shall not be bound, unless expressly instructed to do so by a special resolution of the Company in general meeting, to publish any list or particulars of the securities or investments held by the Company or to give any information in relation to such securities or investments to any member.

AUDITORS

188. Auditors shall be appointed and their duties regulated in accordance with the Act or any amendment thereof.
189. The Auditors shall attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.

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190. Subject to the Act, all acts done by any person acting as auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

LANGUAGE

191. Where any accounts, minutes books or other records required to be kept by the Act are not kept in the National 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 books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.

AUTHENTICATION OF DOCUMENTS

192. 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 other 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. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of this Clause 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.

DESTRUCTION OF DOCUMENTS

193. Subject as hereinbefore provided and to any law in Malaysia for the time being in force, the Company shall be entitled to destroy:
- (1) at any time after a reasonable time from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of shares or other forms of security of the Company which shall have been registered and all letters of request, renounces allotment letters, share certificates, forms of acceptance and transfer and applications for allotment in respect of which an entry in the register of transfer shall have been made and all records on microfilm or on any other system of data recording and storage;
 - (2) at any time after the expiration of one (1) year from the date of cancellation thereof, all registered certificates for shares or representing any other form of security of the Company (being certificates for shares or other securities in the name of a transferor and in respect whereof the Company has registered a transfer) and mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and
 - (3) at any time after the expiration of one (1) year from the date of the recording thereof, all notifications of change of name or address;

and it shall conclusively be presumed in favour of the Company that:-

- (a) every instrument of transfer so destroyed was a valid and effective instrument duly and properly executed and registered;
- (b) every certificate for shares or representing any other form of security so destroyed was a valid certificate duly and properly cancelled; and
- (c) every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company,

provided that:-

- i. the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- ii. nothing herein contained shall be construed as imposing on the Company any ability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of provision (i) above are not fulfilled; and
- iii. references herein to the destruction of any document include references to the disposal thereof in any manner.

SERVICE OF NOTICES AND OTHER DOCUMENTS

194. (1) Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person pursuant to this Constitution, the Act and/or the Listing Requirements, statements, reports or documents (including proxy forms) required to be sent to or completed by members, shall be in writing, except that a notice calling a meeting of the Directors need not be in writing.
- (2) Notice of a meeting of members or any other document shall be in writing and may be served by the Company upon any Members either:-
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
- (3) A notice or any other document:-
- (a) given in hard copy shall be sent to any Member either personally or by post to the address supplied by the Member to the Company for such purpose; or
 - (b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member.
- (4) Subject to the Act, Listing Requirements, laws, rules and regulations:-
- (a) Notice of a meeting of members or any other document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with this Clause.

- (b) The Company shall notify the member of the publication of the notice or any other document on the website and such notification shall be in writing and shall be given in hard copy or electronic form stating:-
 - (i) that it concerns a meeting of members;
 - (ii) the place, date and time of the meeting; and
 - (iii) in the case of a public company, whether the meeting is an annual general meeting.
 - (c) The notice or any other document shall be made available on the website throughout the period beginning from the date of the notification referred to in subsection (3)(b) until the conclusion of the meeting.
195. (1) Any notice or other document, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the Member for such purpose or by publishing on the website. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such shares. The contact details (including electronic address) of the Member are as set out in the Record of Depositors shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member.
- (2) Where a notice, or any other document or information is served, sent or supplied by electronic communication:-
- (a) to the current address of Member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of members (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent); and
 - (b) by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.
- (3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member in the following manner in writing:-
- (a) The publication of the notice, document or information on the website; and
 - (b) The designated website link or address where a copy of the notice, document or information may be downloaded.
- (4) A Member shall be implied to have agreed to receive such notice or document or information by way of such electronic communications. However, Members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the Member within the prescribed period subject to the Listing Requirements.

- (5) The Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice, document or information by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.
196. A notice including notice given in electronic form or any other document, may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives or trustees of such deceased or bankrupt member, at the address (if any) in Malaysia supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.
197. A notice and/or document given by the Company to the persons entitled to a share in consequences of death, bankruptcy or mental disorder of a Member or by operation of law by sending or delivering it in any manner authorised by these Constitution for the giving of notice to a Member, addressed to them by name, or by the title of representatives of the deceased, the official assignee, the committee of the estate of such Member or by any appropriate description at the address supplied for that purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or other document in any manner in which the same might have been given if the death, bankruptcy, mental disorder or operation of law had not occurred.

WINDING-UP

198. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the Member 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.
199. Save that this Constitution shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-
- (1) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and
 - (2) If in 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.
 - (3) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may:-

- (a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or
 - (b) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit from the corporation, and any such transfer, sale or arrangement shall be binding on the members of the Company.
- (4) If any member of the Company expresses his dissent on matters referred to in the sub-clause (2) in writing addressed to the liquidator and delivered to the office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration in the manner set out in Section 457 of the Act.
200. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator without the approval of the Members in general meeting. The amount of commission or fee proposed shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.

SECRECY CLAUSE

201. 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 in respect of 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 Board, it would be inexpedient in the interest of the Members if communicated to the public.

INDEMNITY

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

RECONSTRUCTION

203. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding-up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.

EFFECTS OF THE LISTING REQUIREMENTS

204. This Constitution shall be construed with strict compliance to the Listing Requirements in that:-

- (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

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.

The provisions of this Clause shall only apply so long as any of the securities of the Company are listed on the Exchange.

ALTERATION OF CONSTITUTION

205. Subject to the Act and to the provisions of the Listing Requirements, the Company may by special resolution delete, alter or add to this Constitution.

This Constitution has been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of the Constitution, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.

COMPLIANCE

206. The Company shall comply with the provisions of all Applicable Laws, notwithstanding any provisions in this Constitution to the contrary.

207. Where permitted under the law, the Company is empowered to apply as the Directors think fit, to the Exchange to:

- (a) waive or modify the Company's compliance with any of the Listing Requirements or part thereof; and/or
- (b) vary or revoke any decision(s) made by the Exchange in respect of the Company's compliance with any of the Listing Requirements or part thereof.

