THE COMPANIES ACT, 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

GADANG HOLDINGS BERHAD

(Company No: 278114 – K)

Incorporated on the 6th day of October, 1993

(Adopted by Special Resolution passed on 6 November 2019)

Company No.

278114	K

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1. The name of the Company is GADANG HOLDINGS BERHAD. — Name of Company

2. The registered office of the Company shall be situated in Malaysia. — Registered office

3. The liability of the Members of the Company is limited. — Liability

4. The Company shall have full capacity to carry on or undertake any business or activity; and shall have, for these purposes, the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected to by applicable authorities or contravene any Applicable Laws. — Power of the Company

5. **DEFINITION AND INTERPRETATION**

5.1 **Definition**

(a) In this Constitution, unless the context otherwise requires:-

WORDS	**MEANINGS**
Authorised Nominee	A person who is authorised to act as nominee, as specified under the Rules.
Act	The Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof and any legislation made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Applicable Laws	All laws, bye-laws, rules, regulations and/or orders issued by the relevant authorities for the time being in force applying to and/or affecting the Company and this Constitution, which shall include the Act, the Securities Laws and the Listing Requirements.
Board or Board of Directors	The board of directors for the time being of the Company, and has the meaning assigned to it in the Act.
Central Depositories Act	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.
Constitution	This Constitution as now adopted or as altered from time to time by Special Resolution.
Company	Gadang Holdings Berhad (278114-K), the abovenamed company by whatever name from time to time called.

WORDS	MEANINGS
CMSA	The Capital Markets and Services Act, 2007.
Deposited Securities	Securities standing to the credit of a securities account and include securities in a securities account that are held in suspense by the Depository pursuant to the Rules.
Depositor	A holder of a securities account established by the Depository.
Depository	Bursa Malaysia Depository Sdn. Bhd. (165570-W) or such other name as may be adopted from time to time or its successor-in-title.
Directors	The Directors for the time being of the Company.
Exchange	Bursa Malaysia Securities Berhad.
Exempt Authorised Nominee	An authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
Listing Requirements	The Main Market Listing Requirements of the Exchange including any amendments to the Listing Requirements that may be made from time to time.
Market day	A day on which the stock market of the Exchange is open for trading in securities.
Member	A person for the time being holding shares in the Company and whose name appears in the Register of Members, and includes a Depositor whose name appears in the Record of Depositors and who shall be deemed to be a Member of the Company pursuant to Section 147 of the Act, but excludes the Depository and/or its nominee in their capacity as bare trustee.
Month	Calendar month.
Office	The registered office for the time being of the Company.
Ordinary Resolution	Has the meaning assigned to it in the Act, being a resolution passed by Members representing more than half (1/2) of the total voting rights of the Members who are entitled to vote and do vote in person or by proxy on the resolution.
Record of Depositors	A record provided by the Depository to the Company or its registrar or its issuing house under chapter 24.0 of the Rules.
Register of Members	The Register of Members of the Company to be kept pursuant to the Act.
Rules	The Rules of Bursa Depository.
SCMA	The Securities Commission Malaysia Act, 1993.
Seal	The common seal of the Company.
Secretary	Any person or persons appointed to perform the duties of the secretary of the Company.
Securities	Has the meaning assigned to it in the CMSA or any modification, amendment or re-enactment thereof for the time being in force.

WORDS	MEANINGS
Securities Account	An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.
Securities Commission	The Securities Commission Malaysia established under the Securities Commission Malaysia Act 1993.
Securities Laws	Has the meaning assigned to it under the SCMA, which shall include the SCMA, CMSA, Central Depositories Act and any guidelines, written notices and circulars issued by the Securities Commission.
Share	An issued share in the Company.
Special Resolution	Has the meaning assigned to it in the Act, being a resolution passed by Members representing not less than seventy-five per centum (75%) of the total voting rights of the Members who are entitled to vote and do vote in person or by proxy on the resolution.

(b) Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings as in this Constitution.

(c) Any reference to a statue or a statutory provision shall be deemed to include any modification, amendment or re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.

(d) Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words, letters, figures or marks in a visible form or in any form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.

(e) Expressions referring to "electronic communication" shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic email address or any other address or number of addresses as permitted by the Applicable Laws.

5.2 **Interpretation**

(a) Unless there be something in the subject or context inconsistent therewith:-

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

(ii) Words importing the masculine gender only shall include the feminine and neuter genders,

(iii) Words importing a person shall include a body corporate, firm and partnership.

(b) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.

(i) Any reference in this Constitution to a numbered Clause shall be construed as a reference to the Clause bearing that number in this Constitution.

(ii) The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

SHARE CAPITAL AND VARIATION OF RIGHTS

6. The share in the original or increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions whether in regard to dividend, return of capital, voting or otherwise. Class of shares

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the provisions of this Constitution and the Act, the Directors shall have the power to allot and issue shares, grant options over shares, grant rights to subscribe for shares or otherwise dispose of such shares to such person at such price on such terms and conditions with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine Provided That: Directors' power to allot and issue shares

   (1) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;

   (2) no shares shall be issued which have the effect of transferring a controlling interest in the Company without the prior approval of Members in general meeting; and

   (3) no Director shall participate in a scheme that involves a new issuance of shares or convertible securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such a Director.

8. Subject to the Act and the requirements of the Exchange and the Securities Commission, the Company may with the sanction of an Ordinary Resolution issue preference shares that are liable to be redeemed at the option of the Company and carrying such rights and restrictions as may be approved by the Members. Preference Shares

9. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of seventy-five per centum (75%) of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution, the provisions of Section 292 of the Act shall apply with such adaptations as are necessary. Modification of class rights

10. Notwithstanding the provisions of Clause 8 hereof, the repayment of preference share capital other than redeemable preference shares or any alteration of the 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 resolution is not obtained at the meeting of the preference shareholders concerned, consent in writing obtained from seventy-five per centum (75%) of the holders of the preference shares within two (2) months of the meeting shall be valid and effectual as a Special Resolution carried at the meeting. Repayment of preference capital

11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith. Ranking of class rights

12. 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 such commission shall not exceed the rate of ten per cent (10%) of the price at which such shares are issued, or an amount equivalent thereto. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, in which case the provisions of the Act shall be fully complied with. The Company may, on any new issue of shares, also pay brokerage as may be lawful.

Commission on subscription of shares

13. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provisions of any plant which cannot be made profitable for a long period, the Company may pay interest 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 may charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant.

Interest on share capital during construction of works on building

14. Except as required by law and as provided for under the Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required 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 an absolute right to the entirety thereof in the registered holder.

Trust not to be recognized

ISSUE OF SECURITIES

15. The Company must ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Account of the allottees with such Securities save and except where they are specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event they shall be so similarly exempted from compliance with this provision. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees. The Company must not cause or authorize its Registrar to cause the Securities Accounts of the allottees to be credited with the additional Securities until after the Company has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that they have been authorised for listing.

Issue of Securities

16. Notwithstanding the provisions set out in the Act with regard to issuance of share certificates, the Company may issue jumbo certificates in respect of shares or other securities issued in the name of the Depository and/or its nominee as may be directed by the Securities Commission or the Depository pending the crediting of the shares or securities into the securities accounts of the persons entitled to such shares or securities or as may be prescribed in the Central Depositories Act and the Rules of the Depository Provided Always That every certificate so issued shall be issued under the Company's Seal in such form as the Board of Directors shall from time to time determine, and shall bear the facsimile signature of at least one (1) Director and a second Director or the Secretary or some other person appointed by the Board of Directors for such purpose, and shall specify the number and class of shares or securities to which it relates.

Share certificates

CALLS ON SHARES

17. The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the Members in respect of any money unpaid on their shares, as they think fit, Provided That fourteen (14) days' notice at least is given for each call and each Member shall be liable to pay the amount of every call so made upon him to the Company, by instalment (where applicable) and at the date, time or times and places appointed by the Directors Provided That no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed as the Directors may determine. Directors may make calls

18. At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member being sued is entered in the Register as the holder of the shares in respect of which such call was made, that the resolution making such call was duly recorded in the minute book and duly given to the Member being sued according to the provisions of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the said Member to the Company. Evidence in action for call

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be required to be paid in one sum or by instalments. No shareholders shall be entitled to receive any dividend or to exercise any privileges as a Member until he has paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). When call deemed made

20. If before or on the day appointed for payment thereof, a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding eight percent (8%) per annum, as the Directors shall fix from the date appointed for payment thereof to the time of actual payment but the Directors may if they think fit, waive payment of such interest wholly or in part. Interest on unpaid calls

21. Any sum which by the terms of issue of a share is payable on allotment or at any fixed date, shall for the purposes of this Constitution, be deemed to have been duly called for and shall be payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified. Term of issue may be treated as call

22. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls or instalments to be paid and the times of payment of such calls. Difference in calls

23. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding 8% per annum (unless the Company in general meeting shall otherwise directs) as may be agreed between the Directors and the Member paying the sum in advance. Capital paid up in advance of calls shall not whilst carrying interest confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Advance of calls

INFORMATION ON SHAREHOLDINGS

Company may require information of a Member

24. (1) The Company may, by notice in writing, require any Member of the Company within such reasonable time as is specified in the notice:-

(a) to inform the Company, whether he holds any voting shares in the Company as beneficial owner or as trustee; and

(b) if he holds them as trustee, to indicate so far as he can, the persons for whom he holds the voting shares by name or by other particulars sufficient to enable those persons to be identified and the nature of their interest.

Company may require any information of beneficial interest

(2) Where the Company is informed pursuant to a notice given to any person under subparagraph (1) of this Clause or under this subparagraph that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

(a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and

(b) if he holds it as trustee, to indicate so far as he can, the person for whom he holds the interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

Member to inform Company

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

TRANSFER OF SHARES

Transfer of securities

25. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed securities.

Transfer of securities to and from Depository

26. The transfer of securities by the Company to the Depository and from the Depository to the Company shall be in accordance with the Applicable Laws.

Refusal to register transfer

27. The Depository may refuse to register any transfer of securities that does not comply with the Central Depositories Act and/or the Rules. No shares or securities shall in any circumstances be transferred and/or registered to any infant, bankrupt or person of unsound mind or a partnership.

Renunciation

28. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

29. Neither the Company or its Directors nor any of its officers shall incur any liability for the act of the Depository in registering or acting upon a transfer of securities apparently made by a Member or any persons entitled to the securities by reason of the death, bankruptcy or insanity of the members, although the same may by reason of any fraud or other cause not known to the Company or its Directors or the Depository or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the securities transferred, or otherwise in a defective manner.

Non-liability for the Company's Directors and officer in respect of transfer

And in every such case, the person registered as transferee and whose name appears on the Record of Depositors, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

TRANSMISSION OF SHARES

30. In the case of the death of a Member, the executors or administrators of the deceased shall be the only persons recognised by the Company as having any title to his shares or securities, but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share or securities held by him.

Death of Member

31. Any person becoming entitled to a share or securities in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or securities or to have some person nominated by him registered as the transferee thereof, but the Depository shall in either case have the same right to decline or suspend registration as it would have had in the case of a transfer of the share or securities by that Member before his death or bankruptcy as the case may be. Provided always that a transfer or withdrawal of the share or securities may be carried out by the person becoming so entitled in accordance with the Rules.

Share or securities of deceased or bankrupt Member

32. If any person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Depository, a notice in writing signed by him and stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that other person a transfer of the share or securities in accordance with the Rules. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares or securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

Notice of Election

33. Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall upon the production of such evidence as may from time to time be properly required by the Directors and/or the Depository and upon registration as a Member be entitled to the same dividends and other advantages and to the same rights (whether in relation to the meetings of Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

Person entitled may receive dividends etc

34. Where (if applicable):- Transmission of securities from Foreign Register

(a) the securities of the Company are listed on another stock exchange, and

(b) the Company is exempted from compliance with Section 14 of the 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 the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa Provided That there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

35. If any Member fails to pay the whole or any part of any call or instalment of a call, on or before the date appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or instalment or any part thereof remains unpaid; serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remain unpaid, together with interest at such rate not exceeding eight per cent (8%) per annum, as the Directors shall determine, or compensation that may have accrued by reason of such non-payment. Notice to pay calls

36. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made and the place where payment is to be made, and shall state that, in the event of non-payment on or before the time and at the place appointed, the shares in respect of which such call was made, will be liable to be forfeited. Length of notice

37. If the requirements of any such notice as aforesaid are not complied with, any share, in respect of which such notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include, if applicable, dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Failure to comply with notice

38. When any share has been forfeited in accordance with the Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be within fourteen (14) days of the forfeiture, and any entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or the Record of Depositors opposite to the share and in the Securities Account of that holder of the share sold; but the provisions of this Article are directory only, and no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice of forfeiture

39. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. Annulment of forfeiture

40. A share so forfeited shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may if necessary, authorise some person to transfer the same to such other person as aforesaid. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. Sale of forfeited shares

41. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at a rate of 8% per annum on the money for the time being unpaid from the date of forfeiture until the date of the Company's receipt of payment if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Liability of member whose shares are forfeited

42. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act, the Central Depositories Act and the Rules, given or imposed in the case of past Members. Consequence of forfeiture

43. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of forfeiture

44. The Company may receive consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Title of purchaser of forfeited share

45. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified. Forfeiture for non-payment of any sum under call

LIEN ON SHARES

46. The Company shall have a first and paramount lien on every share (not being fully paid up share), such lien to be restricted to the unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called by law to pay and has paid in respect of the shares of the Member or deceased Member. The Company's lien, if any, on share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Directors may at any time declare any share to be wholly or in part exempted from provisions of this Clause. Company's lien on shares

47. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, and until the expiration of fourteen (14) days from a notice in writing, stating and demanding payment of such sum in respect of which the lien exists, has been given to the Member, or the person entitled thereto by reason of his death or bankruptcy. Notice to pay amount due

48. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof, and 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 relating to the sale. Transfer on sale under lien

49. The proceeds of 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 (subject to a similar lien for sums not presently payable which exists over the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors administrators, or assignees or as he directs. Application of proceeds of sale

CONVERSION OF SHARES INTO STOCK

50. The Company may by Ordinary Resolution convert any paid-up shares into stock or reconvert any stock into paid-up shares of any denomination. Conversion of shares into stock and reconversion

51. The stockholders may transfer the same, or any part thereof, in the same manner, and subject to this Constitution, as and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; but the Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum. Transfer of stock

52. The holders of stock shall according to the amount of their interest in the stock held by them have the same rights, privileges, and advantages with regards to dividends, voting at meetings of Members and other matters as if they held the shares, from which the stock arose, but no such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of the stock which would not, if existing in shares, have conferred that rights, privileges or advantages. Rights of stockholders

53. All provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall include "stock" and "stockholder". Provision applicable to shares shall apply to stock

INCREASE OF CAPITAL

54. The Company may from time to time, whether all the shares for the time being issued shall have been fully called and paid up, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct. Power to increase capital

55. Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and, limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Shares to be offered to members before issue

56. 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. Ranking of new shares

ALTERATIONS OF CAPITAL

57. The Company may by Ordinary Resolution :- Power to alter capital

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

(b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by this Constitution subject, nevertheless, to the provisions of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividends, return of capital voting or otherwise over the others or any other of such shares;

(c) cancel any shares which, at the date of the passing of the resolution 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 number of shares so cancelled; or

(d) subject to the provisions of the Act, convert and/or reclassify any class of shares into another class of shares.

58. The Company may by Special Resolution reduce its share capital in any manner permitted or authorised under and in compliance with the Applicable Laws. Power to reduce capital

59. The Company may, subject to it 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. Purchase own shares

GENERAL MEETINGS

60. The Company shall, in each year, hold an annual general meeting 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. All other meetings of Members other than the annual general meeting shall be called "extraordinary general meeting". Annual General Meeting

61. The Directors may whenever they think fit, convene an extraordinary general meeting. In addition, an extraordinary general meeting shall also be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. Any meeting convened by the requisitionist shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board. Extraordinary General Meeting

62. All meetings of Members (both annual general meetings and extraordinary general meetings) shall be held at such time and at such places as the Directors shall determine Provided That the main venue of the meetings shall be in Malaysia, and the Chairman shall be present at the main venue of the meetings. Place of meeting of members

63. The meeting of Members may be held at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting. Meeting of members at 2 or more venues

NOTICE OF GENERAL MEETING

Notice of meeting

64. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is an Annual General Meeting, of every such meeting shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange, such notices shall be given to the Exchange and advertised in the press at the same time as Members are notified. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which such notice is issued.

Contents of notice

65. (a) Every notice calling a general meeting shall specify the place, date, time and the general nature of the business of the meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend, participate, speak and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member and shall also specify the place at which the instrument of proxy is to be deposited.

(b) In the case of an annual general meeting the notice shall also specify the meeting as such.

(c) Any notice of a meeting of Members called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

Business at meetings

66. Subject always to the provision of Act, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. An annual general meeting shall be held to transact the business in accordance with the Act, which include declaration of dividends, laying of the audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the appointment and the fixing of the Directors' fees, and the appointment and fixing of the Auditors' remuneration in accordance with the Act. The notice convening a meeting to consider a Special Resolution or Ordinary Resolution shall specify the intention to propose the resolution as a Special Resolution or Ordinary Resolution, as the case may be.

Omission to give notice

67. The accidental omission to give notice of any meeting of Members or the non-receipt of the notice by any person entitled to receive such notice shall not invalidate any resolutions passed at or the proceedings of such meeting.

Annual reports

68. Subject to compliance with the requirements of the Exchange and any other relevant authorities, if any, the Company may issue its annual reports in compact disc read-only memory (CD ROM) or digital video disc read-only memory form or in any other form whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever, including but not limited to publishing the annual reports on the Company's website or on any other electronic platform maintained by the Company or by a third party that can host the information contained in the annual reports in a secure manner for access by all Members.

Request for Record of Depositors

69. (a) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.

(b) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the meeting (hereinafter referred to as the "General Meeting Record of Depositors").

(c) 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 meeting of Members and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

Persons entitled to receive notice

70. The notice of every meeting of Members shall be given in any manner authorised in this Constitution to:

(a) every Member holding shares conferring the right to attend and vote at the meeting who, at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such shares in the Company;

(b) the Auditors of the Company;

(c) The Exchange;

(d) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and

(e) the Director of the Company.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

71. No business shall be transacted at any meeting of Members unless a quorum is present at the time when the meeting proceeds to business. For all purposes the quorum shall be two Members personally present or represented by proxy.

Adjournment if quorum not present

72. If within half (1/2) an hour from the time appointed for the holding of a meeting of Members, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then, to the next business day following such public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half (1/2) an hour from the time appointed for holding the adjourned meeting, any Member present shall be a quorum.

Chairman of general meeting

73. The Chairman, if any, of the Board of Directors shall preside at every general meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same or shall be unwilling to act as Chairman, the Directors present shall choose one (1) Director to act as the Chairman of the meeting or if no Director be present, or if all the Directors present decline to take the Chair, the Members present shall choose one (1) Member present to be Chairman of the meeting. However, a proxy shall not be eligible for election as Chairman of the meeting.

Adjournment with consent of meeting

74. The Chairman, may with the consent of any meeting at which a quorum is present and shall, if so, directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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

Polls

The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices, and the votes shall be counted by the poll administrator, and verified by the appointed scrutineer.

76. The Chairman of the meeting declares whether or not a resolution put to vote at a meeting of Members is carried based on the poll results which show the total number of votes cast on the poll (together with the percentage) in favour of and against the resolution, as announced by the scrutineer.

Evidence of passing of resolutions

77. In case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote in addition to the votes to which he may be entitled as a Member.

Chairman's casting vote

78. If :

Objection to qualification of voter

(a) any objection shall be raised to the qualification of any voter; or
(b) any votes have been counted which ought not to have been counted which might have been rejected; or
(c) any votes are not counted which ought to have been counted

the objection or error shall not vitiate the decision of the meeting on any resolution unless the same is raised or pointed out at the meeting or the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman on such matters shall be final and conclusive.

VOTES OF MEMBERS

79. Subject to this Constitution and to any rights or restrictions for the time being attached to any shares or classes of shares, at the meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by representative in the case of a Member which is a corporation, and, every Member voting by a poll in person or by proxy or by attorney or by representative shall have one (1) vote for each share a Member holds. On a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote, and a proxy shall be entitled to vote on a show of hands on any question at any meeting of the holders of such shares.

Voting rights

80. A Member who is of unsound mind or whose person or estate is liable to be dealt with under the law relating to mental disorder may vote by his committee or such other person who properly has the management of his estate, and any such committee or other person may vote in person or by proxy or attorney.

Vote of Member of unsound mind

81. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator shall carry the same voting power when such right is exercisable. Shares of different monetary denominations

82. Subject to Clause 69, a Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any general meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and any share upon which a call is due and payable to the Company shall have been paid. No Member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. No member to vote whilst calls unpaid

PROXY

83. A Member shall be entitled to appoint not more than two (2) proxies and vote at the same meeting and the appointment shall be invalid unless he specifies 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. Appointment of proxy

84. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. Appointment of multiple proxies

85. The instrument appointing a proxy, in any form as approved by the Directors, shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. There shall be no restriction as to the qualification of the proxy. Instrument appointing proxy to be in writing

86. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll or such other period as may from time to time be permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of the meeting, otherwise such instrument appointing a proxy shall not be treated as valid for the purpose of the meeting. Delivery of instrument appointing proxy

87. A vote given in accordance with the terms of an instrument appointing a proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the appointer or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument or authority is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used. Validity of vote given under proxy

88. The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve. Form of Proxy

89. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Members. If the corporation authorises more than one (1) representative, every one (1) of its representatives is entitled to exercise the same powers on behalf of the corporation as that corporation could exercise Provided That the corporation shall specify the proportion of its shareholdings to be represented by each one (1) of its representatives. A certificate of appointment of corporate representative issued by the corporation shall be *prima facie* evidence of the appointment or the revocation of the appointment, as the case may be, of the representative or representatives. Representative of a Member which is a corporation

DIRECTORS

90. Unless otherwise determined by the Company at a meeting of Members, the number of the Directors shall be not less than two (2) or more than twelve (12). The first Directors were CHOW MEE LAI and ONG WHEE TIONG. Number of Directors

91. The Board of Directors shall have the power at any time from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors Provided That the total number of Directors in office shall not at any time exceed the prescribed maximum, and the Director so appointed shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Board of Directors has power to appoint additional Directors

92. A Director shall not be required to hold any share in the Company, but shall be entitled to attend and speak at all meetings of Members and at any separate meeting of the holders of any class of shares in the Company. No qualification shares

REMUNERATION

93. The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall be subject to annual shareholder approval at a general meeting and where applicable, such fees shall be divided amongst the Directors as they shall agree or failing agreement, equally. Fees and benefits

PROVIDED ALWAYS that:

(a) fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover;

(b) salaries payable to executive Directors may not include a commission on or percentage of turnover; and

(c) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

94. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings of the Company. Reimbursement of expenses

95. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested 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 other company unless the Company otherwise directs. Holding of concurrent office

DISQUALIFICATION OF DIRECTORS

When office of Director deemed vacant

96. The office of Director shall become vacant if the Director:-

(a) becomes disqualified from being a director under the Act or the Securities Laws or the Listing Requirements;

(b) 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;

(c) dies;

(d) resigns his office by notice in writing thereof to the Company at the Office;

(e) has retired in accordance with the Act or this Constitution but is not re-elected;

(f) is removed from office in accordance with the Act or this Constitution; or

(g) otherwise vacates his office in accordance with the Constitution of the Company.

ALTERNATE DIRECTOR

Appointment or removal of an alternate Director

97. (1) A Director may from time to time appoint any person (other than Director) to act as his alternate Director and at his discretion by way of a notice to the Company, remove such alternate Director, Provided That such person does not act as an alternate for more than one Director of Company, the appointment of such alternate Director is approved by a majority of the other Directors and any fee paid by the Company to an alternate Director shall be deducted from that Director's remuneration.

Any appointment or removal of an alternate Director may be made in writing and sent by hand, post, facsimile or in any other form or manner, electronic or otherwise, as approved by the Board.

Cessation of appointment of an alternate Director

(2) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

Rights of an alternate Director

(3) An alternate Director shall (except as regards the power to appoint an alternate Director and remuneration) be subjected in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.

An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

MANAGING AND/OR EXECUTIVE DIRECTORS

98. The Directors may from time to time appoint any one (1) or more of their body to any executive office or person performing the functions of a managing director, by whatever name called including the offices of Chief Executive, Managing Director, Deputy Managing Director or Executive Director for such period and upon such terms as they think fit. The appointment may entrust to and confer upon the Directors holding such executive office, any powers exercisable by them as Directors generally as they may think fit, but such Chief Executive, Managing Director, Deputy Managing Director or Executive Director shall be subject to the control of the Board. Appointment

99. The remuneration of a Director holding an executive office pursuant to this Constitution shall be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes. Remuneration of Director holding executive office

100. A Managing Director and/or Deputy Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of Director for any cause, his appointment as a Managing Director and/or Deputy Managing Director shall be automatically determined. Cessation of office

POWERS AND DUTIES OF DIRECTORS

101. The business and affairs of the Company shall be managed by, or under the direction of the Board. The Board shall have all the powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act and this Constitution, and may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are not, by this Constitution or by the Act required to be exercised by the Company in a general meeting, subject nevertheless, to any provisions of this Constitution, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, 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 such regulation had not been made. General powers of the Directors to manage the Company's business

102. The Directors may from time to time and at any time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Power to appoint attorneys

103. (1) The Directors may from time to time exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property or assets and uncalled capital, or any part thereto, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its subsidiaries and any company or corporation in which the Company has an interest upon such terms and conditions as they may consider fit, and to do all such things necessary to give full effect thereto.

Borrowing powers of Directors

(2) The Directors may exercise all the powers of the Company to guarantee payment of money payable under contracts or obligations of any related company with or without securities.

Powers to Guarantee

(3) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital or to issue debentures and other securities, whether outright or as security, for any debt, liability or obligation of an unrelated third party save and except in accordance with the Listing Requirements.

Restriction on borrowing

104. The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company.

Proceedings in case of vacancies

105. The Directors may establish and arrange any contributory or non-contributory pension or superannuation scheme for the benefit of or pay gratuities, pensions, or emoluments to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependents of any such person. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid, and make payments, for and towards any hospital or scholastic expenses or any insurance of any such persons Provided That any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.

Power to maintain funds

106. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable 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 from time to time by resolution determine.

Signing of cheques etc

107. A Directors may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office as a Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company, either with regard to his tenure of any such office or place of profit or as a vendor, purchaser or otherwise whether directly by himself or indirectly through persons connected with him nor shall any such Director so contracting with the Company or being so interested in the contract or arrangement be liable to account to the Company for any profit realized from any such contract or arrangement by reason of the Director holding that office Provided Always That Sections 221 and 228 of the Act and all other relevant provisions of the Applicable Laws in respect of such transactions are complied with.

Directors may hold other office

APPOINTMENT AND RETIREMENT OF DIRECTORS

108. Subject to this Constitution, at each annual general meeting one-third (1/3) of the Directors for the time being, or, if their number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1), shall retire from office and an election of directors shall take place Provided Always that all Directors including Managing and Executive Directors, shall retire once in every three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not. An election of Directors shall take place each year.

Rotation and retirement of Directors

109. The Director to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became Directors on the same day, the one to retire shall (unless they otherwise agree among themselves) be determined by lot.

Selection of Directors to retire

110. No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, Provided That in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place.

Notice of candidate as a Director

111. The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution, fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office, or a resolution for the re-election of the Director retiring at the meeting is put to the meeting and lost or some other people is elected as Director, a 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.

Retiring Director deemed to be re-appointed

112. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

Motion for appointment of Directors

113. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors to be appointed to the Board and may also determine in what rotation the increased or reduced number is to retire from office.

Increase or reduction of number of Directors

114. The Company may by Ordinary Resolution of which special notice is given in accordance with Section 206 of the Act, remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another Director in his stead. The person so appointed shall hold office for as long as the Director in whose place he is appointed would have the same if he had not been removed.

Removal of Directors

115. The Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Power to fill Casual vacancy or to appoint additional director

PROCEEDINGS OF DIRECTORS

Meetings of Directors

116. The Directors may meet together for the despatch of business, adjourn, or otherwise regulate their meetings, as they think fit. A Director may, and the Secretary on the requisition of any Director shall, at any time summon a meeting of the Directors. A notice of meeting of the Directors shall be sent to every Director who is in Malaysia, and the notice shall include the date, time and place of the meeting and the matters to be discussed. Any irregularity in the notice of a meeting of Directors is waived if all Directors who are entitled to receive notice of the meeting, attend the meeting without any objection to the irregularity.

Quorum of meetings of Directors

117. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed, the quorum shall comprise two (2) Directors of the Company. Notwithstanding any provisions to the contrary contained in this Constitution, any Director may participate in a meeting of the Directors by way of teleconferencing or video-conferencing or by means of any other audio or visual telecommunication equipment whereby all Directors participating in the meeting are able to hear each other, in which event such Director shall be counted in the determination of the quorum of the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting Provided That at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting.

Chairperson at a meeting of Directors

118. The Board Chairman shall preside as chairman at meetings of the Board. If at any meeting, the Board Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Directors present may elect one (1) of their number to be the chairperson of that meeting.

Voting at a meeting of Directors

119. Questions arising at any meeting of the Directors shall be decided by a majority of votes of the Directors, with the Directors having one (1) vote each. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote Provided That where two (2) Directors form a quorum, the chairperson at which only such a quorum is present or at which only two (2) Directors are competent to vote on the motion shall not have a second or casting vote. A Director present at a meeting of the Directors is presumed to have agreed to, and to have voted in favour of a resolution of the Board of Directors unless he expressly dissents from or votes to object against the resolution at the meeting. Where a resolution of the Directors is passed at an adjourned meeting of the Directors, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and not at any earlier date.

Board committees

120. The Directors may delegate any of their powers to board committees consisting of such members of their body as they think fit. Any board committee so formed shall in the exercise of the powers so delegated to it conform to any regulations that may be imposed on it by the Directors. The respective chairpersons of the board committees shall from time to time be determined by the Directors. A board committee may meet and adjourn its meetings as its members think proper. If at any meeting of a board committee, the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the other members of the board committee present may choose one of their number to be the chairperson of that meeting. Questions arising at any meeting of a board committee shall be determined by a majority of votes of the members of the board committee present, and in case of an equality of votes, the chairperson shall have a second or casting vote. All provisions as to meetings of the Directors set out in this Constitution shall *mutadis mutandis* apply to every meeting of the board committees.

121. All acts bona fide done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding 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, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Validation of acts of Directors

122. The Directors shall ensure that the minutes of the proceedings of all meetings of the Members, the Directors and the board committees are kept, and any such minutes, signed by the chairperson at such meeting or by the chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Minutes to be kept

123. A resolution in writing signed by all Directors for the time being present in Malaysia and who are entitled to receive notice of meetings of the Directors, is as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. All such resolutions shall be described as "Directors' Circular Resolution", and may consist of several documents in the like form, each signed by one (1) or more of the Directors or their alternates, and shall be delivered to the Secretary by hand or transmitted by electronic communication, and shall be recorded in the Company's minutes book following the receipt thereof by the Secretary.

Resolution in writing

124. A Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest and if he should do so his vote should not be counted. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is taken upon any contract or proposed contract or arrangement in which he is in any way interested.

Disclosure of interest and restriction on deliberation and voting

125. A Director may vote in respect of:

Power to vote

(a) any arrangement for giving any Director any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security.

SECRETARY

126. The Secretary shall be appointed by the Directors in accordance with the Act for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Directors. The Directors may from time to time by resolution appoint any other person who is eligible pursuant to Section 235 of the Act as a joint Secretary or an assistant or deputy Secretary.

Appointment or removal of a Secretary

SEAL

127. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorizing the use of the Seal. The Directors may from time to time make such regulations as they think fit in determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other person appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means Provided That the use of such is restricted to a share certificate, instrument or other document of title in respect of any share, stock, debenture or securities created or issued by the Company.

Manner in which Seal shall be fixed

128. The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Official Seal for use abroad and for share certificates

The Company may also have a Share Seal pursuant to Section 63 of the Act which shall be an exact copy of the Seal of the Company with the addition on its face of the words “Securities”.

DIVIDENDS AND RESERVES

129. The Company may by Ordinary Resolution declare dividends to the Members out of profits of the Company available if the Company is solvent, but no dividend shall exceed the amount as authorised by the Board. The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

Distribution of dividends out of profits

130. Subject to any preferential or special rights for the time being attached to any special class of shares, all dividends shall be declared and paid in proportion to the amounts paid up or credited as paid up on the shares in respect of which the dividend is paid, but no amount paid in advance of a call shall be treated as the amount paid up on the shares for the purpose of this Clause.

Dividends to be paid in proportion to the amount paid up on shares

131. 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.

No interest on dividends

132. 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 in the Company.

Deduction of dividends

133. The Directors may retain any dividend or any moneys payable on or in respect of a share 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.

Retention of dividend

134. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the last registered address of the Member or to such person and to such address as the Member may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such Member or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

Payment of dividends by cheque or direct telegraphic or electronic fund transfer

135. The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as transmission of shares hereinbefore contained to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.

Dividends due may be retained until registration

136. Subject to the Unclaimed Moneys Act, 1965, all dividends unclaimed for one (1) year, after having been declared, may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965 and any statutory modification, amendment or reenactment thereof for the time being in force.

Unclaimed dividends

137. The Directors, in authorising a distribution of dividends, may direct the payment of such dividends wholly or partly by the distribution of specific assets and in particular of fully issued shares, debentures or debenture stock of any company or in any one or more of such ways. Where any difficulty arises in regard to payment of such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as the Directors may deem expedient.

Distribution of specific assets

138. The Directors may before authorizing any distribution of dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing them to reserve carry forward any profits which they may think prudent not to divide.

Power to carry profit to reserve

CAPITALISATION OF PROFITS

139. The Company in general meeting may on 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 otherwise available for distribution, and accordingly that the sum be set free for distribution among 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 those 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 among the Members in the proportion aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution.

Power to capitalise profits

140. Whenever such a resolution as aforesaid in Clause 139 is passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled on the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Power of applications of undivided profits

ACCOUNTS

141. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of the financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

Accounts to be kept

142. Subject to Section 47 of the Act, the accounting and other records referred to in Clause 141 hereof shall be kept at the Office, or at such other place as the Directors shall think fit, and shall at all times be open for inspection by the Directors. If such books and records are kept at a place outside Malaysia, there shall be sent to and kept at a place in Malaysia and be at all times open to inspection of the Directors such statements and returns with respect to the business dealt with in the records so kept as will enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be conveniently prepared.

Place where accounting records are kept

143. The Directors shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements together with the Directors' and Auditors' reports thereon, made out in accordance with the Act. The interval between the close of the financial year of the Company and the issue of the audited financial statements of the Company, the Directors' and Auditors' reports shall not exceed four (4) months.

Preparation and issuance of Financial Statements

144. A copy of each audited financial statements, the Directors' and Auditors' reports, in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the annual general meeting be sent to every Member of, and to every holder of debentures of the Company and to every other person who is entitled to receive notice of general meeting from the Company under the provisions of the Act or of this Constitution, Provided That this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

Circulating copies of Financial Statements

AUDIT

145. The Auditors shall be appointed for each financial year at the annual general meeting of the Company in accordance with Section 271 of the Act and their duties regulated in accordance with Section 266 of the Act. Appointment of Auditors

146. 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. Attendance of Auditors at general meetings where financial statements are laid

AUTHENTICATION OF DOCUMENTS

147. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the Constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are kept elsewhere than at the Office, the local manager and other officer of the Company having the custody shall be deemed to be a person appointed by the Directors as aforesaid. Power to authenticate documents

148. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding 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. Certified copies of resolutions of Directors

NOTICES

149. A notice or document may be given by the Company to any Member either: Service of notice

(1) in hard copy, by serving it on him personally or by sending it by post to him at his last known address as shown in the Record of Depositors; or

(2) in electronic form and sent by the following electronic means:

(a) transmitting to his last known electronic mail address; or

(b) publishing the notice or document on the Company's website provided a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and Listing Requirements; or

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

150. Any Member described in the Register or Record of Depositors by an address not within Malaysia, who shall from time to time give the Company an address within Malaysia at which notices may be served upon him, it shall be deemed to have served upon him at such address any notice to which he is entitled under this Constitution.

Members abroad may give an address for service

151. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the representatives of the deceased or assignee of the bankrupt or by any like description to his last known address in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, 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 to such share prior to his name and address being entered in the Record of Depositors as the registered holder of such share.

Service of notice in case of death or bankruptcy of a Member

152. The notice or document is deemed to have been given or sent by the Company to a Member:

Proof of service of notice

(1) where the notice or document is sent by post in printed copy, on the day the prepaid envelope or wrapper containing the notice or document and properly addressed to the Member is put into a government post office letter box;

(2) where the notice or document is sent by electronic means through:

(a) electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 149(2)(a) hereof Provided That the Company has record of the electronic mail being sent and no written notification of delivery failure has been received by the Company; or

(b) publication on the Company's website or on any other electronic platform maintained by the Company or by a third party that can host the information in a secure manner for access by Members, on the date the notice or document is first made available thereon Provided That the notification on the publication or availability of the notice or document on the relevant electronic platform has been given in accordance with Section 320 of the Act.

(3) where it relates to documents required to be completed by securities holders for a rights issue or offer for sale of securities, the Company shall send such documents through electronic communication, in printed copy or in such other manner as the Exchange may from time to time prescribe.

In the event the service of notice or document pursuant to Clause 152(2) hereof is unsuccessful, the Company must within two (2) market days from discovery of the delivery failure, make alternative arrangements for serving the notice or document to the Member in printed copy, free of charge.

WINDING UP

153. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may, after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, by way of a Special Resolution divide among the Members in kind the whole or any part of the assets of the Company (whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such 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 such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

Distribution of assets in specie

154. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-

Distribution of assets

(a) if the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively; and

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

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

Liquidator's fee

INDEMNITY

156. Subject to the Applicable Laws, every Director, Auditors, Secretary or other officers for the time being of the Company as defined in the Act shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such losses or liabilities subject to the conditions set out in Section 289 of the Act.

Indemnity to Director and officers

SECRECY CLAUSE

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

Discovery of Company's confidential information

EFFECT OF THE LISTING REQUIREMENTS

Effect of the Listing Requirements

158. (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.

(7) Notwithstanding the above, nothing herein shall prevent the Company from applying to the relevant authorities for any waiver of any of the Applicable Laws and in the event the compliance or observance of any of the Applicable Laws is waived by the relevant authorities, the Company shall be exempted from such compliance.