

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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CHEMICAL COMPANY OF MALAYSIA BERHAD

(Company No. 196301000263 (5136-T))

(Incorporated in Malaysia under the Companies Ordinance 1940 - 1946)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY

(“PROPOSED AMENDMENTS”)

Notice of the 58th Annual General Meeting which will be held at the Board Room of Chemical Company of Malaysia Berhad, 13th Floor, Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Monday, 15 June 2020 at 10.00 a.m. together with the Form of Proxy are enclosed together in the 2019 Annual Report. The Proxy Form must be lodged with the Company's Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No.5 Jalan Professor Khoo Kay Kim (Jalan Semangat), Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 24 hours before the time appointed for the taking of the poll, as per Section 334(3) of the Companies Act, 2016 or at any adjournment thereof.

This Circular is dated 15 May 2020

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:-

“Act”	: Companies Act, 2016
“AGM”	: Annual General Meeting
“Annual Report”	: Annual Report of Chemical Company of Malaysia Berhad for the financial year ended 31 December 2019
“Board or BOD”	: Board of Directors of CCM
“Bursa Malaysia”	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
“CCMB or Company”	: Chemical Company of Malaysia Berhad (196301000263 (5136-T))
“CCMB Group”	: Chemical Company of Malaysia Berhad and its subsidiary companies, collectively.
“Circular”	: The Circular dated 15 May 2020
“Constitution”	: The Constitution of the Company
“Director”	: For the purpose of this definition, “Director” shall have the meaning given in Section 2 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of CCM (or any other company which is its subsidiary or holding company or Chief Executive Officer of the Company, its subsidiary or holding company)
“LPD”	: 15 April 2020, being the latest practicable date prior to the date of this Circular.
“MCCG”	: Malaysian Code on Corporate Governance
“MLLR”	: Main Market Listing Requirement of Bursa Malaysia Securities Berhad and any amendment made thereto from time to time and any Practice Notes issued in relation thereto.

“Major Shareholder (s)” : A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-

- (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the company; or
- (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of the Company

(or any other company which is, its subsidiary or holding company) and includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.

“Person(s) connected” : Such person, in relation to the Director or Major Shareholder, who falls under any one of the following categories:-

- (a) A member of the Director’s or Major Shareholder’s family;
- (b) A trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
- (c) A partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
- (d) A person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
- (e) A person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;

- (f) A body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
- (g) A body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
- (h) A body corporate in which the Director or Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- (i) A body corporate, which is a related corporation of the Director or Major Shareholder.

“Proposed Amendments”	:	Proposed Amendments to the Existing Constitution of the Company
“Related Party(ies)”	:	Director(s), Major Shareholder(s) or person connected with such Director(s) or Major Shareholder(s) and include the Chief Executive Officer who is not a Director
“RM” and “sen”	:	Ringgit Malaysia and Sen respectively

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter gender and vice versa. Reference to persons shall include corporation.

Any reference in this Circular to any enactment is a reference to that enactment as amended or re-enacted from time to time.

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

TABLE OF CONTENTS

PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY

	<u>Page</u>
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED AMENDMENTS	2
3. RATIONALE OF THE PROPOSED AMENDMENTS	2
4. EFFECTS OF THE PROPOSED AMENDMENTS	2
5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	3
6. APPROVAL REQUIRED	3
7. DIRECTORS' STATEMENT AND RECOMMENDATION	3
8. AGM	3
9. FURTHER INFORMATION	4

APPENDICES

APPENDIX I : FURTHER INFORMATION	5
APPENDIX II : PROPOSED AMENDMENTS TO BE MADE TO THE CONSTITUTION	7
APPENDIX III : REVISED CONSTITUTION OF THE COMPANY AFTER INCORPORATING THE PROPOSED AMENDMENTS	16
APPENDIX IV : EXTRACT OF NOTICE OF 58 th ANNUAL GENERAL MEETING	69



CHEMICAL COMPANY OF MALAYSIA BERHAD

(Company No. 196301000263 (5136-T))

(Incorporated in Malaysia under the Companies Ordinance 1940 - 1946)

Registered Office:

13th Floor, Menara PNB
201-A Jalan Tun Razak
50400 Kuala Lumpur
15 May 2020

BOARD OF DIRECTORS

Dato' Idris bin Kechot (*Non-Independent Non-Executive Chairman*)

Nik Fazila binti Nik Mohamed Shihabuddin (*Group Managing Director*)

Dato' Wan Mohd Fadzmi bin Che Wan Othman Fadzilah (*Senior Independent Non-Executive Director*)

Amizar binti Mizuar (*Non-Independent Non-Executive Director*)

Datuk Anuar bin Ahmad (*Independent Non-Executive Director*)

Raja Azura binti Raja Mahayuddin (*Independent Non-Executive Director*)

Hasman Yusri bin Yusoff (*Independent Non-Executive Director*)

Dr Leong Yuen Yoong (*Independent Non-Executive Director*)

Zainal Abidin bin Jamal (*Non-Independent Non-Executive Director*)

To: The Shareholders of CCM

Dear Sir/ Madam,

**PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY
("PROPOSED AMENDMENTS")**

1. INTRODUCTION

The Board had, on 20 February 2020 among others, resolved to seek shareholders' approval at the forthcoming Fifty Eighth (58th) AGM of the Company on the Proposed Amendments. An announcement was made to Bursa Malaysia on 20 February 2020 on the Proposed Amendments in accordance with Paragraph 9.19(16) of the MMLR.

The purpose of this Circular is to provide you with the details of the Proposed Amendments, and to seek your approval of the Special Resolution pertaining to the Proposed Amendments, to be tabled at the forthcoming 58th AGM of the Company.

An extract of the Notice of the 58th AGM is enclosed in this Circular for your ease of reference.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY AT THE FORTHCOMING 58th AGM

2. DETAILS OF THE PROPOSED AMENDMENTS

The Company's Constitution was last amended in 2018 following the implementation of the Companies Act 2016, MCCG and the amendments to the MMLR. At the same time, the Companies (Amendment) Act 2019 also came into force on 15 January 2020.

The proposed amendments are necessary to provide better clarity and to ensure compliance with the relevant requirements and laws. The proposed amendments to be made to the Constitution are listed as per Appendix II of the Circular.

A copy of the final Constitution after incorporating the amendments is set forth in Appendix III of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments is primarily to provide further clarity on certain terms of the Constitution and to ensure compliance with the Act, the Companies (Amendment) Act 2019, the MCCG, the MMLR and other prevailing statutory and regulatory requirements applicable to the Company.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the share capital, substantial shareholders' shareholdings, net assets per share, gearing or earnings per share of the CCM Group.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Amendments.

6. APPROVAL REQUIRED

The Proposed Amendments is subject to the approval of the shareholders of CCM at the forthcoming 58th AGM by way of a Special Resolution.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments is in the best interest of the Company and accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Amendments to be tabled at the forthcoming AGM.

8. ANNUAL GENERAL MEETING

The notice of the 58th AGM containing the Special Resolution in respect of the Proposed Amendments has been incorporated into the Annual Report of the Company which has been circulated to you together with this Circular.

You will also find enclosed in the Annual Report, a Proxy Form which you are requested to complete, sign and return in accordance with the instruction printed thereon as soon as possible, so as to arrive at the Company's Registrar, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim (Jalan Semangat), Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than twenty-four (24) hours before the time appointed for taking of the poll, as per Section 334(3) of the Companies Act, 2016, should you wish to appoint a proxy/proxies to attend and vote for you and on your behalf, at the AGM or at any adjournment thereof.

Alternatively, you may download the Proxy Form from our corporate website at www.ccmbherhad.com/investor-relations.php and complete the same by depositing your Proxy Form by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your Proxy Form electronically, also not less than twenty-four (24) hours before the time appointed for taking of the poll.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I for further information.

Yours faithfully

For and on behalf of the Board of Directors of
CHEMICAL COMPANY OF MALAYSIA BERHAD

DATO' IDRIS BIN KECHOT

(Non-Independent Non-Executive Chairman)

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FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable inquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS AND COMMITMENTS

Save as disclosed below, there was no other material contract entered into by the CCM Group during the two (2) years immediately preceding the date of this Circular, other than contracts entered into in the ordinary course of business:

- (a) CCM Chemicals Sdn Bhd (“CCMC”), a wholly owned subsidiary of the Company had, on 29 November 2019, awarded a contract to Sime Darby Energy Solutions Sdn Bhd, a wholly owned subsidiary of Sime Darby Berhad to engineer, procure, construct and commission one unit of Co-Generation plant at CCMC’s Pasir Gudang chlor alkali plant in Johor at a contract price of RM27.9 million.
- (b) Islamic Financing Facility(ies) entered into between CCM Chemicals Sdn Bhd, a wholly-owned subsidiary of CCM and OCBC Al-Amin Bank Berhad (“Bank”) on 4 February 2019 for an amount equivalent up to RM50.0 million, for the purpose of part financing the Pasir Gudang Works Plant 1 (“PGW 1”) Reactivation project, comprising the following:
 1. Revolving Credit Facility-i (RCF-i) Commodity Murabahah of RM5.0 million (“RCF-i Facility”);
 2. Foreign Currency Term Financing-i (FC Term-i) Commodity Murabahah of USD11.95 million (“FC Term-i Facility”); and
 3. Derivatives Transactions Line which consist of Profit Rate Swap-i and Cross Currency Swap-i of USD11.95 million.
 (collectively known as “the Facilities”),

 upon the terms and conditions as contained in the Bank’s offer letter.
- (c) Sale and Purchase Agreement entered into between the Company with Rock Link Sdn Bhd on 7 September 2018 in relation to the Proposed Disposal of a piece of land held under H.S.(D) 75345, PT 6055, in Mukim of Labu, District of Seremban, Negeri Sembilan for a purchase consideration of RM21.5 million.

The disposal was completed on 20 March 2019.

- (d) Renewal of Trademarks License Agreement between CCM and Duopharma Biotech Berhad on 29 November 2019 for a further one-year period commencing 1 January 2020 until 31 December 2020 for a cash consideration of RM250,000.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, neither CCM nor any of its subsidiaries are engaged in any material litigation, claims or arbitration proceedings, either as plaintiff or defendant, which will have a material effect on the financial position of the CCM Group and the Board is not aware of any proceedings pending or threatened against CCM and/or its subsidiaries or any facts likely to give rise to any proceedings which might materially affect the financial position and business of the CCM Group:

- (a) PT CCM Indonesia, a subsidiary of CCM, had on 23 September 2014 submitted five (5) letters of appeal to the Indonesian Tax Court against the objection decisions of the Director-General of Tax, Indonesia on several tax adjustments/ corrections made by the tax auditor totaling IDR36.1 billion (or equivalent to RM9.7 million) in aggregate.

The Company had, on 13 December 2018, received the official notification on the judgement in favour of PTCCMI's appeals to the Tax Court of Indonesia. These successful appeals relate to several tax adjustments/ corrections made by the tax auditor amounting to IDR34.06 billion (equivalent to approximately RM9.78 million) representing 99.25% of the total appealed amount of IDR34.31 billion (equivalent to approximately RM9.85 million).

4. DOCUMENTS AVAILABLE FOR INSPECTION

The copies of the following documents are available for inspection from the date of this Circular up to and including the date of the AGM at our registered office at 13th Floor, Menara PNB, 201-A, Jalan Tun Razak, 50400 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays):

- (i) The revised Constitution of the Company;
- (ii) Audited accounts of the CCM Group for the past two (2) financial years ended 31 December 2018 and 31 December 2019; and
- (iii) The relevant material contracts and commitments as disclosed in Section 2 of Appendix I.

PROPOSED AMENDMENTS TO BE MADE TO THE CONSTITUTION

LEGEND:

CA 2016 - being the Companies Act 2016.
 MMLR - being the Main Market Listing Requirements.

1. The existing Constitution of the Company is proposed to be amended by the relevant additions and deletions as specifically set out in the fourth column below:-

New Article No.	Amended Article	Rationale
1	The name of the Company is Chemical Company of Malaysia Berhad ("the Company") and the Company ("the Company") was incorporated on 7 August 1963.	This article has been amended for clarity.
2	The registered Office of the Company shall be situated in Malaysia.	This article has been amended for clarity.
3	Definition	The definitions section contain definitions which are amended to give clarity to the use of the capitalised terms in the Constitution.
	"Annual General Meeting" means a meeting of the Company required to be held in accordance with Section 340 of the Act;	this definition is to be amended by deleting the specific reference to a provision of the CA 2016 and make a general reference to the CA 2016.
	"Chairman" means the Chairman for the time being of the Board <u>Meeting elected in accordance with Article 94 of this Constitution.</u>	This article has been amended for clarity.
	"Chairperson" means the chairperson of the Meeting of Members elected in accordance with Article 57 of this Constitution or the Chairperson of the Board Meeting elected in accordance with Article 94 of this Constitution;	This article has been amended for clarity.
	"Company" means Chemical Company of Malaysia Berhad (Company Registration No. 196301000263 (5136-T)) or , the abovenamed Company by whatever name from time to time called;	This article has been amended for clarity and in line with the new 12 digit registration number which has been assigned to companies by Companies Commission of Malaysia beginning 11th October 2019.

* Additions as bold and deletions as struck through

New Article No.	Amended Article	Rationale
	<p>"Director(s)" means the directors for the time being of the Company;</p> <p>"distribution(s)" when used in the context of the distribution of the Company to Members as set out in Article 119 shall include dividends and bonus;</p> <p>"Member(s)" means any person for the time being holding Share(s) in the Company and whose name appears in the Register of Members and depositors whose names appear on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd);</p> <p>"Ordinary Resolution" means a resolution, in accordance with Section 294 of the Act, which has been passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a meeting of Members;</p> <p>"Share(s)" means shares of the Company;</p> <p>"Special Resolution" means a resolution, in accordance with Section 292 of the Act, of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less seventy-five per centum (75%) of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a Meeting of Members.</p>	<p>This article has been amended for clarity.</p> <p>The terms "Directors", wherever mentioned in the Constitution, has now been replaced with the term "Board" in line with this definition, for the purpose of consistency.</p> <p>This article has been amended for clarity.</p> <p>This article has been amended for clarity.</p> <p>The terms "approval by Company" wherever mentioned in the Constitution, has now been replaced with the term "approval by Members", for the purpose of consistency.</p> <p>This article has been amended to delete the specific reference to a provision of the CA 2016 and make a general reference to the CA 2016.</p> <p>This article has been amended for clarity.</p> <p>This article has been amended to delete the specific reference to a provision of the CA 2016 and make a general reference to the CA 2016.</p>
4	(k) unless the context requires otherwise, other words and expressions contained in this Constitution shall bear the same meaning as in the Act when this Constitution become effective and binding on the Company.	<p>[New]</p> <p>This article has been inserted for clarity.</p>
9	All new issues of Securities by the Company for which listing is sought shall be made by way of crediting the Securities Account of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the	This article has been amended for clarity.

* Additions as bold and deletions as struck through

New Article No.	Amended Article	Rationale
	Central Depositories Act, in which event it shall so similarly be exempted from compliance with the relevant provisions of the Listing Requirements of the Exchange. For this purpose, the Company must notify Bursa Depository of the names of the allottees and all such particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities Account of such allottee, and deliver to the Central Depository (as defined in Central Depositories Act) the appropriate scripts (in such denominations as may be specified by the Central Depository) registered in the name of the Central Depository or its nominee company.	
11	The Company may, with the sanction prior approval by way of an Ordinary Resolution of the Members in a Meeting of Members, but subject to compliance with all Applicable Laws, purchase its own Shares provided always that the aggregate number of Shares to be purchased or held does not exceed 10%, or such other percentage as may be determined by the Exchange, of the total number of issued Shares of the Company for the time being.	This article has been amended for clarity.
17(1)	The Company shall have a first and paramount lien on every Share (not being a fully paid up Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share. Such lien shall extend be restricted only to the specific Shares on which such calls or instalments are for the time being due and unpaid and to all dividend payment from time to time declared in respect of such Shares. The Company shall also have a first and paramount lien on all Shares (whether fully paid or not) for all moneys which the Company may be called upon by law to pay in respect of the Shares of any Member or deceased Member. The Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article.	The wordings of this article have been amended in line with the wordings of Paragraph 7.09 (Company's lien on shares and dividends) of Chapter 7 of the MMLR on Constitution.
17(4)	The net proceeds of the any sale under Article 17(2) hereof 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 any residue shall be paid to the person entitled to the	This article has been amended for clarity.

New Article No.	Amended Article	Rationale
	Share at the date of the sale, subject to a similar lien for sums not presently payable which exists over the Shares before the sale.	
21	A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors Board thinks fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. If any Shares are forfeited and sold, the proceeds residue from the sale after the satisfaction of the unpaid calls, amount of the accrued interest and costs-expenses relating to the sale shall be received by the Company and applied in or towards payments of the unpaid calls and the residue, if any, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.	This wordings of this article have been amended in line with the wordings of Paragraph 7.10 (Sale of shares forfeited) of Chapter 7 of the MMLR on Constitution.
25	The Directors Board may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares and not by the conditions of allotment thereof made payable at fixed timedate , and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A call may be revoked or postponed as the Directors Board may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.	This article has been amended for clarity.
27	Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, shall for the purposes of this Constitution Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable and in the case of non-payment, all the relevant provisions of this Constitution Constitution and the Applicable Laws as to the payment of interest and expenses, forfeiture and the like or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	This article has been amended to correct typographical errors and for clarity.
30	The transfer of any listed Securities or class of listed Securities of the Company shall be by way of book entry by Bursa	This wordings of this article have been amended in line with the wordings of Paragraph 7.11 (Transfers of securities) of Chapter 7 of the MMLR on Constitution.

New Article No.	Amended Article	Rationale
	Depository in accordance with the Rules and <u>notwithstanding Sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act,</u> the Company shall be precluded from registering and effecting any transfer of the listed Securities which have been deposited with Bursa Depository by the Company.	
	<u>TRANSMISSION OF SHARES</u>	The heading has been moved to be before article 31 instead of article 32 for better order.
31	Where:- (a) the Securities of the Company are listed on another stock exchange; and (b) such e Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 A of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Ssecurities, such e Company shall upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the e 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.	The wordings of this article have been amended in line with the wordings of Paragraph 7.12 (Transmission of Securities) of Chapter 7 of the MMLR on Constution and to make an accurate reference to the relevant provision in the Securities Industry (Central Depositories) (Amendment) Act 1998.
43	The Company shall hold an Annual General Meeting in every calendar year in addition to any other Meetings of Members held during that year in accordance with the provisions of Section 340 of the Act to transact the following businesses:	This article has been amended to delete the specific reference to a provision of the CA 2016 and make a general reference to the CA 2016.
43(d)	(d) <u>the appointment and the fixing of the remuneration of Auditors;</u> and	[New] A new paragraph (d) is to be added in line with the new amendments to CA 2016 under Companies (Amendment) Act 2019.

New Article No.	Amended Article	Rationale
43(e)	(de) any resolution or other business of which notice is given in accordance with the Act or this Constitution.	The numbering of this paragraph is amended in light with the insertion of a new paragraph (d).
49(2)	The Company shall also request Bursa Depository in accordance with the Rules, to issue the General Meeting Record of Depositors, <u>as at the latest date which is reasonably practicable</u> which shall in any event be not less than three (3) Market Days before the Meeting of Members (<u>“General Meeting Record of Depositors”</u>).	The wordings of this article have been amended in line with the wordings of Paragraph 7.16 (Record of Depositors) of Chapter 7 of the MMLR on Constitution.
64	Subject to all Applicable Laws and any special rights or restrictions for the time being attached to any class or classes of Share in the capital of the Company, on a resolution to be decided on a show of hands, a holder of Ordinary Shares or preference Shares <u>(which all calls due to the Company have been paid)</u> who is personally present or by proxy and entitled to vote shall be entitled to one (1) vote and on a poll every Member who is present in person or by proxy shall have one (1) vote for every Ordinary Share of which he is the holder <u>he holds</u> .	The wordings of this article have been amended in line with the wordings of Paragraph 7.17 (Voting Rights of Members) of Chapter 7 of the MMLR on Constitution.
77(2)	The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Directors may, except in an emergency, act for the purpose of increasing the number of Directors to that <u>minimum</u> number or of summoning a Meeting of Members of the Company.	The wordings of this article have been amended in line with the wordings of Paragraph 7.30 (Proceedings in Case of Vacancies) of Chapter 7 of the MMLR on Constitution.
78	The fees and any benefits payable to the Directors including any compensation for loss of employment of a Director shall not be paid or increased except by Ordinary Resolution <u>passed at the Meeting of Members</u> where notice of the proposed payment or increase has been given in the notice convening that meeting, PROVIDED ALWAYS that:-	The wordings of this article is to be amended in line with the wordings of Section 230 of CA 2016 and Paragraph 7.24 (Annual Shareholder Approval for Directors' Fees and Benefits) of Chapter 7 of the MMLR on Constitution.
94	The Directors <u>Board</u> shall elect a Chairman, and may elect one of more Vice-Chairman , from such of their number and the Directors -Board may determine the period for which such officers shall respectively hold office. The Chairman or in the absence of	This article has been amended to provide that any one of the Directors or the Managing Director shall be appointed as the Chairman of the meeting in the absence of the appointed Chairman.

New Article No.	Amended Article	Rationale
	the Chairman, <u>the Directors present shall choose one of their number or the Managing Director to be appointed as Chairman of the meeting.</u> the Vice-Chairman (if any) or in the event that there are more than one Vice-Chairman the senior in appointment among them shall preside at the Board Meeting. If no such officers are elected or if no such officer is present within five minutes after the time appointed for holding a Board Meeting, the Managing Director shall preside and in the event that the Managing Director is also absent or declines to preside at the meeting, the Directors present shall choose one of their number appointed to be Chairman of the meeting.	
96	A resolution in writing signed by all the Directors <u>or their respective alternate Directors for the time being of the Company in Malaysia</u> shall be as effective as a resolution passed at a Board Meeting duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that where a Director has appointed an alternate Director but is not himself in Malaysia, the signature of the alternate Director (if in Malaysia) shall be required. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.	This article has been amended for better clarity and to avoid any ambiguity in the reading thereof.
104	The office of a Director shall be vacated if the person holding that office: " ... <u>(h) is absent from more than 50% of the total Board Meetings held during a financial year; or</u> <u>(i) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in the relevant provisions of the Listing Requirements;...</u> "	The wordings of this article have been amended in line with the wordings of Paragraph 15.05 (Qualification, Vacation of Office and Removal of Directors) of Chapter 15 of the MMLR on Corporate Governance.
105	At the Annual General Meeting of the Company in every year, one-third of the Directors for the time being or if their number be not a multiple of three, then a number nearest to one-third shall	This article has been amended to exclude a Managing Director from being included in the retirement by rotation of directors.

* Additions as bold and deletions as struck through

New Article No.	Amended Article	Rationale
	retire from office provided always that all Directors shall retire from office once in at least three years, <u>save and except for the Managing Director.</u>	
109	No person other than a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any Meeting of Members unless some Member intending to propose him 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 <u>and</u> the intention of such Member to propose him <u>for election</u> . 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 <u>for election</u> to the Board of Directors shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place. The cost of serving the notice as required to propose the election of a Director, where the nomination is made by a Member, shall be borne by the Member making the nomination.	The wordings of this article have been amended in line with the wordings of Paragraph 7.28 (Notice of Intention to Appoint Director) of Chapter 7 of the MMLR on Constitution.
110	The Directors <u>Board</u> shall have power at any time and from time to time to appoint any person who is not disqualified to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the <u>maximum</u> number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following 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 such meeting.	This article has been amended for clarity.
119	[The Company may by Ordinary Resolution declare dividends <u>may be declared to the Members by the Board at such time and in such amount as may be authorised by the Board</u> but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors <u>Board</u>];	This article has been amended in line with Section 132 of CA 2016.

New Article No.	Amended Article	Rationale
132	<p>The Board shall cause minutes to be made in the books to be provided for the purpose:</p> <p>(a) of all appointments of officers made by the Directors;</p> <p>(<u>ab</u>) of the names of the Directors present at each Board Meeting and of any committee of Directors; and</p> <p>(<u>be</u>) of all resolutions and proceeds at all meetings of the Company and of any class of Members of the Company and of the Directors and of committees of Directors.</p>	Paragraph (a) of Article 132 is to be deleted to avoid any confusion given the different definition of "officers" under CA 2016 and MMLR.

**REVISED CONSTITUTION OF THE COMPANY AFTER INCORPORATING THE
PROPOSED AMENDMENTS**

Registration No.

196301000263 (5136-T)

THE COMPANIES ACT, 2016

A COMPANY LIMITED BY SHARES

CONSTITUTION OF

**CHEMICAL COMPANY OF MALAYSIA BERHAD
(Registration No. 196301000263 (5136-T))**

(INCORPORATED IN MALAYSIA ON THE 7th DAY OF AUGUST 1963)

(ADOPTED BY SPECIAL RESOLUTION PASSED ON [...])

INTRODUCTION

Company Incorporation

1. The name of the Company is Chemical Company of Malaysia Berhad ("**the Company**") and the Company was incorporated on 7 August 1963.

Registered Office

2. The Office of the Company shall be situated in Malaysia.

Definitions

3. In this Constitution, the following words shall have the respective meanings hereby assigned to them unless there be something in the context inconsistent therewith:-

"accounting records"	has the same meaning as that ascribed to it pursuant to Section 2 of the Act;
"Act"	means the Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company;
"Annual General Meeting"	means a meeting of the Company required to be held in accordance with the Act;
"Applicable Laws"	means all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force, and any statutory modification, amendment or re-enactment thereof, affecting the Company and its subsidiaries, including but not limited to the Act, the Listing Requirements, Rules of the Depository and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Companies Commission of Malaysia, the Securities Commission and/or other relevant regulatory bodies and/or authorities;
"Article"	means any provision in this Constitution as originally framed or as altered from time to time in accordance with the Applicable Laws;
"Auditor(s)"	means any person appointed to perform the duties of the auditor(s) of the Company including any person appointed temporarily;

“Board” or “Board of Directors”	means the Board of the Directors of the Company;
“Board Meeting”	means the meeting of the Board of the Directors of the Company;
“Bursa Depository”	means Bursa Malaysia Depository Sdn Bhd and/or its nominee;
“Central Depository Act”	means the Securities Industry (Central Depositories) Act, 1991;
“Chairman”	means the Chairman for the time being of the Board Meeting elected in accordance with Article 94 of this Constitution;
“Chairperson”	means the chairperson of the Meeting of Members elected in accordance with Article 57 of this Constitution or the Chairman;
“Company”	means Chemical Company of Malaysia Berhad (Registration No. 196301000263 (5136-T)) or by whatever name from time to time called;
“Constitution”	means this Constitution as originally framed or as altered from time to time by Special Resolution;
“Depositor”	means holder of a securities account established by the Bursa Depository;
“Director(s)”	means the directors for the time being of the Company;
“distribution(s)”	when used in the context of the distribution of the Company to Members shall include dividends and bonus;
“Exchange”	means Bursa Malaysia Securities Berhad and such other stock exchange if any upon which the shares of the Company may be listed and quoted;
“Exempt Authorised Nominee”	means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A (1) of the Central Depositories Act.
“financial statements”	has the same meaning as that ascribed to it pursuant to Section 2 the Act;

“General Meeting Record of Depositors”	means ‘Record of Depositors’ in accordance with rule 24.02(2)(a) of the Rules;
“Listing Requirements”	means the Main Market Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time;
“Market Day”	means any day on which there is official trading on the Exchange;
“Member(s)”	means any person for the time being holding Share(s) in the Company and whose name appears in the Register of Members and depositors whose names appear on the Record of Depositors (except Bursa Malaysia Depository Nominees Sdn Bhd);
“Meeting of Members”	means the meeting of the Members of the Company;
“Month”	means Calendar month;
“Office”	means the registered office for the time being of the Company;
“Ordinary Resolution”	means a resolution, in accordance with the Act, which has been passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a meeting of Members;
“Record of Depositors”	means the record of depositors provided by the Bursa Depository to the Company under Chapter 24.0 of the Rules;
“Register of Members”	means the register of Members to be kept pursuant to the Act;
“Registrar of Companies”	means the Registrar of Companies designated under Section 20A(1) of the Companies Commission of Malaysia Act 2001;
“Rules”	means the Rules of Bursa Depository as prescribed by Bursa Depository from time to time and any appendices thereto;
“Seal”	means the common seal of the Company;

“Secretary”	means any person or persons appointed to perform the duties of the secretary of the Company;
“Securities”	means shares in or debentures of, a body corporate, or any unincorporated body and includes any right or option in respect thereof (and the expressions): <ul style="list-style-type: none"> (a) ‘shares’ here means the issued share capital of a corporation and includes stock except where a distinction between stock and share is expressed or implied; (b) ‘debentures’ includes debenture stock, bonds, sukuk, notes and any other securities of a corporation whether constituting a charge on the assets of the corporation or not;
“Share(s)”	means shares of the Company;
“Special Resolution”	means a resolution, in accordance with the Act, of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less seventy-five per centum (75%) of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a Meeting of Members.

Expressions referring to “writing” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other 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.

Expressions referring to “electronic communications” 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 address or number of the addressee, as permitted by the Applicable Laws.

Interpretation

4. Unless these be something in the subject or context inconsistent therewith:-
 - (a) words denoting the singular number only shall include the plural and vice versa;
 - (b) words denoting the masculine gender only shall include the feminine gender;
 - (c) words denoting persons shall include firms, partnerships, companies and corporations;

- (d) words and expressions defined in the Act shall when used herein bear the same meanings unless otherwise defined herein;
- (e) 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;
- (f) the abbreviation “RM” or “Ringgit Malaysia” means the lawful currency of Malaysia;
- (g) 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;
- (h) the reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto;
- (i) any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution;
- (j) the reference to “any act or thing done” includes, but is not limited to, the making of a determination or the passing of a resolution, the granting or exercise of a power (including delegated power), the execution of a document or the appointment or removal of any person from an office or position.
- (k) unless the context requires otherwise, other words and expressions contained in this Constitution shall bear the same meaning as in the Act when this Constitution becomes effective and binding on the Company.

PURPOSE AND OBJECTS

Objects

- 5. (1) The objects for which the Company is established are:-
 - (a) to act as a holding company and for that purpose to hold, deal with, manage, direct a management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interest in any property and to undertake and carry on any business undertaking or transaction;
 - (b) to act as managers or management consultants in managing any company carrying on any business concerns or undertakings and in furtherance thereof to provide engineering or administrative or

accounting or company secretarial services or such other services as may be approved by the Board of Directors of the Company;

- (c) to carry on the business of an investment company and for that purpose to purchase, subscribe for or otherwise acquire and hold shares, stock, debentures, debentures stock, bonds, obligations, and securities issued or guaranteed by any company wherever constituted carrying on business in Malaysia or elsewhere, and debentures, debenture stock, bonds, obligations and securities issued, guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad;
- (d) to underwrite, sub-underwrite or guarantee the subscription of any shares, stock, debentures, debenture stock, obligations or other securities either for cash or a consideration other than cash in any manner and to exercise and enforce all or any of the rights and powers conferred by or incident to the ownership thereof;
- (e) to act as trustee or agents or principals to acquire by purchase, lease, exchange, hire or otherwise lands and property of any tenure shares, stocks obligations, securities and choses in action to erect improvements and to hold the same to turn property of the company to account in any way through fit and to sell, lease, let, mortgage or otherwise dispose of the property of the company on such terms as though fit and to manage property of all kinds;
- (f) to act as nominees and attorneys;
- (g) to carry on all or any of the businesses of manufacturing, importing, exporting, dealing in, developing, using, preparing for market and selling chemicals, artificial manures and fertilizers of any kind whatsoever;
- (h) to carry on all or any of the businesses of manufacturing, importing, exporting, dealing in, developing, using, preparing for market and selling explosives, ammunition, fireworks and other explosive products, accessories, blasting and high road technical apparatus and accessories of all kinds of whatever composition and for all purposes;
- (i) to carry on all or any of the businesses of manufacturing, importing, exporting, dealing in, developing, using, preparing for market and selling paints and other surface coating compositions, coated fabric of all kinds, dye, dye stuffs, pharmaceuticals, drugs, medicines, toilet preparations, fats, dips, sprays, insecticides, pesticides, fungicides, oils, natural and synthetic fibres, plastics and polymers of all kinds;
- (j) to cultivate, grow, produce, deal in, use and sell any vegetable product for the time being required of any of the businesses which the Company

is authorized to undertake and to carry on the business of timber merchants, farmers, growers of and dealers in produce of the land of any kind whatsoever and to buy, sell and trade in any goods usually traded in any of such businesses and any other businesses associated with farming interests which may be advantageously carried on by the Company;

- (k) to carry on the businesses of iron founders, mechanical engineers and manufacturers of agricultural implements and other machinery, tool-makers, millwrights, brass-founders, metal-workers, boiler-makers, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, and painters and to buy, sell, manufacture, repair, convert, alter, let on higher and deal in machinery, rolling stock and goods of all kind;
- (l) to carry on the businesses of general merchants, importers and exporters, shippers, traders, commissions agents and manufacturers' agents;
- (m) to carry on all or any of the businesses of wharfingers, carriers, ship owners and charterers, lightermen and barge owners;
- (n) to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the above business or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company;
- (o) to buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such businesses as aforesaid or required by any customers of or any persons having dealings with the Company either by wholesale or retail;
- (p) to purchase, take on lease or in exchange or otherwise acquire any lands and to let out, improve and prepare the same for building or commercial purposes; to sell, mortgage or let the same; to construct, alter, repair, pull down, decorate, maintain, furnish, fit up and improve buildings; to let out, construct and pave roads, streets, paths and walks; to drain, improve and landscape grounds; and to advance money to and enter into contracts and arrangements of all kinds with builders, property owners, tenants and others;
- (q) to clear, merge, farm, cultivate, irrigate and otherwise work or use any lands over which the Company has any rights and to dispose of or otherwise deal with any farm or other products of any such lands and to let out sights for an established temporary or permanent camps, towns and villages on any such lands;

- (r) to own, acquire, construct, establish, install, lay down, improve, maintain, work, manage, operate, carry out or control or aid in, contribute or subscribe to the construction, erection, maintenance and improvement or working of any factory or factories, roads, ways, tramways, roadways, aerodromes and landing fields, docks, wharves, piers, bridges, jetties, breakwaters, dredging facilities, moorings, harbour abutments, viaducts, aquaducts, canals, water courses, tanks, storage installations, pipes, pipelines, telegraphs, telephones, wireless, gas works, steam works, electric lighting and power works, power stations, hydro-electric plants, laboratories, mills, foundries, workshops, machine shops, warehouses, shops, stores, fuel stores, hangars, garages, machinery and other appliances, hotels, clubs, restaurants, hospitals, dispensaries, dwelling houses, office and other buildings, works and conveniences which may be calculated either directly or indirectly to advance the Company's interests and to contribute to subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof and to take any lease or enter into any working arrangement in respect thereof;
- (s) to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of water; and to acquire by purchase, lease or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes;
- (t) to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of electric current and electric, steam and water power of every kind and description and to sell, supply or otherwise dispose of light, heat and power of every kind of description;
- (u) to purchase, build, charter, affreight, hire and let out for hire or for chartering and affreightment and otherwise to obtain the possession of and use, operate and dispose of and employ or turn to account ships, lighters, barges, tugs, launches, boats and vessels of all kinds (including tank vessels), motor vehicles, trucks, tractors, air craft, locomotives, wagons, tank cars and other rolling stock and to purchase or otherwise to acquire any shares of interest in any ships or vessels, aircraft, railways or motor transportation;
- (v) to purchase, acquire, take on lease or tenancy, sell, dispose of, mortgage or any estate or interest in, and to take and acquire options over any property, real or personal or rights of any kind which may appear to be necessary or convenient for any business the Company is authorized to undertake and to develop, improve, turn to account, deal with, lease, mortgage, sell or otherwise dispose of the same in such manner as may be thought expedient;

- (w) to apply for, obtain, own, register, renew, purchase, lease or otherwise to acquire and to use, own, produce under, manufacture, operate and introduce and to sell, assign, grant license, or otherwise dispose of patents, brevets, d'invention, inventions, improvements, formulae and processes, used in connection with or secured under letters patent of any government or country in the world including licenses, concessions and the like, conferring exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly calculated to benefit the Company and to use, exercise, develop, disclaim, alter or modify, grant license in respect of or otherwise turn to account the property, rights and information so acquired and also to acquire, use, register, assign and dispose of trademarks, trade names, registered or other designs, rights to copyright, or other rights or privileges in relation to any designs carried on by the Company;
- (x) to purchase or otherwise acquire and take over wholly or in part of cash, shares, stock, debentures, debenture stock or other securities or otherwise howsoever all or any part of the business, goodwill, property and other assets and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm or company carrying on any business which the Company is or may become authorized to carry on or possessed of property suitable for the purposes of the Company and to hold, manage, operate, conduct and dispose of any manner the whole or any part of any such acquisitions, and to exercise all the powers necessary or convenient in and about the conduct and management thereof;
- (y) to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (z) to vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company;
- (aa) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interest in any other company having objects altogether or in part similar to those of the Company or

carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit the Company;

- (bb) to lend money to any company, association, firm or person and to guarantee or undertake the performance of any of the obligations of any company, association, firm or person and the payment of dividends and interest on and the payment or repayment of capital paid up on or other moneys payable in respect of any stock, shares, debentures or other securities and obligations of whatsoever nature of any company, association, firm or person in any case in which such loan, undertaking or guarantee may be considered likely directly or indirectly to further the objects of the Company or the interest of its Members;
- (cc) to advance or deposit money, securities and property to or with any company, association, firm or person and on such terms as may seem expedient;
- (dd) to invest and deal with any moneys of the Company not immediately required in any such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments;
- (ee) to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any person or company or any obligation undertaken by the Company or any person or company as the case may be;
- (ff) to draw, make, accept, endorse, negotiate, execute and issue and to discount, buy, sell and deal in promissory notes, bills of exchange and other negotiable or transferable instruments including but not limited to warrants, debentures, bills of lading, warehousing receipts and trust receipts;
- (gg) to own, hold, sell, exchange, let on rent or shares of profit or royalty or otherwise, grant licenses, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular of stocks, shares, fully or partly paid up, debentures, debenture stock or other obligations or securities of any other company;

- (hh) to remunerate the Directors, officers, employees, servants and agents of the Company and others as the Company may think proper and to formulate and to carry into effect and plan for sharing the profit or profits of the Company with such Directors, officers, employees, servants and agents of the Company or any of them;
- (ii) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments, to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated, to be for the benefit of or to advance the interests and wellbeing of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid;
- (jj) to obtain any legislative, judicial, administrative, or any other Acts or authorization of any governments or authority competent in that behalf for enabling the Company to carry any of its objects into effect and for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, to take all necessary or proper steps with the authorities national local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or furthering the interests of its Members and to oppose any proceedings, applications, actions, or steps taken by any governmental authority or body or any company, association, firm to person which may seem calculated directly or indirectly to prejudice the interests of the Company or its Members;
- (kk) to enter into any arrangement and contracts with any governments or authorities, national, local, municipal, or otherwise that may seem conducive to the Company's objects or any one of them and to obtain from such government or authority any rights, privileges, options, concessions, and licenses which the Company may think desirable to obtain and to carry out, exercise, or comply with any such arrangements, agreements, rights, privileges, concessions and licenses and to procure the Company to be registered or recognized in any part of the world;

- (ll) to pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
 - (mm) to establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company;
 - (nn) to sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company;
 - (oo) to distribute among the Members in specie any property or assets of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a repayment of capital shall be made except with the sanction (if any) for the time being required by law;
 - (pp) to act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise;
 - (qq) to acquire the Company's own shares and stocks in such manner and to such extent as may from time to time be prescribed and allowed by law and the applicable rules, regulations, orders, guidelines or requirements issued by any relevant authorities from time to time;
 - (rr) to carry on any other business which may seem to the Company as capable of being conveniently carried on in connection with its commercial and business objectives subject to the Applicable Laws; and
 - (ss) to do all such other things as are incidental or conducive to the attainment of the aforesaid objects.
- (2) For the purposes of Article 5 of this Constitution,:

- (a) the word “company” in Article 5(1) of this Constitution, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether corporate or unincorporated and whether domiciled in Malaysia or elsewhere;
 - (b) the objects specified in each of the paragraphs of Article 5(1) shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out, subject to the Applicable Laws, in as full and ample a manner and construed in a wide sense as if each of the said paragraphs defined the object of a separate and distinct company.
- (3) Without derogating from the generality of Article 5, the Company shall have full capacity to carry on or undertake any business or activity the Board considers to be in the best interest of the Company and the Company shall have the full rights, powers and privileges for the purposes mentioned above, subject always to the requirements and/or restrictions of all Applicable Laws.

TYPE OF COMPANY

Limited Liability

6. The Company is a public company limited by shares listed on the Exchange. The liability of the Members is limited.

DEALING IN SECURITIES

Allotment / Issuance of Shares or Grant of Rights

7. (1) Subject to compliance with the Applicable Laws, with the prior approval of the Members by Ordinary Resolution, the Board shall be entitled to exercise its power to:
- (a) allot and issue Shares in the Company;
 - (b) grant rights to subscribe for Shares in the Company;
 - (c) convert any security into Shares in the Company; or
 - (d) allot and issue Shares under an agreement or option or offer,

PROVIDED ALWAYS THAT the above shall not apply to the allotment or issuance which is exempted pursuant to such Applicable Laws.

- (2) For the purposes of the approval granted under Article 7(1) of this Constitution, the approval may be confined to a particular exercise of that power or it may apply to the exercise of that power generally and any such approval may be unconditional or subject to conditions. Such approval granted shall expire:
- (a) at the conclusion of the Annual General Meeting held next after the approval was given; or
 - (b) at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given,
- whichever is the earlier.
- (3) Article 7(1) of this Constitution shall be subject to the following restrictions that is to say,:
- (a) all issuance or allotment of Shares to the Directors or such other group of allottees as specified under the Listing Requirements, shall be in compliance with all Applicable Laws;
 - (b) any issuance of Shares or convertible Securities, if the total number of those Shares or convertible Securities, when aggregated with the total number of any such Shares or convertible Securities issued by the Company during the preceding twelve (12) months, exceeds 10% of the total number of issued Shares (excluding treasury shares) of the Company except where the Shares or convertible Securities are issued, with the prior approval of the Members on the precise terms and conditions of the issue; and
 - (c) 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.

Offer to Existing Members

8. Subject to any direction to the contrary that may be given by the Members in a Meeting of Members, any new Shares from time to time to be created or other convertible Securities shall, before they are issued, be offered to such person 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 that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Board may dispose of those Shares or Securities in such manner as it thinks most beneficial to the Company. The Board may likewise so dispose of any new Shares or Securities which (by reason of

the ratio which the new Shares or Securities bear to Shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution.

Creation of New Securities Account

9. All new issues of Securities by the Company for which listing is sought shall be made by way of crediting the Securities account of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the relevant provisions of the Listing Requirements of the Exchange. For this purpose, the Company must notify Bursa Depository of the names of the allottees and all such particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities account of such allottee, and deliver to the Central Depository (as defined in Central Depositories Act) the appropriate scripts (in such denominations as may be specified by the Central Depository) registered in the name of the Central Depository or its nominee company.

Preference Shares

10. Subject to all Applicable Laws, any preference shares may, with the sanction, of an Ordinary Resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed PROVIDED ALWAYS THAT the Company shall not issue preference shares ranking in priority over preference shares already issued but may issue preference shares ranking equally therewith.

Purchase of Own Shares

11. The Company may, with the prior approval by way of an Ordinary Resolution in a Meeting of Members, but subject to compliance with all Applicable Laws, purchase its own Shares provided always that the aggregate number of Shares to be purchased or held does not exceed 10%, or such other percentage as may be determined by the Exchange, of the total number of issued Shares of the Company for the time being.

VARIATION OF RIGHTS

Modification of Class Rights

12. If, at any time, the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of Shares, the repayment of such preference capital (other than redeemable preference share capital) or all or any of the rights and privileges attached to each class may, subject to the provisions of all Applicable Laws, be varied, modified, commuted, abrogated, affected or dealt with, with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class but not otherwise. To every such separate meeting, the provisions of this Constitution relating to Meetings of Members of the Company and to proceedings thereat shall mutatis mutandis apply, but so that the necessary quorum

shall be two (2) persons at least holding or represented by proxy one-third of the issued Shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two (2) holders of Shares of the class present in person or by proxy shall be a quorum) and that any holder of Shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every Share of the class held by him.

Creation or Issue of Further Shares

13. The rights conferred upon the Members of any preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith but in no respect in priority thereto.

Power of Paying Commission and Brokerage

14. The Company may exercise the powers of paying commissions conferred by Section 80 of the Act provided that the rate of the commission and the number of Shares which a person has agreed for a commission to subscribe shall be disclosed in the manner required by the said Section, and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the Shares are issued or an amount equal to ten per cent (10%) of such price (whichever is lesser). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

Shares Issued for Purposes of Raising Money for the Construction of Works or Buildings

15. Where any Shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest or returns on such share capital as it is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to share capital as part of the cost of the construction or provision.

Trusts not to be Recognised

16. Except as required by law or a Court of competent jurisdiction, no person shall be recognised by the Company as holding any Share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share, or any interest in any fractional part of a Share, or (except as provided by this Constitution) any other rights in respect of any Share, except an absolute right to the entirety thereof in the register holder.

LIEN ON SHARES

Company to have a Lien

17. (1) Lien on Shares and Distribution

The Company shall have a first and paramount lien on every Share (not being a fully paid up Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share. Such lien shall be restricted only to the specific Shares on which such calls or instalments are for the time being due and unpaid and to all dividend payment from time to time declared in respect of such Shares. The Company shall also have a first and paramount lien on all Shares (whether fully paid or not) for all moneys which the Company may be called upon by law to pay in respect of the Shares of any Member or deceased Member.

(2) Power of Sale in respect of Shares under Lien

The Company shall be entitled to sell any Share over which the Company has a lien in a manner as the Board considers appropriate in accordance with Section 111 of the Act, in that the sale of the Shares by the Company shall not be made unless:

- (a) a sum in respect of which the lien exists is presently payable; and
- (b) until the expiry of fourteen (14) days from a written notice, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable has been given to the registered holder for the time being of the Share or the person entitled to the Share by reason of death or bankruptcy of the registered holder.

(3) Transfer on Sale under Lien

To give effect to any sale under Article 17(2) hereof, the Board may authorise a person to transfer the Shares sold to the purchaser of the Shares in accordance with the Applicable Laws, who shall be registered as a Member comprised in any such transfer and whose name shall be entered in the register as holder of the Shares, and the Board shall not be bound to see to the application of the purchase money. The title of the purchaser to the Shares sold under Article 17(2) hereof shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(4) Application of Proceeds of Sale

The net proceeds of any sale under Article 17(2) hereof 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 any residue shall be paid to the person entitled to the Share at the date of the sale, subject to a similar lien for sums not presently payable which exists over the Shares before the sale.

FORFEITURE OF SHARES

Notice to Pay Calls

18. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest or compensation and expenses which may have accrued by reason of such non-payment.

The joint holders of a Share shall be jointly and severally liable to pay all calls in respect of their Shares.

Length of Notice

19. A notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made. It shall state that in the event of non-payment on or before the time appointed, the Shares in respect of which the call was made will be liable to be forfeited.

Failure to Comply with Notice

20. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. A forfeiture of any Share shall include all dividends in respect of that Share not actually paid before the forfeiture, notwithstanding that they shall have been declared.

Sale of Forfeited Share

21. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. If any Shares are forfeited and sold, the residue from the sale after the satisfaction of the unpaid calls, amount of the accrued interest and expenses relating to the sale shall be received by the Company and applied in or towards payments of the unpaid calls and the residue, if any, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

Liability to the Company of Person whose Shares are Forfeited

22. 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 moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares (together with interest or compensation at the rate of eight per cent (8%) per annum or such other rate as may be allowed under the Applicable Laws and determined by the Board to be calculated from the date of forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest) but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares.

Evidence of Forfeiture by the Company

23. A statutory declaration in writing by a Director or the Secretary that a Share has been duly forfeited on the date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

The Company may receive the consideration, if any, given for a forfeited Share on any sale, or disposition thereof. Subject to the Applicable Laws, the Company may, for and on behalf of the person whose Shares were forfeited, sold or disposed of, request Bursa Depository to transfer such Shares to the securities account of the person to whom the Shares are sold or otherwise disposed of and he shall be registered as the shareholder in respect of such Shares and shall not have 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.

Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of Shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses shall be paid to the person entitled to the Shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs.

Forfeiture Provisions to Apply to Non-payment of Sums Due at Fixed Times

24. 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.

CALLS ON SHARES

Call and when Payable

25. The Board may from time to time make calls upon the Members in respect of any money unpaid on their Shares and not by the conditions of allotment thereof made payable at fixed date, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A call may be revoked or postponed as the Board may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.

Interest on Calls

26. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment at such rate as the Board may determine (provided that such rate shall not exceed eight per cent (8%) per annum), but the Board shall be at liberty to waive payment of such interest or compensation wholly or in part.

Non-payment of Calls

27. Any sum which by the terms of issue of a Share becomes payable on allotment or at any fixed date, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue becomes payable and in the case of non-payment, all the relevant provisions of this Constitution and the Applicable Laws as to the payment of interest and expenses, forfeiture and the like shall apply as if such sum had become payable by virtue of a call duly made and notified.

Arrangements and Time for Payment of Calls

28. The Board may on the issue of Shares differentiate between the holders as to the amount of calls to be paid and the times of payment.

Advance of Calls

29. The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the capital uncalled and unpaid upon any Shares held by him and upon all or any of the capital so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in a Meeting of Members shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Board and the Member paying the sum in advance. Any capital paid on Shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in a 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.

Transfer of Securities

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

TRANSMISSION OF SHARES

Transmission of Securities from Foreign Register

31. Where:-

- (a) the Securities of the Company are listed on another stock exchange; and
- (b) such Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29A of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities,

such Company shall upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.

Death or Bankruptcy of a Member

32. In the case of death of a Member, the legal personal representative of the deceased shall be the only person recognised by the Company as having any title to his interest in the Shares, but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any Share which had been held by him.

Registration of Transmission of Shares

33. Any person becoming entitled to Shares in consequence of the death or bankruptcy of any Member, may, upon such evidence being produced as may from time to time properly be required by the Board and Bursa Depository and subject to this Constitution and all Applicable Laws, elect either to be registered himself as holder of the Share or to have a person nominated by him registered as the transferee thereof.

Election of Person Entitled to be Registered Himself

34. If any person so becoming entitled to any Share by reason of death or bankruptcy of a Member shall elect to be registered himself, he shall, subject to Applicable Laws, deliver or send to the Company and Bursa Depository a request for transfer of the Shares to his securities account. If he elects to have another person registered, he

shall, subject to Applicable Laws, deliver or send to Bursa Depository a request for transfer of the Shares to that person's securities account. All the limitations, restrictions and provisions of this Constitution and Applicable Laws relating to the rights to transfer and the registration of transfers of Shares shall be applicable to any such request and transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the request for transfer were signed by that Member.

Person Entitled to Receive and Give Discharge for Dividends

35. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not before being registered as a Member in respect of the Share be entitled in respect of the same dividends and other advantages or to exercise any right conferred by membership in relation to the Meeting of the Members. Provided always that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share and if the notice is not complied with within ninety (90) days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share until the requirements of the notice have been complied with.

CONVERSION OF SHARES INTO STOCK

Conversion of Shares into Stock and Reconversion

36. The Company may by Ordinary Resolution convert any paid up Shares into stock or re-convert any stock into paid up Shares of any denomination.

Holders of Stock may Transfer their Interest

37. The stockholders may transfer the same or any part thereof in the same manner and subject to the same regulations and subject to which the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; and the Board may from time to time fix the minimum amount of stock transferable.

Participation in Dividends and Profits

38. The stockholders shall according to the amount of the stock held by them have the same rights, privileges and advantages with regards to dividends, voting at meetings of the Company 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.

ALTERATION OF CAPITAL

Power to Increase Capital

39. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into Shares of such amounts as the resolution shall prescribe.

Rights and Liabilities Attached to New Shares

40. All new Shares shall be subject to the same provisions of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as the Shares in the original share capital.

Power to Alter Capital

41. The Company may by Ordinary Resolution:-

(1) Power to Consolidate and Divide Shares

Consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share was derived;

(2) Power to Convert Shares

Convert all or any of its paid-up Shares into stock and reconvert that stock into paid-up Shares;

(3) Power to Sub-divide Shares

Subdivide its Shares, or any of the, Shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived.

Power to Reduce Capital

42. The Company may by Special Resolution reduce its share capital, in any manner permitted or authorized under and in compliance with all Applicable Laws.

MEETINGS OF MEMBERS

Annual General Meetings

43. The Company shall hold an Annual General Meeting in every calendar year in addition to any other Meetings of Members held during that year in accordance with the provisions of the Act to transact the following businesses:
- (a) the laying of the audited financial statements and the reports of the Directors and Auditors;
 - (b) the election of Directors in place of those retiring;
 - (c) the appointment and the fixing of the fee of Directors;
 - (d) the appointment and the fixing of the remuneration of Auditors; and
 - (e) any resolution or other business of which notice is given in accordance with the Act or this Constitution.

The Annual General Meeting must be held:

- (a) within six (6) months of the Company's financial year end; and
 - (b) not more than fifteen (15) months after the last preceding Annual General Meeting.
44. All Meetings of Members other than the Annual General Meetings shall be called Meetings of Members.

Convening of Meeting of Members

45. All Meeting of Members (other than the Annual General Meeting which shall be convened in accordance with Article 43 of this Constitution) may be convened by:
- (a) the Board; or
 - (b) any Member holding at least 10 per centum (10%) of the issued share capital of the Company.

Requisition of Meeting of Members by the Members

46. A Meeting of Members (other than an Annual General Meeting which shall be convened in accordance with Article 43 of this Constitution) shall be convened on such requisition as referred to in Section 311 of the Act or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner

provided in Section 313 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are requisitioned to be convened by the Board.

NOTICE OF GENERAL MEETINGS

Notices

47. Subject to the Applicable Laws, a Meeting of Members shall be called by notice,:
- (a) in the case where a Special Resolution is proposed or where it is an Annual General Meeting, at least twenty-one (21) days before the meeting, provided always that an Annual General Meeting may be called by a notice shorter than that provided herein if it is agreed by all the Members entitled to attend and vote at the meeting; and
 - (b) in any other case, at least fourteen (14) days before the meeting, provided always that a Meeting of Members may be called by notice shorter than the period provided herein if it is so agreed by the majority in the number of Members entitled to attend and vote at the meeting, being a majority who together holds not less than ninety five per centum (95%) in the number of the Shares giving a right to attend and vote at the meeting, excluding any Share in the Company held as treasury Shares.

Resolution Requiring Special Notice

48. (1) Where special notice is required of a resolution under any provision of the Act, the resolution shall not be effective unless notice of the intention to move it has been given to the Company at least twenty-eight (28) days before the meeting at which it is moved. The Company is not required to give notice of the proposed resolution received under this Article to the Members unless the resolution can be properly moved at a Meeting of Members required under the Act.
- (2) The Company shall, where practicable, give the Members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting. Where it is not practicable to give the Members notice in accordance with the aforesaid, the Company shall give its Members notice of any such resolution at least fourteen (14) days before the meeting by advertising it in one widely circulated newspaper in Malaysia in the national language and one widely circulated newspaper in Malaysia in the English and in writing to the Exchange.
- (3) If, after notice of the intention to move such a resolution has been given to the Company, a meeting is called on a date twenty-eight (28) days or less after the notice has been given, the notice although not given within the time required as aforesaid is deemed to have been properly given.

Requirements Related to the General Meeting Record of Depositors

49. (1) The Company shall request Bursa 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.
- (2) The Company shall also request Bursa Depository in accordance with the Rules, to issue the General Meeting 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 of Members ("**General Meeting Record of Depositors**").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any Meeting of Members and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

Requirement in Notice Calling the Meeting

50. (1) Every notice calling a Meeting of Member shall specify the place, date and time of the meeting, the general nature of the meeting and any proposed resolution and other information as the Board deems fit and there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint proxy(ies) in accordance with Section 334 of the Act.
- (2) In the case where a Special Resolution is to be proposed or where it is an Annual General Meeting, the notice shall also specify the meeting as such.
- (3) Any notice of a Meeting of Members called to consider special business shall specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. If any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.
- (4) At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where a Special Resolution is proposed or where it is an Annual General Meeting, of every such meeting must be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

Manner in which it is to be Given

51. The notice of the Meeting of Members shall be given in accordance with the Applicable Laws; specifically, Sections 318 to 321 of the Act.

Accidental Omission

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

VENUE OF MEETING OF MEMBERS

Main Venue

53. The main venue of all Meetings of Members (including the Annual General Meetings) shall be within Malaysia at such time and place as the Board shall determine. The Chairperson shall be present at that main venue of the meeting.

Two or More Venues

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

PROCEEDINGS AT MEETING OF MEMBERS

Quorum

55. No business shall be transacted at any Meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member.

When Quorum is not Present

56. If within half 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 such date time and place as the Board shall decide and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairperson of the Meeting of Members

57. The Chairman, failing whom, any Director present shall elect from among their body, shall preside as Chairperson at a Meeting of Members but if there be no such Chairperson or Director or if at any Meeting of Members no such officer is present within fifteen (15) minutes after the time appointed for the holding of the meeting or is

unwilling to act, the Member(s) or proxy(ies) present and entitled to vote shall elect one (1) among themselves to be the Chairperson of the meeting. However, a proxy shall not be eligible for election as Chairperson of the meeting.

Adjournment of the Meeting of Members

58. The Chairperson may with the consent of any Meeting of Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Method of Voting

59. A resolution put to the vote at any Meeting of Members shall be determined by poll.

Casting Vote of Chairperson

60. In the case of an equality of votes on a poll, the Chairperson of the meeting shall be entitled to a further or casting vote in addition to any votes to which he may be entitled as a Member.

How is the Poll Taken

61. A poll shall be taken in such manner as the Chairperson of the meeting may direct and the result of a poll shall be the resolution of the meeting at which the poll was taken. The Company shall appoint at least one (1) scrutineer for the purposes of a poll in accordance with the Applicable Laws, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Time for Taking the Poll

62. A poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or after an interval or adjournment or otherwise as the Chairperson may direct.

Conduct of the Poll

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

VOTING OF MEMBERS

Voting Rights of Members

64. Subject to all Applicable Laws and any special rights or restrictions for the time being attached to any class or classes of Share in the capital of the Company, on a resolution to be decided on a show of hands, a holder of ordinary Shares or preference Shares (which all calls due to the Company have been paid) who is personally present or by proxy and entitled to vote shall be entitled to one (1) vote and on a poll every Member who is present in person or by proxy shall have one (1) vote for every ordinary Share he holds.

Vote of Member of Unsound Mind

65. A Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote on a poll by his committee, receiver, curator bonis, tutor, guardian, judicial factor or other person in the nature of a committee, receiver, curator bonis, tutor, guardian, or judicial factor appointed by that court, and any such committee, receiver, curator bonis, tutor, guardian, judicial factor or other person may, on a poll, vote by proxy.

No Right to Vote where a Call is Unpaid

66. Subject to Articles 49(1), 49(2) and 49(3) hereof, a Member shall be entitled to be present and to vote on any question either personally or by proxy at any Meeting of Members (including Annual General Meetings) or upon a poll or be reckoned in the quorum in respect of any fully paid up Shares or of any Shares upon which calls due and payable to the Company shall have been paid, but shall not be entitled so to vote or to exercise any privilege as a Member or to exercise any privilege as a Member in respect of any Shares upon which any call or other sum so due and payable shall be unpaid.

PROXY

Appointment of Proxy

67. (1) Any Member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a Meeting of Members. Where a Member is entitled to vote on a resolution has appointed more than one (1) proxy, the proxies shall only be entitled to vote on poll provided that the Member specifies the proportion of his shareholdings to be represented by each proxy.
- (2) A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.

- (3) Where a Member is an Exempt Authorised Nominee which holds ordinary Shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the Exempt Authorized Nominee may appoint in respect of each omnibus account it holds.
- (4) An Exempt Authorised Nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

Instrument Appointing Proxy

- 68. The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe, subject to the Applicable Laws.
- 69.
 - (1) The instrument appointing a proxy shall be in writing under the hands of the Member or of his attorney duly authorised in writing or if the Member is a corporation either under its seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised in writing. The instrument appointing a proxy authorises the proxy to demand or join in demanding a poll.
 - (2) An instrument appointing a proxy executed in Malaysia need not be witnessed. The signature to an instrument appointing a proxy executed outside Malaysia shall be attested by a solicitor, notary public, consul or magistrate, but the Board may from time to time waive or modify the requirement either generally or in a particular case or cases.
 - (3) The instrument appointing a proxy shall be deemed to confer authority generally to act at any meeting for the Member giving the proxy and shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

Delivery of Proxies

- 70. 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 appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid or in such other period(s) as may be provided or permitted under the Applicable Laws and stipulated in the form of proxy or in the notice of meetings.

Intervening Death or Insanity of Principal not to Affect Votes Cast by Proxy

71. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the appointment of the proxy, or of the authority under which the proxy was executed or that or the transfer of the Share in respect of which the proxy is given, if no intimation in writing of such death, unsoundness of mind 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.

Termination of proxy

72. The termination of proxy shall be in accordance with the Applicable Laws.

CORPORATIONS ACTING BY REPRESENTATIVES

Corporate Representatives

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

Evidence of Passing of Resolutions

74. The Chairperson of the meeting shall declare whether or not the resolutions put to vote at a Meeting of Members are 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.

Objection to Qualification of Voter

75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Members' Power to Require Circulation of Resolutions and Statements

76. Any Member may require the Company to give a notice of a resolution which may be properly moved at any Meeting of Members, or circulate any statement pertaining to such resolution or such other business to be dealt with at the meeting, to the Members entitled to receive notice of a Meeting of Members. The Company shall not be bound to give notice of such resolution or circulate any statement unless the Member shall

have served at the Office a copy of the requisition signed by the Member subject to compliance with Section 323 of the Act:-

- (a) in the case of a requisition requiring notice of a resolution, at least twenty-eight (28) days before the meeting; and
- (b) in the case of any other requisition, at least seven (7) days before the meeting.

The above requisition shall contain:

- (i) the proposed resolution;
- (ii) a statement of its intention to submit the proposed resolution at that Meeting of Members; and
- (iii) statements of not more than one thousand (1000) words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

DIRECTORS

Number of Directors

77. (1) Unless and until the Company shall by Ordinary Resolution otherwise resolve, the number of Directors of the Company shall not be less than three (3) or more than twelve (12).
- (2) The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Directors may, except in an emergency, act for the purpose of increasing the number of Directors to that minimum number or of summoning a Meeting of Members of the Company.

Fees and Benefits for Directors

78. The fees and any benefits payable to the Directors including any compensation for loss of employment of a Director shall not be paid or increased except by Ordinary Resolution passed at the Meeting of Members where notice of the proposed payment or increase has been given in the notice convening that meeting, PROVIDED ALWAYS that:-
- (a) fees payable to non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover;

- (b) 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; and
- (c) any Director who shall hold office for part of the period only in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office.

No Share Qualification

79. No Director shall be required to hold a Share qualification.

Expenses

80. The Company may repay to any Director all such reasonable expenses as he may incur in attending and returning from Board Meetings, or of any committee of the Directors, or Meeting of Members, or otherwise in or about the business of the Company.

Pensions for Directors

81. Subject to the Applicable Laws, the Directors shall have the power to pay and agree to pay pensions or other retirement superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

EXECUTIVE OFFICE

Appointment to Executive Office

82. (1) The Board may from time to time appoint one or more of its body to be the holder of any executive office upon such terms and for such period as it may determine.
- (2) The Board may subject to the provision of the next following paragraph of this Article appoint one (1) of their body to the office of Managing Director for a fixed term not exceeding three (3) years and may from time to time (subject to any contract between him and the Company) remove or dismiss him from office and appoint another in his place. The Managing Director shall be subject to the control of the Board.
- (3) The appointment of any Director to the office of Managing Director shall be subject to termination if he ceases from any cause to be a Director, but without

prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

- (4) The appointment of any Director to any other executive office shall be subject to termination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall state otherwise but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

Powers of Executive Directors

83. The Board may entrust to and confer upon a Director holding any executive office any of the powers (other than the power to make calls on or to forfeit Shares or the powers exercisable by the Directors under Article 103 hereof) exercisable by them as Directors upon such terms and conditions and with such restrictions as it may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS

Board Meetings

84. The Third Schedule of the Act does not apply to the Company. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as it thinks fit.

Requisition of a Board Meeting

85. Any Director may request the Secretary to arrange for the holding of Board Meeting by video conferencing and/or telephone conferencing. The contemporaneous linking by such video conference and/or telephone conference, of such a number of Directors sufficient to constitute quorum, will constitute a duly convened and constituted Board Meeting provided that:
- (a) prior notice of the video conference and/or telephone conference, have been given, whether in writing or by telephone;
 - (b) each of the Directors participating in the video conference and/or telephone conference must be able to hear each and every of the Directors participating in the video conference and/or telephone conference;
 - (c) at the commencement of each such video conference and/or telephone conference and prior to the voting of any resolution, each Director must acknowledge his presence for the purpose of the meeting to all other Directors participating in the video conference and/or telephone conference; and

- (d) a Director must not leave the video conference and/or telephone conference by disconnecting his video conference and/or telephone conference device unless he has previously obtained the expressed consent of the Chairman. A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the video conference and/or telephone conference unless he has previously obtained the consent of the Chairman to leave the video conference and/or telephone conference.

Minutes of the proceedings at a video conference and/or telephone conference are sufficient evidence of such proceedings and of the observance of all necessary formalities, if the minutes are certified by the Chairman of the Board Meeting, provided that all such minutes shall be tabled at the next physical Board Meeting for approval by the Directors.

The above provisions shall also be applicable in relating to any meeting of any committees, of the Directors.

Notice of Board Meeting

86. Unless otherwise determined by the Board from time to time, at least five (5) business days' notice of all Board Meetings shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable notice of every Board meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia, registered with the Company, notice of a Board Meeting by hand or by post. Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Board Meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, two (2) days following that on which a properly stamped letter containing the notice is posted.

Quorum

87. The quorum necessary for the transaction of business of the Board may be fixed by the Directors and unless so fixed shall be three (3) Directors. An alternate Director shall count as representing the Director appointing him in ascertaining whether a quorum of Directors is formed.

Declaration of Interest, Restrictions on Discussions and Voting

88. Every Director shall declare his interest in the Company and his interest in any contract or proposed contract with the Company as may be required by law. Subject to Section 222 of the Act, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted.

Restriction in Voting

89. A Director shall not vote in respect of any contract, proposed contract or arrangement in which he is interested, directly or indirectly, and if he should do so, his vote should not be counted.

Authority to One Director to Vote for Absent Director

90. A Director who has not appointed an alternate Director may authorise any other person to vote for him at any meeting or meetings at which he is not present. Every such consent and authority shall be in writing or by cable facsimile, radiogram, or telegram which shall be produced at the meeting or meetings at which the same is to be used and be left with the Secretary for filing.

Director may Act in a Professional Capacity

91. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he was not a Director, providing that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

General Notice of Interest in Contracts

92. A general notice given to the Board that a Director, alternate Director or Managing Director is an officer or member of or interested in any specified firm or corporation and is to be regarded as interested in any contract which may, after the date of the notice, be made with that firm or corporation shall be deemed to be a sufficient declaration of interest in relation to any contract made if the notice specifies the nature and extent of the Director's interest in the specified firm or corporation and the interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is so made. Such notice shall be of no effect unless the notice is given at a Board Meeting or the Board takes reasonable steps to ensure that the notice is brought up and read at the next Board Meeting after it is given.

Director's Interest in Corporation Promoted by Company

93. Subject to compliance all Applicable Laws, a Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in such corporation unless the Company otherwise directs at the time of his appointment.

Chairman and Vice-Chairman

94. The Board shall elect a Chairman from such of their number and the Board may determine the period for which such officers shall respectively hold office. The

Chairman or in the absence of the Chairman, the Directors present shall choose one of their number or the Managing Director to be appointed as Chairman of the meeting.

Determination by Majority of Votes and Chairman to have a Casting Vote

95. Subject to this Constitution, any question arising at any Board Meeting shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board and PROVIDED ALWAYS that in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.

Resolutions in Writing

96. A resolution in writing signed by all the Directors or their respective alternate Directors of the Company shall be as effective as a resolution passed at a Board Meeting duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.

Power to Appoint Committees

97. The Board may delegate any of its powers (other than the power to make calls on or to forfeit Shares or the powers exercisable by the Board under Article 100 hereof) to committees consisting of such member or members of their body or such other person or persons as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Board.

Proceedings at Committee Meetings

98. The meetings and proceedings of any such committees consisting of two or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board under the last preceding.

Validation of Acts

99. All acts done by any Board Meeting or of a committee established by the Board or by any person appointed and acting as a Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there were some defects in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

POWERS AND DUTIES OF DIRECTORS

Borrowing Powers

100. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party PROVIDED ALWAYS that nothing contained in this Constitution shall authorise the Board to borrow any money or mortgage or charge any of the Company's or any of its 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.

General Power of Directors to Manage Company's Business

101. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised by the Company in the Meeting of Members, subject nevertheless to any regulation of this Constitution, to the provisions of the Act, and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article provided that any sale or disposal by the Board of a substantial portion of the Company's main undertaking or property shall be subject to the approval of the Members in meeting.

Power to Appoint Attorneys

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

Signature of Cheques and Bills

103. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

DISQUALIFICATION OF DIRECTORS

Vacation of Office of Director

104. The office of a Director shall be vacated if the person holding that office:
- (a) resigns in accordance with the provisions of the Act;
 - (b) has retired in accordance with the Act or this Constitution but is not re-elected;
 - (c) is removed from office in accordance with the Act or this Constitution;
 - (d) becomes disqualified from being a director under the provisions of the Act;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (f) dies;
 - (g) otherwise vacates his office in accordance with this Constitution; or
 - (h) is absent from more than 50% of the total Board Meetings held during a financial year; or
 - (i) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in the relevant provisions of the Listing Requirements; and

if a vacancy is created resulting from circumstances referred to above, the Board shall have the power, at any time, to appoint any person to be a Director to fill such casual vacancy and the Director so appointed shall hold office until the next Annual General Meeting.

ROTATION OF DIRECTORS

Rotation and Retirement of Directors

105. At the Annual General Meeting of the Company in every year, one-third of the Directors for the time being or if their number be not a multiple of three, then a number nearest to one-third shall retire from office provided always that all Directors shall retire from office once in at least three years, save and except for the Managing Director.

Which Directors to Retire

106. An election of Directors shall take place each year. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment,

but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Reappointment

107. A retiring Director shall be eligible for re-election.

Filing of Vacancy

108. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

Nomination of Directors

109. No person other than a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any Meeting of Members unless some Member intending to propose him 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. The cost of serving the notice as required to propose the election of a Director, where the nomination is made by a Member, shall be borne by the Member making the nomination.

Directors' Power to Fill Casual Vacancy and Make Additional Appointment

110. The Board shall have power at any time and from time to time to appoint any person who is not disqualified to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following 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 such meeting.

Removal of Directors

111. The Company may by Ordinary Resolution, of which a special notice in accordance with the Act has been given to all Members entitled to receive notices, remove any Director before the expiration of his period of office notwithstanding anything in this Constitution or any agreement between the Company and such Director PROVIDED ALWAYS THAT the removal shall comply with Section 207 of the Act in doing so. If the Director was appointed to represent the interest of any particular class of members,

the resolution to remove the director shall not take effect until the Director's successors has been appointed. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

Appointment of Director in Place of the One Removed

112. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 111 and without prejudice to the powers of the Board under Article 110 the Company in a Meeting of Members may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such vacancy shall hold office only until the next Annual General Meeting of the Company, and shall then be eligible for re-election.

ALTERNATE DIRECTOR

Provision for Appointing and Removing Alternate Directors

113. (1) Any Director may at any time by writing under his hand and deposited at the Office appoint any person to act as his alternative, provided that:
- (a) such person is not a Director of the Company;
 - (b) such person does not act as an alternate for more than one Director of the Company;
 - (c) the appointment is approved by a majority of the members of the Board; and
 - (d) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.

The Director may in the like manner at any time, terminate such appointment. Any appointment 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.

- (2) The appointment of an alternate Director shall ipso facto end:
- (a) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director; or
 - (b) if he has a receiving order made against him or compounds with his creditors generally; or
 - (c) if he becomes of unsound mind.

His appointment shall also end ipso facto if his appointer ceases for any reason to be a Director.

- (3) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct and that any such fee payable by the Company to the alternate Director shall be deducted from that Director's remuneration, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

SECRETARY

Appointment of Secretary

114. The Secretary or joint Secretaries of the Company shall be appointed by the Board for such term or terms at such remuneration and upon such conditions as it may think fit; and any Secretary or joint Secretaries so appointed may be removed by it, but without prejudice to any claim he or it may have for damages for any breach of contract of service against the Company.

THE SEAL

Formalities for Affixing Seal

115. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Directors authorised by the Board in that behalf. Every instrument to which the Seal shall be affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Board for the purpose.

Power to have a Seal Abroad

116. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Board. The official Seal shall be an exact copy of the Company's Seal, with the addition on its face of the place where it is to be used.

AUTHENTICATION OF DOCUMENTS

Power to Authenticate Documents

117. Any Director or the Secretary or any other person approved by the Board shall have the power to authenticate any documents effecting the Constitution of the Company

and any resolution passed by the Company or the Board 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.

Certified Copies of Resolutions of the Directors

118. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a Board Meeting which is certified as such in accordance with the provisions of Article 117 hereof 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 Board Meeting.

DISTRIBUTION

Payment of Dividends

119. Dividends may be declared by the Board at such time and in such amount as may be authorised by the Board but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Board.

Apportionment of Dividends

120. Unless and to the extent that the special rights attached to any Shares otherwise provide, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid or credited as paid on a Share in advance of calls shall be treated as paid on the Share. All dividends shall be apportioned and paid pro rata according to the amounts paid or credited on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms providing that it shall rank for dividend in whole or in part as from a particular date, such Share shall rank for dividend accordingly.

Distribution only if Company is Solvent

121. The Board may authorise a dividend 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.

Profit Earned Before the Acquisition of a Business

122. Subject to the provisions of the Act, where any asset, business or property bought by the Company as from a past date whether such date be before or after the

incorporation of the Company upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses may, at the discretion of the Board, in whole or in part be carried to revenue account and be treated for all purposes as profits or losses to the Company. Subject as aforesaid, if any Shares or Securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalize the same or part thereof.

Dividend not to Bear Interest

123. No dividend or other moneys payable on or in respect of a Share shall bear interest as against the Company.

Deduction of Debts Due to the Company

124. The Board may deduct from any dividend, bonus or other moneys 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.

Unclaimed Dividends

125. The payment by the Board of any unclaimed dividend, interest or other moneys payable on or in respect of a Share into a separate account shall not constitute the Company a trustee in respect thereof and any unclaimed dividend shall be dealt with in accordance with the Unclaimed Moneys Act, 1965, (Revised 1989) and/or any other relevant law applicable.

Payment of Dividends in Specie

126. The Company may, upon the recommendation of the Board, by Special Resolution, direct payment of a dividend either in whole or in part by the distribution of specific assets and in particular of paid-up Shares, debentures or debenture stock of any other company or in any one or more of such ways and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board may settle the same as it thinks expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.

Dividends Payable in Cheque

127. Any dividend, interest or other moneys payable in cash in respect of Shares may be paid by cheque or war rant sent through the post to the registered address of the Member or person entitled thereto, or, if two or more persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such person or persons may by writing direct or through the credit of funds into the bank account of such Member or person entitled

thereto. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the Share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividends Due to the Persons Entitled Jointly

128. If two or more persons are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or in respect of the Share.

RESERVES

Setting Aside Profits

129. The Board may from time to time set aside out of the profits of the Company and carry to reserve such sums as it thinks appropriate which at the discretion of the Board shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Board may divide the reserve into such special funds as it thinks fit and may consolidate into one fund any special funds or any parts of any such funds into which the reserve may have been divided provided that no revenue reserve fund shall be consolidated with any capital reserve fund. The Board may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES

Power to Capitalise Profits

130. The Company may, upon the recommendation of the Board, by Ordinary Resolution resolve that it is desirable to capitalise the whole or any part of the sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution amongst the Members, provided that such sum be not required for paying the dividends on any Shares carrying a fixed cumulative preferential dividend, and accordingly that the Board be authorised and directed to appropriate the sum resolved to be capitalised to the Members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends, and to apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any Shares held by such Members; respectively, or in paying up in full unissued Shares or debentures of the Company of an amount equal to such sum, such Shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other.

Capitalisation of Profits

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

MINUTES AND BOOKS

Minutes

132. The Board shall cause minutes to be made in the books to be provided for the purpose:
- (a) of the names of the Directors present at each Board Meeting and of any committee of Directors; and
 - (b) of all resolutions and proceeds at all meetings of the Company and of any class of Members of the Company and of the Directors and of committees of Directors.

Keeping of Registers

133. The Board shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a Register of Members, a register of mortgages and charges, a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

Form of Registers

134. Any register, index, minute book, book of account or other book required by these Articles or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Board shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

Directors to Keep Proper Accounting Records and Financial Statements

135. The Directors and managers of the Company shall cause to be kept the accounting records and other records to sufficiently explain the transaction and financial position of the Company including its subsidiaries and enable a true and fair profit and loss accounts and balance sheet and any documents required to be attached thereto to be prepared in accordance with the Applicable Laws and shall distribute copies of balance sheets and other documents as required under the Applicable Laws.

Inspection of Books

136. Subject always to Sections 245(5) and (6) of the Act, the books of accounting and records of operations as aforesaid shall be kept at the Office or at such other place as the Board thinks fit and shall always be open to inspection by the Board. 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 the Applicable Laws or authorised by the Board.

Preparation and Issuance of Audited Financial Statements and Directors' Report

137. The Board shall cause to be prepared, sent to every Member and laid before the Company in its Annual General Meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months.

Circulating Copies of Audited Financial Statements and Directors' Report

138. A copy of each of the audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof shall, not less than twenty-one (21) days before the date of the Annual General Meeting be sent to every Member of and to every holder of debentures of the Company and to every other person who is entitled to receive notice of Meeting of Members from the Company under the provisions of the Act or of this Constitution, in accordance with the provisions of the Act or of this Constitution, provided that this Article 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.

Particulars of Investments

139. Save as may be necessary for complying with the provisions of the Applicable Laws, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

Auditors

140. The Auditors shall be appointed for each financial year by Ordinary Resolution at the Annual General Meeting of the Company in accordance with Section 271 of the Act.

Validity of Acts of Auditors Despite Some Formal Defect

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

Attendance of Auditors at General Meetings where Financial Statements are Laid

142. 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.

NOTICE

Service of Notices and/or Documents

143. Any notice and/or any documents required to be sent to Members may be given in hard copy by the Company or the Secretary to any Member either personally or sent by post to him in a prepaid letter addressed to him at his registered address as appearing in the Register of Members or Record of Depositors as the case may be, in Malaysia or, (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for giving of notices to him. The contact details of a Member as set out in the Record of Depositors shall be deemed to be the last known address for purposes of receiving documents or notices from the Company.

Any notice and/or any documents required to be sent to Members may also be given in electronic form, and sent by the following electronic means:-

- (a) transmitting to the electronic address as set out in the Register of Members or in the Record of Depositors or as provided by the Member to the Company or Bursa Depository for such purpose. The electronic email address provided by

the Member to the Depository shall be deemed as the last known address for purposes of receiving documents or notices from the Company; or

- (b) publishing the notice on the Company's website provided that a notification to that effect is given in accordance with Section 320 of the Act; or
- (c) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members; or

through such other electronic means as may be approved by the Board and notified to the Members.

When Service Deemed Effectuated

144. Any notice or other document if served by post shall be deemed to have been served in the case of a Member or Director having an address for service in Malaysia, two (2) days following the day on which the properly stamped letter, envelope or wrapper containing such notice and any other documents is posted and in the case of a Member or Director having an address for service outside Malaysia, five (5) days following that on which the letter suitably stamped at airmail rates containing the same is posted in Malaysia. In providing service by post it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into a post office letter box or post box or by a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted.

Any notice or other document if served by electronic means:-

- (a) pursuant to Article 143(a), shall be deemed to have been served at the time of transmission to a Member's electronic address;
- (b) pursuant to Article 143(b), shall be deemed to have been served at the time when the notice is first made available on the Company's website; or
- (c) pursuant to Article 143(c), shall be deemed to have been served at the time when the information hosted on any other electronic platform is first made accessible to Members.

Service of Notices after Death or Bankruptcy of a Member

145. A person entitled to a Share in consequence of the death or bankruptcy of a Member, upon supplying to the Company such evidence as the Board may reasonably require to show his title to the Share and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the Share. Save as aforesaid, any notice or document

delivered or sent by post to or left at the registered address of any Member in Malaysia as appearing in the Register of Members or the Record of Depositors, or (if he has no registered address in Malaysia) to the address, if any, within Malaysia supplied by him to the Company as his address for service of notices in pursuance of these Articles shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member.

No Address within Malaysia

146. A member who (having no registered address within Malaysia) has not supplied to the Company an address within Malaysia for the service of notices shall not be entitled to receive notices from the Company.

WINDING UP

147. Without prejudice to the rights of the holders of Shares issued upon special terms and conditions, 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 if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up, at the commencement of the winding up, on the Shares held by them respectively.

Distribution of Assets in Specie

148. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any Shares or other Securities whereon there is any liability.

Liquidator's Remuneration Subject to Approval by Members

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

INDEMNITY AND INSURANCE

Indemnity and Insurance for Company's Officer and Auditor

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

MISCELLANEOUS

Amendment of the Constitution

151. The Company may amend, delete or add to any of the Articles contained herein in accordance with the provision of all Applicable Laws.

Compliance with Statutes, Regulations and Rules

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

EFFECT OF THE APPLICABLE LAWS

153. (1) Notwithstanding anything contained in this Constitution, if the Applicable Laws prohibit an act being done, that act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Applicable Laws require to be done.
- (3) If the Applicable Laws 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 Applicable Laws require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision.

- (5) If the Applicable Laws require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Applicable Laws, this Constitution is deemed not to contain that provision to the extent of inconsistency.
- (7) For the purpose of this Constitution, unless the context otherwise requires, “Listing Requirements” means the Exchange’s Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.

EXTRACT OF NOTICE OF THE FIFTY-EIGHTH (58th) ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty-Eighth (58th) Annual General Meeting (“AGM”) of the Company will be held at the Board Room of Chemical Company of Malaysia Berhad, 13th Floor, Menara PNB, 201-A Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on **Monday, 15 June 2020 at 10.00 a.m.** for the following purpose:-

SPECIAL RESOLUTION 1

Proposed Amendments to the Existing Constitution of the Company (“Proposed Amendments”)

“THAT the Company’s existing Constitution be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Appendix III of the Circular to Shareholders dated 15 May 2020 accompanying the Company’s Annual Report for the financial year ended 31 December 2019.

AND THAT the Directors be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

NOTES:

1. As part of the Company’s initiative to curb the spread of Covid-19 outbreak and in line with the recommendation of the Suruhanjaya Syarikat Malaysia (“SSM”) and Securities Commission Malaysia to consider conducting AGMs electronically as provided under Section 327 of the Companies Act 2016 (“CA 2016”) , the 58th AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities which are available on the Share Registrar’s website, Boardroom Smart Investor Online Portal.

Please follow the procedures provided in the Administrative Guide for the 58th AGM in order to register, participate and vote remotely via the RPV facilities.

2. The venue of the 58th AGM is strictly for the purpose of complying with Section 327(2) of CA 2016 which requires the Chairman of the Meeting to be at the main venue. No Shareholders/ proxy(ies) from the public will be physically present at the meeting venue.
3. All Resolutions in the Notice of AGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

4. A Member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. Since the AGM will be conducted virtually/ online, if a member is unable to participate in the AGM via the RPV facilities, he/ she is entitled to appoint another person or the Chairman of the meeting to vote in accordance with his/ her voting instructions as indicated in the Proxy Form.
5. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, either under seal or under the hand of two authorised officers, one of whom shall be a Director, or of its attorney duly authorised in writing.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of Section 25A(1) of SICDA.

7. The instrument appointing a proxy must be deposited to the Share Registrar, Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No.5, Jalan Professor Khoo Kay Kim (Jalan Semangat), Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time appointed for the taking of the poll as per Section 334(3) of the CA 2016.

Alternatively, a member may deposit his / her Proxy Form(s) by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Kindly follow the link at <https://www.boardroomlimited.my/> to login and deposit your Proxy Form electronically, also not less than 24 hours before the meeting.

8. Only Members whose names appear in the General Meeting Record of Depositors on 10 June 2020 will be regarded as members and will be entitled to attend, participate and vote at the meeting.