

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.

Bursa Malaysia Securities Berhad ('Bursa Securities') has not perused the contents of this Circular pertaining to the Proposed Amendment of The New Constitution prior to its issuance as it is prescribed as an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



SPIRIT OF ACHIEVEMENT

BINA DARULAMAN BERHAD

(Company No. 332945-X)

(Incorporated in Malaysia under the Companies Act, 1965 and
deemed registered under the Companies Act, 2016)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED AMENDMENTS OF THE COMPANY'S EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This is the Circular referred to in Agenda No. 6 of the Notice of 24th Annual General Meeting of
Bina Darulaman Berhad dated 2 April 2019

The resolution in respect of the above proposal will be tabled as Special Business at the 24th Annual General Meeting of the Company. The notice of the 24th Annual General Meeting of the Company together with the Form of Proxy are despatched together with this Circular.

In the event you wish to appoint a proxy, please complete, sign and return the Form of Proxy in accordance with the instructions printed thereon. The completed Form of Proxy must be deposited at the registered office of the Company, Level 9, Menara BDB, 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman before 10.00 a.m. on 23 April 2019 which is not less than forty-eight (48) hours before the time for the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you subsequently decide to do so.

Date and time of the Annual General Meeting	:	25 April 2019 at 10.00 am or at any adjournment thereof
Venue of the Annual General Meeting	:	Damai Hall BDB Hotels Sdn Bhd Lot 888, Bandar Darulaman 06007 Jitra Kedah Darul Aman

This Circular is dated 2 April 2019

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular (definition denoting singular number shall also include the plural and vice-versa, where applicable):

Act	: Companies Act 2016, as amended from time to time
AGM	: Annual General Meeting of the Company
Annual Report 2018	: Annual Report of the Company for the financial year ended 31 December 2018
BDB or Company	: Bina Darulaman Berhad (Company No. 332945-X)
BDB Group or Group	: Our Company and our subsidiaries
Board	: Board of Directors
Bursa Securities	: Bursa Malaysia Securities Berhad
Circular	: This Circular dated 2 April 2019
Constitution	: The Constitution of the Company
Director(s)	: Shall have the meaning given in Section 2 of the Act and Section 2(1) of the Capital Markets and Services Act 2007
Form of Proxy	: Proxy form despatched together with the Notice of AGM
LPD	: 28 February 2019, being the latest practicable date before the printing of this Circular
Major Shareholder(s)	<p>: A person who has an interest or interests in one (1) or more voting shares in a company and the number or aggregate number of those shares, is:</p> <p>i. 10% or more of the total number of voting shares in the Company; or</p> <p>ii. 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company</p> <p>For the purposes of this definition, 'interest in shares' shall have the meaning given in Section 8 of the Act</p>
MCCG 2017	: The Malaysian Code on Corporate Governance 2017
MMLR	: The Main Market Listing Requirements of Bursa Securities and any amendment made thereto from time to time and any Practice Notes issued in relation thereto
M&A	: The Memorandum and Articles of Association of the Company
Proposed Amendment	: Proposed amendment of the new Constitution of the Company

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/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to a time of day and date in this Circular is a reference to Malaysian time and date, respectively.

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SPirit of Achievement

BINA DARULAMAN BERHAD

(Company No. 332945-X)

(Incorporated in Malaysia)

Registered Office:
Level 9, Menara BDB
88, Lebuhraya Darulaman
05100 Alor Setar
Kedah
Malaysia

2 April 2019

Board of Directors:

Dato' Asri Bin Hamidin @ Hamidon (Senior Independent Non-Executive Director)

Haji Abdul Rahman Bin Abdullah (Non Independent Non-Executive Director)

Sudirman Bin Masduki (Independent Non-Executive Director)

Datuk Mohd Radzif Bin Mohd Yunus (Independent Non-Executive Director)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED AMENDMENT OF THE COMPANY'S EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

1. INTRODUCTION

On 26 March 2019, the Company announced to Bursa Securities that it will seek shareholders' approval for the Proposed Amendment.

The purpose of this Circular is to provide you with details of the Proposed Amendment and to seek your approval on the same. This Proposed Amendment will be tabled at the forthcoming 24th AGM of the Company as a special resolution. An extract of the Notice of the 24th AGM is enclosed in Appendix III of 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 AMENDMENT OF THE COMPANY'S EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY AT THE FORTHCOMING 24TH AGM.

2. DETAILS OF THE PROPOSED AMENDMENT

The Board proposed for the Company to amend part of its existing M&A with immediate effect and in place thereof and to substitute the same with a new Constitution of the Company, in view of the Act which came into force on 31 January 2017.

A copy of the new Constitution is set forth in the Appendix II of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENT

The Proposed Amendment is primarily for the purposes of streamlining the Company's existing M&A to be in line with the Act which came into force on 31 January 2017, the MCGG 2017, the MMLR and the prevailing statutory and regulatory requirements applicable to the Company.

The Board proposes for the substitution of a new Constitution as the amendments required to be made to the existing M&A of the Company are substantial.

4. EFFECTS OF THE PROPOSED AMENDMENT

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

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

None of the Directors, Major Shareholders and/or Persons Connected with them have any interest, direct or indirectly, in the Proposed Amendment.

6. APPROVAL REQUIRED

The Proposed Amendment is subject to the approval of the shareholders of BDB at the forthcoming 24th AGM by way of a special resolution.

7. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Amendment, is of the opinion that the Proposed Amendment is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Amendment to be tabled at the forthcoming 24th AGM.

8. AGM

The 24th AGM of the Company, the Notice of which is despatched together with this Circular, will be held at Damai Hall, BDB Hotels Sdn Bhd, Lot 888, Bandar Darulaman, 06007 Jitra, Kedah Darul Aman on Thursday, 25 April 2019 at 10.00 am for the purposes of, inter alia, considering and if thought fit, approving the special resolution on the Proposed Amendment, as special business.

In the event you wish to appoint a proxy, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible, in any event, so as to arrive at the registered office of the Company, Level 9, Menara BDB, 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darul Aman before 10.00 a.m. on 23 April 2019 or not less than forty-eight (48) hours before the time for the meeting or any adjournment thereof.

The completion and lodgement of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board of Directors of
BINA DARULAMAN BERHAD

DATO' ASRI BIN HAMIDIN @ HAMIDON
Senior Independent Director

APPENDIX I

– FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

The Directors of BDB confirm that they have reviewed and approved the Circular to the shareholders of BDB in relation to the Proposed Amendment and they collectively and individually accept full responsibility for the accuracy and correctness of the information contained in the Circular 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 in the Circular false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there is no material contract which has been entered into by the BDB Group during the two (2) years immediately preceding this Circular, other than contracts entered into in the ordinary course of business.

- (i) Extension of Contract on State Road Maintenance Contract on “Penyelenggaraan Jalan-Jalan Negeri Di Negeri Kedah Darul Aman Bagi Tempoh Tiga (3) Tahun Daerah Kota Setar/Padang Terap, Kuala Muda/Sik, Kubang Pasu, Kulim/Bandar Baharu, Pendang/Yan Dan Baling” through Supplemental Agreement for one year from 10 June 2018 to 9 June 2019 at the additional cost of Ringgit Malaysia: Seventy Million (RM70,000,000.00) as per Bill of Quantity.
- (ii) Cadangan Pembangunan Sistem Pengairan Tersier di bawah Program NKEA (Pertanian) EPP 10, Lembaga Kemajuan Pertanian Muda (MADA), Negeri Kedah/Perlis Bagi Pakej A Subpakej 1 through Letter of Acceptance of Tender Award for a contract price of RM18,205,820.89.

3. MATERIAL LITIGATION

As at the LPD, neither our Company nor our subsidiaries is presently involved in any material litigation, claims and/or arbitration either as plaintiff or defendant, and our Board is not aware of any proceedings, pending or threatened against our Group, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of BDB Group.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company at Level 9, Menara BDB 88, Lebuhraya Darulaman 05100 Alor Setar, Kedah from the date of this Circular up to and including the date of the AGM:

- (i) the existing Memorandum and Articles of Association (M&A)
- (ii) the proposed new Constitution of the Company;
- (iii) the audited consolidated financial statements of the BDB Group for the financial year ended 31 December 2018;

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THE COMPANIES ACT, 2016
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION
OF
BINA DARULAMAN BERHAD
Company No. 332945-X

Incorporated on the 7th Day of February 1995

THE COMPANIES ACT 2016
COMPANY LIMITED BY SHARES
THE CONSTITUTION
OF

BINA DARULAMAN BERHAD

1. The name of the Company is BINA DARULAMAN BERHAD.
2. The Registered Office of the Company will be situated in Malaysia.

OBJECTS

3. The Company shall have full capacity to carry on or undertake any business or activities; and shall have for these purposes, full rights, powers and privileges as contained in Section 21 of the Act.
4. The liability of the members is limited.

The objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted acquire, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

5. The share capital of the Company is its issued share capital. Subject always to the respective rights, terms and conditions as stated herein, the Company shall have the power to increase, or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is, or at the option of the Company, liable to be redeemed.

DEFINITIONS AND INTERPRETATION

6. In these Articles if not inconsistent with the subject or context:-

“The Act” means the Companies Act 2016 as amended from time to time and any re-enactment thereof.

“The Company” means BINA DARULAMAN BERHAD (Company No. 332945-X)

“Bursa Securities” means Bursa Malaysia Securities Berhad.

“Central Depository” means Bursa Malaysia Depository Sdn Bhd, which expression shall include any successors thereof.

“Depository” means Bursa Malaysia Depository Sdn Bhd.

“Depositories Act” means The Securities Industry (Central Depositories) Act, 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder.

“The Directors” means the Directors for the time being of the Company.

“Chief Executive Officer or whatever name called” is guided by the interpretation of Paragraph 1.1 of Main Market Listing Requirement. In relation to a Company means the principal Executive Officer of the company for the time being whatever name called and whether or not he/she is a Director.

“Officer” includes any director, secretary or employee of the Company; a receiver or manager of any part of the undertaking of the Company appointed under a power contained in any instrument and any liquidator of a company appointed in a voluntary winding up, but does not include any receiver who is also not a manager; any receiver and manager appointed by the Court; or any liquidator appointed by the Court or by the creditors.

“Manager” means the principal executive officer of the Company for the time being by whatever name called and whether or not he is a director.

“Deposited Security” shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act 1991.

“Depositor” means a holder of securities account.

“The Exchange” means Bursa Malaysia Securities Berhad.

“Market Day” means any day on which there is official trading on the Exchange.

“Member” includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Depository in its capacity as a bare trustee.

“The Office” means the registered office for the time being of the Company.

“Record of Depositors” means a record provided the Central Depository of the Company or its registrar or its issuing house under Chapter 24 of the Rules (including any modification or amendment thereof that may be made from time to time).

“The Register” means the Register of Members to be kept pursuant to the Act.

“Rules” mean the Rules of the Central Depository Bursa Malaysia Depository Sdn Bhd and any appendices thereto including any modification or amendment thereof that may be made from time to time.

“The Seal” means the Common Seal of the Company.

“Secretary” means any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary, appointed by the Directors under Article 123 of this Constitution.

“The Share Seal” means the Share Seal of the Company.

“Securities Account” means an account established by the Central Depository for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor, as defined in the Securities Industry (Central Depositories) Act 1991 and/or the Rules.

“Authorised Nominee” means a person who is authorized to act as nominee as specified under the Rules.

“Listing Requirements” mean the Main Market Listing Requirements of the Bursa Securities including any modification or amendment thereto that may be made from time to time.

“Prescribed Security” means a security which has been prescribed by the Exchange to be deposited with the Depository in accordance with Section 14 of the Securities Industry (Central Depositories) Act 1991.

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

Words importing the singular only shall include the plural and masculine gender shall include the feminine and neuter genders.

The words importing ‘person’ and ‘members’ shall refer to corporation where the context so permits.

Words or expression contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act 1967 and of the Act as in force at the date at which these regulations become binding on the Company.

For avoidance of doubt, any reference made to Memorandum and Articles of Association shall be replaced with Constitution.

7. Any branch or kind or class of business which by the Constitution of the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times and at such place or places as and when they shall deem proper and further may be suffered by them to be suspended or held in abeyance whether such branch or kind or class of business may have actually been commenced or not so long as the Directors may deem it expedient not to commence or proceed with such branch or kind or class of business.
 - (i) It shall be no ground of objection to any agreement or agreements entered into the Company that the Directors or shareholders or some or one of them are parties to the said agreement or agreements and stand in a fiduciary position to the Company or that they do not constitute an independent Board and every member of the Company (present and future) is to be admitted to join the Company on this basis.
 - (ii) The Articles of each subsidiary company shall contain Article 76, Article 77(i), (ii) and (iii) and Article 80 as provided for in the Articles of the Company.
 - (iii) The Company, upon admission to the Official List shall not delete, amend or add to any of their existing Articles, which have previously been approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.

SHARES

8. (i)(a) How shares be issued

The shares taken by the subscribers to the Constitution shall be duly issued by the Directors. Subject as aforesaid, the shares shall be under the control of the Directors, who may allot and issue the same (subject always to Articles 5 and 47 hereof) to such persons on such terms and conditions at such times as the Directors think fit, but so that no shares shall be issued at a discount except in accordance with the Act. Subject to the Act, any preference share may, with the sanction of an Ordinary Resolution be issued on the terms that it is or at the option of the Company is liable to be redeemed.

(i)(b) Subject to the provisions of the Act, the Depositories Act and Rules of the Depository, the Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act, 1991, in which event it shall so similarly be exempted from compliance with these requirements. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make appropriate entries in the Securities account of such allottees.

(ii) Issue of preference shares

The company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the company or to issue preference capital ranking equally or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit.

(iii) Rights of preference shareholders

Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheet and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up, or sanctioning a sale of the undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is in arrears more than six months.

(iv) Modification of rights

The repayment of preference capital other than redeemable preference or Modification of any other alteration of preference shareholder rights, may only be made rights pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference concerned within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

(v) The Company in General Meeting may, before the issue of any new shares or other convertible Securities which rank equally to the existing shares as to the voting or distribution rights, determine that the same or any of them subject to any directions to the contrary that may be given by the Company in General Meeting, any original shares or Securities for the time being unissued and not allotted and any new shares or Securities from time to time to be created shall be offered in the first instance to such Members as are, under the regulations of this Constitution then entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit to the number of existing shares or Securities held by them, which would, if the offer were accepted, maintain the relative voting and distribution rights of those Members. Such offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the Member to whom such notice is given that he declines to accept the shares or Securities offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company; and further, if owing to the proportion which the number of the new shares or Securities bears to the number of shares or the Securities held by the Members entitled to such offer as aforesaid, or from any other cause any difficulty shall arise in apportioning the new shares or Securities or any of them in manner aforesaid, the Directors may in like manner dispose of the shares or Securities in respect of which such difficulty arises.

9. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company; provided that such commission shall not exceed 10 percent of the price at which such shares are issued, or an amount equivalent to such

percentage; and the requirements of the Act shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case the Provisions of the Act shall be duly complied with.

10. Interest on share capital during construction

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any capital during plant which cannot be made profitable for a lengthened period, the Company may construction pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 69 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

11. If two or more persons are registered as joint holders of any share, any one of such person may give effectual receipt for any dividends or other moneys payable in respect of such share.

12. (i) No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize any equitable, contingent, future or partial interest in any share or any right whatsoever, in respect of any other shareholder than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by the Act or Depositories Act required or pursuant to any order of the Court.

(ii) Subject to and in accordance with the provisions of the Act and the Listing Requirements and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to purchase its own shares. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the Listing Requirements and any other relevant authority.

CERTIFICATES

13. Registered members entitled to share certificate

The certificate of title to share, stock, debentures, debenture stock, notes and other securities shall be issued under the seal of the Company with security features and of such size as prescribed by the Exchange and all such certificates shall be signed by at least one Director and the Secretary in lieu of the Secretary by such other person as the Directors may appoint for the purpose.

14. Share certificate

Subject to the provisions of the Companies Act 1965, the Depositories Act and the Rules if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser member, company of the Exchange or on behalf of its/their client/s as the directors of the Company shall require, and (in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum not exceeding RM3.00 or such sum as shall from time to time be fixed by the Exchange. In the case of destruction, loss or theft a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss.

15. Company to have lien on shares and dividends

The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of any such shares. But the Directors

may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article. The Company's lien on shares and dividend from time to time declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the member or deceased member.

16. (i) Lien may be enforced by sale of shares

The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for fourteen days after such notice.

(ii) If any share is forfeited and sold, any residue after the satisfaction of the unpaid call and accrued interest and expenses shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as the directors.

17. The net proceed of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so held.

18. Directors may transfer and enter purchaser's name in Share Register.

Upon any such sale as aforesaid, the Directors may authorize some person to transfer the shares sold to the purchaser, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

19. Member not entitle to privileges of membership until calls paid

No member shall be entitled to receive any dividend or to exercise any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses (if any).

CALLS ON SHARES

20. (i) Directors may make calls

The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit, provided that seven days' notice at least is given on each call, and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any), and at the times and places appointed by the Directors.

(ii) Capital paid on shares in advance of calls

Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

21. When call deemed be made

A call shall be deemed to have been made at the time when the Resolution of the Directors authorising such calls was passed.

22. Liability of joint holders

The joint holders of share shall be jointly and severally liable to the payment of all calls and installments in respect thereof.

23. Interest of joint holders

If before or on the day appointed for payment thereof a call or installment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment, at such rate not exceeding 8 per cent per annum as the Directors shall fix, from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

24. Sums payable on allotment deemed a call

Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all the other relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

25. Different in calls

The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of such calls.

26. Calls may be paid in advance

The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled an unpaid upon the shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 8 per cent per annum as may be agreed upon between the directors and the member paying the sum in advance, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

TRANSFER OF SHARES

27. Transfer to be executed by both parties

Subject to these Constitution, the Rules, the Depositories Act and the Exchange Listing Requirements, any Member may transfer all or any of his shares by instrument in writing in the form prescribed and approved by the Exchange, the Act and/or the Depositories Act, as the case may be.

28. Transfer of shares

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

29. Transfer to be executed by both parties

Subject to the Depositories Act and the Rules the instrument of transfer of a share shall be executed both by the Transferor and the Transferee, and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Member in respect thereof and or the Record of Depositories as the case may be in the respect thereof.

30. Refusal to transfer

The Depository may refuse to register any transfer of deposited security that does not comply with the Depositories Act and the Rules.

31. Register of transfer may be closed

The Register of Members may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS that they shall not closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reasons therefore shall be published in a daily newspaper circulating in Malaysia and shall also given to the Exchange, such notice shall state the books closing date, which shall be at least twelve (12) clear market days after the date of notification to the Exchange, and the address of the share registry at which documents will be accepted for registration. The Company shall request the Depository in accordance with the Rules to issue a Record of Depositories as at a date than 3 market days before the occurrence of the related event.

TRANSMISSION OF SHARES

32. On death of member, survivor or executor only recognized.

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

33. Person entitled may receive dividends without being registered as member

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

FORFEITURE OF SHARES

34. Director may require payment of call with interest and expenses

If any member fails to pay the whole or any part of any call or installment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest at such rate not exceeding 8 percent per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

35. Notice requiring payment to contain certain particular

The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or installment or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

36. On non-compliance with notice shares forfeited on resolution of Directors

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

37. Notice of forfeiture to be given and entered in Register of Member

When any share has been forfeited in accordance with these Articles notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date hereof, shall forthwith be made in the register of members opposite to the share.

38. Directors may allow forfeited share to be redeemed

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

39. Shares forfeited belong to Company

Every share which shall be forfeited may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such manners the Directors shall think fit, and the Directors may, if necessary, authorize some person to transfer the same to such other person as aforesaid.

40. Former holders of forfeited shares liable for call made before forfeiture

A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which at the time for forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

41. Consequences of forfeiture

The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members.

42. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of shall constitute a good title to the share, and (subject to the execution of any necessary

share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be effected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

ALTERATIONS OF CAPITAL

43. Company may alter its Capital in certain ways

- (i) The Company may so far alter the conditions of its Constitution as by Ordinary Resolution:-
 - (a) to consolidate and divide its share capital into shares of larger amount than its existing shares, or
 - (b) to cancel any shares not taken or agreed to be taken by any person, or
 - (c) to divide its share capital or any part thereof into shares of smaller amount than is fixed by its Constitution by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may be the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, capital, voting, or otherwise, over the others or any other of such shares.
- (ii) The Company may by Special Resolution reduce its share capital and any capital redemption reserve fund in any manner authorized and subject to any conditions prescribed by the Statutes.

CONVERSION OF SHARES INTO STOCK

44. Shares may be converted into stock

The Company may, from time to time, by ordinary resolution passed at a general meeting, convert all or any of its paid up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any denomination.

45. Stock may be transferred

When any shares have been converted into stocks, the several holders of such stock may transfer their respective interest therein, or any part of such interest, in such manner as the Company in General Meeting shall direct, but in default of any such director, in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, provided that, such minimum shall not exceed the nominal amount of the shares from which the stock arose.

46. Holders of stock entitled to same dividends privileges holders of Shares.

The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes, as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

47. Share and Shareholder include Stock and Stockholder

All such provisions of these Articles as are applicable to paid-up share shall apply to stock, and in all such provisions the words "shares" and "shareholder" shall include "stock" and "stockholder".

INCREASE OF CAPITAL

- 48 (i) The Company in General Meeting may from time to time, whether all the shares for the time being authorized shall have been issued, or all the shares for the time being issued shall have been fully called up or not increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

- (ii) Transfer of controlling interest

The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting.

- (iii) Issue of new shares or other convertible securities

Subject to any direction to the contrary that may be given by the Company in general meeting all new shares or other convertible securities shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notices specifying the number of shares or securities be 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 whom the offer is made that he declines to accept the shares or securities offered, the directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the directors, be conveniently offered under this Article.

- (iv) Waiver from Exchange to convene general meeting

Notwithstanding Article 46 (ii) above the Company may apply to the Exchange to waive the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10% of the issued capital.

49. New Shares to be ordinary capital unless otherwise provided

Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS

50. Rights of shareholders may be altered

Subject to the provisions of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, effected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting all the provisions of these Articles as to General Meeting of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such shares held by him.

GENERAL MEETINGS

51. General Meetings

A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Directors, and not more than fifteen months shall be allowed to elapse between any two such General Meetings, but so long as the Company hold its first Annual General Meeting within fifteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

52. Ordinary and Extraordinary Meetings

The abovementioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings. All General Meetings shall be held in Malaysia.

53. Extraordinary Meetings

The Directors may call an Extraordinary General Meeting whenever they think fit and Extraordinary General Meeting shall also be convened on such requisition as provided by the Constitution.

54. i) Notice of Meeting.

The notice convening meeting shall specify the place, day and time of the meeting and the general nature of the business of the meeting, and shall be given to all shareholders at least fourteen days before the meeting or at least twenty one days before the meeting where any special resolution is to be proposed or where it is an annual general meeting.

At least fourteen days or twenty one days notice in the case where any special resolution is proposed or where it is the annual general meeting shall be given advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the company is listed.

(ii) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meeting shall be given to the Company.

(iii) Record of Depository

The Company shall by written request made in duplicate in the prescribed form, request the Central Depository at least three market days prior to and not including the date of the notice of the general meeting, to prepare the Record of Depositors to whom the notices of general meetings shall be given by the Company.

- (iv) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

ACCIDENTAL OMISSION

55. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any members shall not invalidate the proceedings at any such meetings.
56. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and any other documents annexed to the balance sheets, the election of Directors in place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

57. (i) Venues of meeting

The Members may participate in a meeting of members at more than one venues using any technology or method that enables the members of the Company to participate and to exercise the members' right to speak and vote at the meeting.

- (ii) No business to be transacted unless quorum present

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes, the quorum shall be members personally present or represented by proxy not being less than two.

58. If quorum not present meeting adjourned

If within half an hour from the time appointed for holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be adjourned. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if half an hour from the time appointed for holding the meeting the members present shall be a quorum.

59. Chairman of Board to preside at all meeting

The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as chairman, the members present shall choose some Directors, or if all the Directors present decline to take the chair, the members present shall elect one of their number to be Chairman of the Meeting.

60. Notice of adjournment to be given

The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjourned meeting other than the business which might have been

transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

61. Voting

Subject to the Listing Requirements and the Act, a resolution put to vote at any meeting of Members shall be determined by poll. A poll shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was taken, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken immediately. The Company shall appoint at least one scrutineer for the purposes of a poll in accordance with the applicable laws, and may, in addition to the power of adjourning meetings contained in Article 60 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

62. How a poll is to be taken

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

63. Poll demanded in certain cases

If a poll be demanded on the election of a Chairman or on any question of adjournment, it shall be taken forthwith.

64. Chairman to have casting vote

In case of an equality of votes the Chairman shall have a second or casting vote. However, in the case of an equality of votes and where two Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue shall not have a casting vote.

65. Business to be continued if poll demanded

The demand of poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question of which a poll has been demanded.

VOTES OF MEMBERS

66. Member to have one vote for every share.

Subject to any rights or restriction for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands, a holder of ordinary shares or preference shares who is personally present and entitled to vote by representative or by proxy shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each share he holds.

67. Votes of lunatic member

If any member be a lunatic, idiot or non-compos mentis, he may vote by his committee, receiver, curator bonis or other legal curator, and such last mentioned persons may give their votes either personally or by proxy.

68. Votes of joint holders of shares.

If two or more persons are jointly entitled to a share, than in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the shares, and for his purpose seniority shall be determined by the order in which the names stand in the register of members.

69. (i) Only members not indebted to Company in respect of shares entitled to vote.

Save herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or to be reckoned in a quorum, at any General Meeting.

(ii) Voting rights to shares of different monetary denomination.

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

(iii) Authorised nominee to appoint proxy

Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

Where a Member is an Exempted Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ('Omnibus Account') as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.

70. (i) Appointing proxy

Holder of shares may appoint not more than two proxies to attend at the same meeting and the holder shall specify the proportion of his shareholdings to be represented by each proxy.

(ii) Form of proxy

An instrument appointing a proxy shall be in writing in the common form, or any form approved by the Directors, under the hand of the appointer or his attorney duly authorised in writing.

71. Proxy need not be member

An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. A proxy or attorney need not be a member of the Company.

72. Instrument appointing proxy to be left at Company's office

The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at the Office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof.

73. Corporate representative

Any corporation which is member of the Company may by resolution of its Directors or other governing body authorised a person or persons as it thinks fit to act as its representative or representatives either

at a particular meeting of the Company, or at all meetings of the Company or any class of members. 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 which he represents as that corporation could exercise if it were an individual member of the Company.

If the corporation authorizes more than one person as its representative:

- (a) every one of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representatives was an individual member of the company;
- (b) and more than one of the representatives purport to exercise the power under (a), then
 - (i) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
 - (ii) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

DIRECTORS

74. (a) Appointment and number of Directors

Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two and not more than ten. All the directors of the Company shall be natural persons.

(b) Directors' power to fill casual vacancy

The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. 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 the meeting.

75. (i) Director's qualification

A Director shall not be required to hold any qualification shares in the Company.

(ii) Issue of shares to directors.

No director shall participate in an issue of shares to employee unless shareholders in general meeting have approved of the specific allotment to be made to such director and unless he holds office in an executive capacity.

(iii) Participation of non-executive director in public issue

Notwithstanding Article 75 (ii) hereof, any non-executive director may so subscribe and participate in the issue of shares of the Company pursuant to a public issue or public offer.

76. (i) Alternate Director

Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the other Directors) for the time being to be an alternate Director of the Company, and may at any time remove the Alternate Director so appointed by him from office. An Alternate Director so appointed shall not be entitled to receive any remuneration from the Company, but

shall be entitled (subject to his giving to the Company an address at which notices may be served on him) to receive notices of and attend all meeting of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally, in the absence of his appointer, to perform all the function of his appointer as a Director. An Alternate Director may be removed from office by resolution of the Board, and shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be Director. All appointments and removals of the Alternate Director made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office. The nomination of an Alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed within three months from the date of such cable or telegram by written nomination complying with the abovementioned requirements, and any act done by the Alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such Alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.

(ii) Alternate Director's fee

An Alternate Director so appointed shall be entitled to receive fee except that any fee be paid by the Company to the alternate shall be deducted from the appointer's fee.

77. (a) Director's fee and benefit

The fees of the Directors shall from time to time be determined by the Company in General Meeting and the fees payable to directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increased has been given in the notice convening the meeting. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties, including any such expenses incurred in connection with the attendance at Meetings of Directors. If by arrangement with the other Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a director, the Directors may pay him special fee, and any special fee may not be by way of a commission or percentage of profits or turnover.

(b) Benefits payable to Executive and Non-Executive Directors of the company shall require shareholders' approval at the shareholders meeting on an annual basis.

78. Office in Director vacated in certain cases

The office of a Director shall become vacant if the Director:-

- (a) ceases to be a Director by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office;
- (c) becomes prohibited from being a Director by reason of any order made under the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder and the Directors resolve that his office be vacated during his term of office;
- (e) resigns his office by notice in writing to the Company;
- (f) without the consent of the Company in general meeting holds any other office of profit under the Company except that of managing director or manager;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act; or
- (h) for more than six (6) months is absent without permission of the Directors and his alternate Director (if any) shall not during such period have attended in his stead and the Directors resolve that his office be vacated.

CHIEF EXECUTIVE OFFICER

79. (a) Appointment of Chief Executive Officer

The Director may appoint a person to perform the functions of a chief executive officer who shall carry the designation of Chief Executive Officer of the Company or such other designation as may be decided by the Directors for such period and on such terms as the Directors think fit and subject to the terms of any agreement entered into in any particular case, the Directors may revoke any such appointment and may appoint any other person qualified under this Clause in his place.

(b) Power of Chief Executive Officer

- (i) In addition the power conferred on Chief Executive Officer pursuant to these clauses, the Directors may entrust and confer upon the Chief Executive Officer any of the power exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time, revoke, withdraw, alter, all or any of the powers so conferred upon him in any manner that he thinks fit. A Chief Executive Officer by whatever name called, shall subject to the control of the Board.
- (ii) The Chief Executive Officer of the Company (by whatever designation) shall be principally responsible for the supervision, direction and control of the daily administrative and management of the Company and he or she shall have full authority to appoint such subordinates or other officers and managers of the Company and to delegate to such persons any of the powers exercisable by him as he deems fit and proper.

The Chief Executive Officer is subject to the provisions of his contract and the Constitution.

- (iii) The Chief Executive Officer who is appointed as a director, shall subject to the provisions of any contract between him or her and the Company, be subject to the same provisions as to resignation, retirement by rotation and removal as the Directors of the Company.

80. Remuneration of Chief Executive Officer

A Chief Executive Officer shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine.

POWERS AND DUTIES OF DIRECTORS

81. Business of Company to be managed by Directors

The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, and do on behalf of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or done by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons whether nominated directly or indirectly by the Directors, to be attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of

persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

82. Directors' borrowing power

The Directors shall not borrow any money or mortgage or charge any of the Company or 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.

83. Continuing Directors may act to fill vacancies or summon meetings

The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

84. (i) Directors to comply with Act.

The Directors, shall duly comply with the provisions of the Act, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the Register of Members, keeping a Register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act, notices as to increase of capital, return of allotments and contracts relating thereto, copies of resolutions and agreements, and other particulars connected with the above.

(ii) Sale/disposal of assets by directors.

Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by shareholders in general meeting.

85. (i) Declaration of Interest Restriction on Voting

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. Saves as by the nest following paragraph of this Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting, but this Article shall not apply to:-

- (a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligation undertaken by him for the benefit of the Company; or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

The provisions of this Article may at any time be suspended or relaxed, to any extent and either generally or in respect of any particular contact, arrangement or transaction and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by Ordinary Resolution of the Company.

(ii) Relaxation of restrictions on voting

A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights

of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other Company, or whereat the terms of any such appointment are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.

86. Official Seal for use Abroad

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

87. Power to maintain Pension Fund

The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or super annuation fund or life assurance fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any Company which is a subsidiary of the Company or of the predecessors in the business of the Company or of any such subsidiary Company, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefits of any such persons as aforesaid or otherwise to advance the interest and well-being of the Company or of any such other Company as aforesaid or of its members and payment for or towards the insurance of any such persons and subscriptions or guarantee of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

ROTATION OF DIRECTORS

88. (i) One-third of Directors to retire at Ordinary Meeting

At the first annual general meeting of the Company all the Directors shall retire from Office, and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. An election of directors shall take place each year. All directors except a managing director shall retire from office once at least in each 3 years but shall be eligible for re-election.

(ii) Senior Director

An election of Directors shall take place each year at the annual General Meeting of the Company where one-third of the Directors for the time being, or the number nearest to one-third, shall retire from office. All Directors shall retire from office at least once in every three (3) years. If there is only one (1) Director who is subjected to retirement by rotation, he shall retire. All Directors who retire from office shall be eligible for re-election.

The directors to retire in every year shall be those who has been longest in office since their appointment or last election. As between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

(iii) Office to be filled at meeting at which Director retires

Subject to any resolution reducing the number of Directors, the Company shall, at the meeting at which any Director shall retire in manner aforesaid fill up the vacated office by electing a person thereto, and may without notice in that behalf fill up any other vacancies.

(iv) Notice of intention to appoint director

No person not being a retiring director shall be eligible for election to the office of director at any general meeting unless some member intending to propose him has, at least 11 clear days before the meeting, left at the office of the Company 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, PROVIDED THAT in the case of a person recommended by the directors for election, 9 clear days' notice of each and every candidate for election to the board of directors shall be served on the registered holders of shares at least 7 days prior to the meeting at which the election is to take place.

(v) If places not filled up retiring Directors deemed re-elected

If at any meeting at which an election of Directors ought to take place, the place of any retiring Director is not filled up, such retiring Director shall, if willing to act, be deemed to have been re-elected, unless at such meeting it shall be determined to reduce the number of Directors or a resolution for the re-election of such retiring Directors shall have been put to the meeting and not carried.

(vi) Number of Directors may be increased or reduced

The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, any may make any appointments necessary for effecting any such increase as aforesaid.

89. Casual Vacancy in Board to be filled by Directors

Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.

90. Directors may be removed by ordinary Resolution

Subject to the provisions of Section 206, the Company may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

91. Meeting of Directors and Quorum

The Directors may meet together for the despatch of business adjourn and otherwise their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determine, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Where 2 directors form quorum, the chairman of a meeting at which only such quorum is present or at which only 2 directors are competent to vote in the question at issue, shall not have a casting vote.

92. Directors may call Meeting of Board

A Director may, and on the request of a Director, the secretary shall at any time summon a meeting of the Directors and the meeting may be held at multiple venues using any technology or method that enables the Directors to participate and exercise their right at the meeting.

93. Chairman of Directors

The Directors may from time to time elect a Chairman, who shall preside at meeting of the Directors and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding same, the Directors present shall choose someone of their number to be Chairman of such meeting.

94. Proceedings in case of vacancies

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

95. Power of Directors to appoint Committees

The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

96. Chairman of Committees

A Committee may elect a Chairman of its meeting. If so such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairman of the Meeting.

97. Meetings of Committees

A Committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

98. All acts done by Directors to be valid

All acts bona fide done by any meeting of Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Directors or person acting as aforesaid, or that or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

99. Minutes to be made and when signed by Chairman to be conclusive evidence

The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and Committees, and of the attendances thereat and all business transacted at such meetings and any such minutes of any meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

100. Resolution signed by Directors to be valid

A resolution in writing signed and approved by letter or telefax or other electronic means by all the Directors present in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolution shall be described as "Director Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's minutes book. Any such resolution may consist of several documents in like form each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.

THE SEAL

101. (i) The Directors shall provide for the safe custody of the Seal which shall on be used by the authority of the Directors, or a committee of the Directors authorised to use the Seal.

Every instrument to which the Seal be affixed shall be signed by two authorised officers, one of whom shall be a Director and another counter-signatory shall be either the Secretary or the second Director or by some other person appointed for the purpose. , and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Common Seal has been properly affixed save and except that in the case of a certificate or other document of title in respect of any share, stock, loan stock or debentures as defined in the Act, or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company.

The Directors can use all the powers given under the Act for executing a document in accordance with Section 66(2) of the Act and such execution shall have the same effect as if the document is executed under the Seal of the Company.

- (ii) The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad, and such power shall be vested in the Directors.
- (iii) The Company may also have a special Share Seal marked "SECURITIES SEAL" pursuant to Section 63 of the Act which is for the sole and specific use on the Company's share certificate.

The Share Seal shall be an exact copy of the company's common seal with the addition on its face of the word "Securities" and when duly affixed to the documents has the same effect as the Company's common seal.

Such Securities Seal shall not be affixed onto any share certificates except by resolution of the Board of Directors.

DIVIDENDS AND RESERVE FUND

102. Applications of Profits

Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid-up thereon respectively, otherwise than in advance of calls.

103. (i) Payment of Dividends

The Directors may with the sanction of a General Meeting, from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit from time to time declare and pay to the members such interim dividend as appear to them to be justified by the position of the Company, and may also from time to time if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

(ii) Unless otherwise directed, any dividend or bonus may be paid by cheque or warrant sent by ordinary post to the registered address of that one whose name appears in the Record of Depositors on the specific date determined by the Directors or by direct transfer of such other mode of electronic means (subject to the provision of the Act, the Depositories Act and the Rules of the Depository, the Listing Requirements and/or other regulatory authorities) to the bank account of the holders whose name appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment

of the cheque or warrant or by such electronic means shall be a good discharge to the Company regardless that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged.

- (iii) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or person entitled thereto or by direct crediting the shareholders' dividend entitlement into their bank accounts as provided to the Bursa Malaysia Depository Sdn Bhd ("Depository") from time to time. Every such cheque or warrant or direct crediting of funds shall be made payable to the order of the person to bankruptcy of the holder and the payment of any such cheque or warrant or direct crediting of the shareholders' dividend entitlement to their bank accounts shall operate as a good discharge to the Company in respect of the shareholders' dividend entitlement.

104. Power to carry profit to reserve

The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting be, as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

105. Capital Reserve

The Directors may establish a reserve to be called either "capital reserve" or "realisation account" and shall either carry to the credit of such reserve from time to time all moneys realised on the sale of any investments held by the Company in excess of the then book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other moneys in the nature of accretion to capital, whether on sale of investments held, or otherwise, shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other funds of the Company.

106. Application of reserve accounts

The Director shall be entitled, before recommending any dividend, to set aside out of the profits of the Company any further sum they think proper to the credit of a reserve account or accounts (hereinafter sometimes referred to as "the ordinary reserve account or accounts") which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends or for the gradual liquidation of any debt or liability of the Company or for such other purpose as the Directors shall in their absolute discretion think conducive to the interests of the Company. The Directors may also from time to time carry forward such sums as they may deem expedient.

107. Power to invest any sum carried to Reserve Accounts

The Directors shall be at liberty to invest any sums carried to capital reserve or realisation account or to the ordinary reserve account or accounts upon such investments as they think fit, other than shares of the Company, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (save as hereinbefore provided) and to divide the ordinary reserve account or accounts into such special accounts as they think fit with full power to employ the assets constituting the ordinary reserve account or accounts in the business of the Company.

108. Dividend warrants to be sent to members by post

Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the Registered of Members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

CAPITALISATION OF RESERVE, ETC

109. Power to capitalize profits.

The company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) being any part of the undividend profits in the hand of the Company or (B) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, and or accretions to capital accruing on sale or shown by a valuation or revaluation of any property or assets of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum, or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders, or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the person entitled to share in the appropriation and its distribution, and such appointment shall be effective.

110. Accounts to be kept

The Directors shall cause proper books of accounts to be kept:-

- (a) Of all the assets and liabilities of the Company.
- (b) Of all sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place.
- (c) Of all sales and purchases of goods by the Company.

Books to be kept at the Registered Office

The books of accounts shall be kept at the Office, or at such other places as the Directors may think fit, and shall always be open to the inspection of the Directors.

111. Accounts and Books inspection by members

The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and book of the Company, or any of them shall be open to the inspection of members, and no members (not being a Director) shall have any rights of inspecting any account or book or document of the Company, except as conferred by the Act or authorised by the Directors or by a resolution of the Company in General Meeting.

112. (i) Profit and Loss Account to be made up and laid before Company

The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of annual audited accounts, the directors' and auditors' report shall not exceed four (4) months. A copy of each such document in printed form or in CD-ROM form or in such other form of electronic media, shall not less than twenty one (21) days before the date of the 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 notices from the Company under the provision of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange or other stock exchange(s), if any, upon which the Company's shares may be listed, shall at the same time be likewise sent to the Exchange or other stock exchange(s). 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 or outside Malaysia 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 of the Company. In the event that the annual report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) market days from the date of receipt of the Member's request or such period as may be prescribed by the Exchange.

(ii) Issue of the Audited Accounts and Directors and Auditors Report

The interval between the close of the Company and the issue of the annual audited accounts, the directors and auditors report shall not exceed 4 months.

AUDIT

113. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditors, and their appointment, remuneration, rights and duties shall be regulated pursuant to Section 262 to Section 266 and Section 271 to Section 287 of the Act, where applicable, any other provision of the Act which may apply to the duties of the Auditor.
114. An Auditor or Auditors shall attend every general meeting where all the financial statements of the Company for the financial year are to be laid and to receive all notices of and other communications relating to the general meetings, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements.
115. Unless expressly provided otherwise in this Constitution, any notice to be given by the Company to any Member or any person pursuant to this Constitution shall be in writing and shall be given to such Member or person either in hard copy or soft copy by electronic means or partly in hard copy and partly in soft copy by electronic means except for a notice calling a meeting of the Board or a Board committee need not be in writing.

NOTICES

116. (i) Other than notices of general meetings of the company, communication between the Company and the members, including matters relating to resolutions, supply of information or documentation or otherwise for the purposes of complying with the Act may be –
- a) In hard copy;
 - b) In electronic form; or
 - c) Partly in hard copy and partly in electronic form.
- A communication in hard copy shall be valid if –
- a) Addressed to the Company at the Office; or
 - b) Addressed to the member at the last known address.
- A communication in electronic form shall be valid if –
- a) Addressed to the company at an electronic address provided for that purpose; or
 - b) Addressed to the member at the last known electronic address provided for that purpose.
- (ii) For clarity, the electronic contact details of a Member as provided to the Central Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.
117. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, shall be duly given to Member from whom he derives his title to the share notwithstanding the company may have notice of the death, lunacy, bankruptcy, insolvency or disability of such Member or of the transfer of such share.
118. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a Member addressed to them by name or by the title or representatives or trustees of such deceased or bankrupt member by sending it through the post or left at the address (if any) supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if death or bankruptcy had not occurred.
119. (i) Notice of every meeting of members shall be given in any manner herein before to:
- (a) Every member except those members who have not supplied to the Company an address for giving of notice to them;
 - (b) Every person upon whom the ownership of a share devolves by reason of this being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and who has produced such evidence as may from time to time be required by the Central Depository in accordance with the Rules or as the Central Depository may determine;
 - (c) The Auditors for the time being of the Company;
 - (d) The Directors for the time being of the Company; and
 - (e) Bursa Securities (as long as the Company is listed).
- (ii) Save as otherwise provided in these Constitution or in the Act, no other person shall be entitled to receive notices of meetings of members.
- (iii) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the signature of the Secretary or other duly authorised officer of the Company.

RECONSTRUCTION

120. Distribution of assets in specie

On any sale of the undertaking of the Company the Directors or the Liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in Malaysia or foreign, either then existing or to be formed for purchase in whole or in part or the property of the Company, and the Directors (if the profits the Company permit) may distribute such shares or securities or any other property of the Company amongst the members without realisation, or vest the same in trustees for them, and any Special Resolution may provide for the distribution or appropriation of the cash shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the Members or Contributors of the Company, and for the valuation of any such securities or property at such price and in such manner as the Meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights (if any) under the provisions of the Act as are incapable of being varied or excluded by these presents.

WINDING UP

121. (i) If the Company shall be wound up, the Liquidators may, with a sanction of a Special Resolution or any other sanction required by the Act, divide among the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights, but so that, if any division is resolved or otherwise than in accordance with such rights, the Members shall have the same rights of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to the Section 457 of the Act. A Special Resolution sanctioning a transfer or sale to another Company duly passed pursuant to the said section may, in like manner authorise the distribution of any shares or other consideration receivable by the Liquidators amongst the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members subject to the right of dissent and consequential rights conferred by the section
- (ii) On the voluntary liquidation of the Company, no commission or fee shall be paid to liquidators unless it shall have been approved by shareholders. The amount of such payment shall be notified to all Members at least 7 days prior to the meeting at which it is to be considered.

INDEMNITY

122. Indemnity

Save and except so far as the provision of this Constitution shall be avoided by Section 288 of the Act, every Director, manager, Secretary, other officers and servant of the Company for the time being of the Company, and each of them and their respective heirs executors and administrators shall be indemnified by the Company against all costs, losses, damages and expenses which any such Director, manager, Secretary or other officer or servant may incur or become liable to, by reason of any covenant, contract or agreement entered into or at or deed done by him as such Director, manager or other officer or servant in carrying into effect the objects and purposes of the Company or any of them, or in or about any action, suit or proceeding connected with the affairs thereof or otherwise in or about the execution of his office unless the same shall be incurred or occasioned by his own wilful act or default. In particular and without prejudice to the generality of the foregoing, every Director, Manager, Auditor, Secretary and other officer or servant for the time being of the Company shall be indemnified out of the funds and assets of the Company from and against any liability incurred by him Director, Manager, Auditor,

Secretary and other officer or servant, whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

SECRETARY

123. (i) Secretary

Subject to Section 235, 236 and 237 the Secretary or Secretaries shall be appointed by the Director for such term or terms, at such remuneration and upon such conditions as they may think fit, and any Secretary or Secretaries so appointed may be removed by them but without prejudice to any claims he or they may have for damages for breach of any contract of service with the Company.

- (ii) Subject to the Act, the Directors may from time to time, if there is no Secretary or no Secretary capable of acting, by resolution appoint an assistant or Deputy Secretary to exercise the functions of the Secretary.

ALTERATION OF CONSTITUTION

124. Subject to the Act, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution.

125. (i) Notwithstanding anything contained in these a Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.

(ii) Nothing contained in these Constitution prevents an act being done that the Listing Requirements require to be done.

(iii) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

(iv) If the Listing Requirements require these Constitution to contain a provision and they do not contain such a provision, these articles are deemed to contain that provision.

(v) If the Listing Requirements require these Constitution not to contain a provision and they contain such provision, these articles are deemed not to contain that provision.

(vi) In any provision of these Constitution is or becomes inconsistent with the Listing Requirements, these articles are deemed not to contain that provision to the extent of the inconsistency.

APPENDIX III
– EXTRACT OF THE NOTICE OF THE 24TH ANNUAL GENERAL MEETING

**Proposed Amendments of the Company's Existing Memorandum and Articles of Association ("M&A")
("Proposed Amendment")**

"THAT the Company's existing M&A be altered, modified, added and/or deleted, as the case may be, in the form and manner as set out in Appendix II of the Circular to Shareholders dated 2 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018; 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 Amendment with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

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