

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

of

**KENANGA INVESTMENT BANK BERHAD
(Company No. 15678-H)**

Incorporated on the 6th day of September 1973

**(NEW CONSTITUTION AS APPROVED BY MEMBERS
ON 30 MAY 2019)**

FORM 29
COMPANIES ACT 1965

[Section 64(7)]

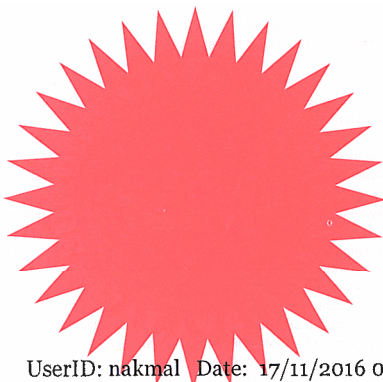
Company No.

15678	H
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**CERTIFICATE OF LODGEMENT OF ORDER OF HIGH
COURT CONFIRMING REDUCTION OF SHARE CAPITAL**

This is to certify that an order of the High Court dated the 10th day of October, 2016, confirming a reduction of the share capital of **KENANGA INVESTMENT BANK BERHAD**, has this day been lodged with me.

Given under my hand and seal, at Kuala Lumpur, this 1st day of November 2016.




NURULAKMAL
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA

UserID: nakmal Date: 17/11/2016 09:22:04 AM

DIPINDA MENURUT ATURAN
20 KAE DAH 10 KAE DAH
MAHKAMAH 2012

BERTARIKH 25 OKTOBER 2016

WP2016102502177

12175686 WP2016102502177 25/10/2016 18:22:16

WA-26NCC-50-08/2016

HP120.....

Jumlah RM*****16.00

Perintah

(Lampiran 1) 16.0 X 1

.....
DALAM MAHKAMAH TINGGI MALAYA DI KUALA LUMPUR
PENOLONG KANAN PENDAFTAR BAHAGIAN DAGANG
MAHKAMAH TINGGI MALAYA
KUALA LUMPUR
PETISYEN PEMULA NO.: WA-26NCC-50-08/2016

Dalam perkara Kenanga
Investment Bank Berhad (No.
Syarikat: 15678-H)

Dan

Dalam perkara Seksyen 64 Akta
Syarikat, 1965

Dan

Dalam perkara Kaedah-kaedah
(Pengurangan Modal) Syarikat
1972

**Kenanga Investment Bank Berhad
(No. Syarikat: 15678-H)**

... Pempetisyen

**DI HADAPAN HAKIM
HAS ZANAH BINTI MEHAT
PADA 10 OKTOBER 2016**

MAHKAMAH TERBUKA

**PERINTAH TERPINDA
(Lampiran 1)**

ATAS PETISYEN oleh Pempetisyen yang dinamakan diatas, Kenanga Investment Bank Berhad, **DAN SETELAH MEMBACA** Petisyen bertarikh 19 Ogos 2016 dan kesemuanya yang telah difailkan disini **DAN SETELAH MENDENGAR** Wong Kah Hui (Raja Yasmin bersamanya) Peguamcara bagi Pempetisyen, **ADALAH DENGAN INI DIPERINTAHKAN BAHAWA:**

1. Pengurangan modal saham terbitan dan membayar Kenanga IB melalui resolusi yang dinyatakan di perenggan 31 Petisyen yang difailkan di sini dan dibentangkan di bawah adalah dan dengan ini disahkan:

*“Special Resolution 1:
Proposed Capital Reduction*

THAT, subject to all approvals being obtained from the relevant authorities and/or parties, the passing of Special Resolution 2 below and confirmation by the High Court of Malaya, approval be and is hereby given for Kenanga Investment Bank Berhad (“Kenanga IB”) to effect the proposed capital reduction by cancelling 47,453,001 ordinary shares of RM1.00 each in Kenanga IB (“Kenanga IB Shares”), resulting in its issued and paid-up share capital being reduced from RM770,000,000 comprising 770,000,000 Kenanga IB Shares to RM722,546,999 comprising 722,546,999 Kenanga IB Shares pursuant to Section 64 of the Companies Act, 1965 (“Proposed Capital Reduction”);

THAT, the credit arising from the Proposed Capital Reduction, estimated at RM47,453,001, be utilised to set-off the accumulated losses of Kenanga IB, and the balance, if any, be credited to the reserves of Kenanga IB;

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Capital Reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and/or any relevant authority, as the case may be.

*Special Resolution 2:
Proposed Par Value Adjustment*

THAT, subject to all approvals being obtained from the relevant authorities and/or relevant parties, the passing of Special Resolution 1 above and confirmation by the High Court of Malaya, approval be and is hereby given for Kenanga IB to adjust the par value of each existing Kenanga IB Share from RM1.00 to RM0.25 and reduce Kenanga IB's issued and paid-up share capital from RM722,546,999 comprising 722,546,999 Kenanga IB Shares to RM180,636,749.75 comprising 722,546,999 ordinary shares of RM0.25 each of Kenanga IB by way of cancellation of RM0.75 of the par value of 722,546,999 Kenanga IB Shares (being all the existing Kenanga IB Shares save for the 47,453,001 Kenanga IB Shares to be cancelled pursuant to Special Resolution 1 above) in accordance with Section 64 of the Companies Act, 1965 (“the Proposed Par Value Adjustment”);

THAT, the credit arising from the Proposed Par Value Adjustment of RM541,910,249.25, be utilised to set-off the accumulated losses of Kenanga IB, if any, and the remaining balance be credited to the reserves of Kenanga IB;

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Par Value Adjustment with full power to assent to any conditions, modifications,

variations and/or amendments as may be imposed, required or permitted by any relevant authority, as the case may be.”

2. Lanjutan daripada pengesahan Resolusi-resolusi Khas bagi pengurangan modal saham terbitan dan berbayar Kenanga IB seperti yang dinyatakan dalam perenggan 1 di atas, nilai setara 722,546,999 saham biasa RM1.00 setiap satu akan dikurangkan ke RM0.25 setiap satu;

3. Bentuk minit dicadangkan untuk didaftarkan adalah dan dengan ini diluluskan oleh Mahkamah Mulia ini:

“The issued and paid-up ordinary share capital of the Company was, by virtue of the special resolutions of the Company dated 28.07.2016 and by an order of the High Court of Malaya dated ~~date~~ 10.10.2016 confirming the same, reduced from RM770,000,000 comprising 770,000,000 ordinary shares of RM1.00 each to RM180,636,749.75 comprising 722,546,999 ordinary shares of RM0.25 each.

The issued and paid-up ordinary share capital of the Company at the date of registration of this statement made pursuant to Section 64(5) of the Act, is RM180,636,749.75 divided into 722,546,999 ordinary shares of RM0.25 each, all which are deemed to be fully paid-up.”

4. Pempetisyen mempunyai kebebasan untuk memasukkan satu salinan pejabat Perintah Mahkamah Mulia ini ke Suruhanjaya Syarikat Malaysia selaras dengan Seksyen 64(6) Akta Syarikat, 1965 pada sebarang masa dalam masa tiga (3) bulan dari tarikh ekstraksi Perintah termeterai tersebut;
5. Dalam masa dua puluh (20) hari daripada tarikh penerimaan daripada Suruhanjaya Syarikat Malaysia akan Sijil Kemasukan Perintah Mahkamah Tinggi yang mengesahkan pengurangan modal saham dalam Borang 29 Akta Syarikat, 1965, Perintah dan Borang 29 akan disiarkan sekali di dalam surat khabar New Straits Times di dalam Bahasa Inggeris dan sekali di dalam surat khabar Berita Harian di dalam Bahasa Malaysia dan dalam kemungkinan terdapat sebarang keraguan atau kekeliruan di antara teks Bahasa Malaysia dan teks Bahasa Inggeris Perintah ini, teks Bahasa Inggeris Perintah akan terpakai;

6. Pempetisyen mempunyai kebebasan untuk memohon; dan
7. Kos Petisyen ini ditanggung oleh Pempetisyen.

~~Bertarikh 10 Oktober 2016~~
Bertarikh semula pada 25 Oktober 2016

t.t

.....
Penolong Kanan Pendaftar
Mahkamah Tinggi Malaya
Kuala Lumpur.

Perintah Terpinda ini difailkan oleh Tetuan Kadir, Andri & Partners, peguamcara Pempetisyen yang dinamakan di atas yang beralamat untuk penyampaian di Tingkat 10 Menara BRDB, 285 Jalan Maarof, Bukit Bandaraya 59000 Kuala Lumpur.

Tel: (603) 2780 2888

Faks: (603) 2780 2833

Ruj: 20150334/TKY/CWS

translation

KADIR ANDRI
Partners
Advocates & Solicitors

S\N MMOVR8PVVUII

**Note : Serial number will be used to verify the originality of this document via eFILING portal

IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR
COMMERCIAL DIVISION
ORIGINATING PETITION NO.: WA-26NCC-50-08/2016

In the matter of Kenanga
Investment Bank Berhad
(Company No.: 15678-H)

And

In the matter of Section 64 of the
Companies Act, 1965

And

In the matter of the Companies
(Reduction of Capital) Rules
1972

Kenanga Investment Bank Berhad
(Company No.: 15678-H)

... Petitioner

BEFORE JUDGE
HAS ZANAH BINTI MEHAT
ON 10 OCTOBER 2016

OPEN COURT

AMENDED ORDER
(Enclosure 1)

UPON THE PETITION by the Petitioner abovenamed, Kenanga Investment Bank Berhad AND UPON READING the Petition dated 19 August 2016 and all that have been filed herein AND UPON HEARING Wong Kah Hui (Raja Yasmin with him) of Counsel for the Petitioner, IT IS HEREBY ORDERED THAT:

1. The reduction of the issued and paid-up share capital of Kenanga IB by the resolution set forth in paragraph 31 of the Petition filed herein and as set out below be and is hereby confirmed:

*“Special Resolution 1:
Proposed Capital Reduction*

THAT, subject to all approvals being obtained from the relevant authorities and/or parties, the passing of Special Resolution 2 below and confirmation by the High Court of Malaya, approval be and is hereby given for Kenanga Investment Bank Berhad (“Kenanga IB”) to effect the proposed capital reduction by cancelling 47,453,001 ordinary shares of RM1.00 each in Kenanga IB (“Kenanga IB Shares”), resulting in its issued and paid-up share capital being reduced from RM770,000,000 comprising

770,000,000 Kenanga IB Shares to RM722,546,999 comprising 722,546,999 Kenanga IB Shares pursuant to Section 64 of the Companies Act, 1965 ("**Proposed Capital Reduction**");

THAT, the credit arising from the Proposed Capital Reduction, estimated at RM47,453,001, be utilised to set-off the accumulated losses of Kenanga IB, and the balance, if any, be credited to the reserves of Kenanga IB;

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Capital Reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and/or any relevant authority, as the case may be.

*Special Resolution 2:
Proposed Par Value Adjustment*

*THAT, subject to all approvals being obtained from the relevant authorities and/or relevant parties, the passing of Special Resolution 1 above and confirmation by the High Court of Malaya, approval be and is hereby given for Kenanga IB to adjust the par value of each existing Kenanga IB Share from RM1.00 to RM0.25 and reduce Kenanga IB's issued and paid-up share capital from RM722,546,999 comprising 722,546,999 Kenanga IB Shares to RM180,636,749.75 comprising 722,546,999 ordinary shares of RM0.25 each of Kenanga IB by way of cancellation of RM0.75 of the par value of 722,546,999 Kenanga IB Shares (being all the existing Kenanga IB Shares save for the 47,453,001 Kenanga IB Shares to be cancelled pursuant to Special Resolution 1 above) in accordance with Section 64 of the Companies Act, 1965 ("**the Proposed Par Value Adjustment**");*

THAT, the credit arising from the Proposed Par Value Adjustment of RM541,910,249.25, be utilised to set-off the accumulated losses of Kenanga IB, if any, and the remaining balance be credited to the reserves of Kenanga IB;

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Par Value Adjustment with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by any relevant authority, as the case may be."

2. Consequent upon the confirmation of the Special Resolutions for a reduction of the issued and paid up share capital of Kenanga IB as stated at paragraph 1 above, the par value of the 722,546,999 ordinary shares of RM1.00 each be and hereby reduced to RM0.25 each;

3. The form of minute proposed to be registered is and approved by this Honourable

Court:

S/N MMOV8PVVUII

**Note : Serial number will be used to verify the originality of this document via eFILING portal

“The issued and paid-up ordinary share capital of the Company was, by virtue of the special resolutions of the Company dated 28.07.2016 and by an order of the High Court of Malaya dated ~~{date}~~ 10.10.2016 confirming the same, reduced from RM770,000,000 comprising 770,000,000 ordinary shares of RM1.00 each to RM180,636,749.75 comprising 722,546,999 ordinary shares of RM0.25 each.

The issued and paid-up ordinary share capital of the Company at the date of registration of this statement made pursuant to Section 64(5) of the Act, is RM180,636,749.75 divided into 722,546,999 ordinary shares of RM0.25 each, all which are deemed to be fully paid-up.”

4. The Petitioner shall be at liberty to lodge an office copy of the Order of this Honourable Court with the Companies Commission of Malaysia pursuant to Section 64(6) of the Companies Act, 1965 at any time within three (3) months from the date of extraction of the sealed Order;
5. Within twenty (20) days from the date of receipt from the Companies Commission of Malaysia of the Certificate of Lodgment of the Order of High Court confirming reduction of share capital in Form 29 of the Companies Act 1965, the Order and Form 29 shall be published once in the New Straits Times newspaper in English and once in Berita Harian newspaper in Bahasa Malaysia and in the event of any doubt or confusion between the Bahasa Malaysia text and the English text of this Order, the English text of the Order shall prevail;
6. The Petitioner be at liberty to apply; and
7. The costs of this Petition be borne by the Petitioner.

Dated this 10th day of October 2016.

.....
Senior Assistant Registrar
High Court of Malaya
Kuala Lumpur

*This **Amended** Order is filed by Kadir, Andri & Partners, solicitors for the Petitioner abovenamed whose address for service is at Level 10 Menara BRDB, 285 Jalan Maarof, Bukit Bandaraya 59000 Kuala Lumpur.*

Tel: (603) 2780 2888

Fax: (603) 2780 2833

Ref: 20150334/TKY/CWS

FORM 28

Companies Act, 1965

Section 62(4) and

Section 335(2)

Company No.

15678

H

NOTICE OF INCREASE IN SHARE CAPITAL**KENANGA INVESTMENT BANK BERHAD**

To the Registrar of Companies

1. KENANGA INVESTMENT BANK BERHAD hereby gives notice that on the 1st day of November, 2016 the authorised share capital of the company was increased from RM800,000,000.00 to RM1,250,000,000.00.
2. The additional capital is divided as follows:

Number of Shares	Class of Shares	Nominal Amount of Each Share
1,800,000,000	Ordinary Shares	RM0.25

Dated this 1st day of November, 2016.

Secretary

NORLIZA BINTI ABD SAMAD (f)
(MAICSA 7011089)

Lodged by: Kenanga Investment Bank Berhd (15678-H)
8th Floor, Kenanga International
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No.: 03 – 2162 1490
Fax No.: 03 – 2161 4990

FORM 11

Companies Act, 1965

*Section 21(2)

~~*Section 26(1), (2)~~

~~*Section 28(9)~~

*Section 154(1)

~~*Section 254(2)~~

Company No.

15678-H

NOTICE OF RESOLUTION

KENANGA INVESTMENT BANK BERHAD

To the Registrar of Companies,

At a General Meeting of the member of Kenanga Investment Bank Berhad duly convened and held at 8th Floor, Kenanga International, Jalan Sultan Ismail, 50250 Kuala Lumpur on the 28th day of July, 2016 the +special/+ordinary resolutions set out +below/+in annexure marked with the letter "A" and signed by me for the purposes of identification ++/ were duly passed/++agreed to.

SPECIAL RESOLUTION 1 PROPOSED CAPITAL REDUCTION

THAT, subject to all approvals being obtained from the relevant authorities and/or parties, the passing of Special Resolution 2 below and confirmation by the High Court of Malaya, approval be and is hereby given for Kenanga Investment Bank Berhad ("**Kenanga IB**") to effect the proposed capital reduction by cancelling 47,453,001 ordinary shares of RM1.00 each in Kenanga IB ("**Kenanga IB Shares**"), resulting in its issued and paid-up share capital being reduced from RM770,000,000 comprising 770,000,000 Kenanga IB Shares to RM722,546,999 comprising 722,546,999 Kenanga IB Shares pursuant to Section 64 of the Companies Act, 1965 ("**Proposed Capital Reduction**");

THAT, the credit arising from the Proposed Capital Reduction, estimated at RM47,453,001, be utilised to set-off the accumulated losses of Kenanga IB, and the balance, if any, be credited to the reserves of Kenanga IB;

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Capital Reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and/or any relevant authority, as the case may be.

Company No.

15678-H

SPECIAL RESOLUTION 2 PROPOSED PAR VALUE ADJUSTMENT

THAT, subject to all approvals being obtained from the relevant authorities and/or relevant parties, the passing of Special Resolution 1 above and confirmation by the High Court of Malaya, approval be and is hereby given for Kenanga IB to adjust the par value of each existing Kenanga IB Share from RM1.00 to RM0.25 and reduce Kenanga IB's issued and paid-up share capital from RM722,546,999 comprising 722,546,999 Kenanga IB Shares to RM180,636,749.75 comprising 722,546,999 ordinary shares of RM0.25 each of Kenanga IB by way of cancellation of RM0.75 of the par value of 722,546,999 Kenanga IB Shares (being all the existing Kenanga IB Shares save for the 47,453,001 Kenanga IB Shares to be cancelled pursuant to Special Resolution 1 above) in accordance with Section 64 of the Companies Act, 1965 ("**the Proposed Par Value Adjustment**");

THAT, the credit arising from the Proposed Par Value Adjustment of RM541,910,249.25, be utilised to set-off the accumulated losses of Kenanga IB, if any, and the remaining balance be credited to the reserves of Kenanga IB;

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Par Value Adjustment with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by any relevant authority, as the case may be.

ORDINARY RESOLUTION

ADMISSION OF KENANGA IB SHARES TO THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") AND SUBSEQUENT LISTING OF AND QUOTATION FOR 722,546,999 ORDINARY SHARES OF RM0.25 EACH IN KENANGA IB ("NEW KENANGA IB SHARES") ON THE MAIN MARKET OF BURSA SECURITIES

THAT, subject to all approvals being obtained from the relevant authorities and/or relevant parties and the passing of Special Resolutions 1 and 2 above, as well as the completion of the Proposed Capital Reduction and the Proposed Par Value Adjustment, approval be and is hereby given for the listing of and quotation for the entire issued and paid-up share capital of Kenanga IB of RM180,636,749.75 comprising 722,546,999 New Kenanga IB Shares on the Main Market of Bursa Securities ("**the Proposed Listing**");

Company No.

15678-H

AND THAT, the Directors of Kenanga IB be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of Kenanga IB as they may consider necessary or expedient to give effect to the Proposed Listing with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by any relevant authority, as may be necessary.

Dated this 28th day of July, 2016.



.....
Secretary
NORLIZA BINTI ABD SAMAD (f)
(MAICSA 7011089)

Lodged by: Kenanga Investment Bank Berhd (15678-H)
8th Floor, Kenanga International
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No.: 03 – 2162 1490
Fax No.: 03 – 2161 4990



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

FORM 13
COMPANIES ACT 1965
[Pursuant To Section 11(2) (b)]

Company No.-MyCoID

15678	H
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**CERTIFICATION OF INCORPORATION ON CHANGE
OF NAME OF COMPANY**

This is to certify that

K & N KENANGA BHD.

which was, on the 06th day of September 1973, incorporated under the Companies Act 1965, as a public company, on the 05th day of January 2007, changed its name to

KENANGA INVESTMENT BANK BERHAD

and that the company is a public company and is a company limited by shares.

Given under my hand and seal, at Kuala Lumpur this 11th day of January 2013.

NOR AIN BINTI ABDUL RAHMAN
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

FORM 20
COMPANIES ACT 1965
[Pursuant To Section 11(2) (b)]

No of Company-MyCoID

15678	H
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**CERTIFICATION OF INCORPORATION ON CONVERSION TO
A PUBLIC COMPANY**

This is to certify that

K & N KENANGA SDN. BHD.

which was, on the 06th day of September 1973, incorporated under the Companies Act 1965, as a company limited by shares, did on the 07th day of December 1995, convert to a public company, and that the name of the company now is

K & N KENANGA BHD.

Given under my hand and seal, at Kuala Lumpur this 11th day of January 2013.

NOR AINI BINTI ABDUL RAHMAN
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

FORM 16
COMPANIES ACT 1965
[Pursuant To Section 11(2) (b)]

Company No.-MyCoID

15678	H
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**CERTIFICATION OF INCORPORATION ON CONVERSION TO
A LIMITED COMPANY**

This is to certify that

K & N KENANGA SDN.

which was, on the 06th day of September 1973, incorporated under the Companies Act 1965, as an unlimited company did on the 10th day of May 1975 convert to a company limited by shares (Private) and that the name of the company now is

K & N KENANGA SDN. BHD.

Given under my hand and seal, at Kuala Lumpur this 15th day of August 2013.

LATIPAH BINTI AB MAJID
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

FORM 9
COMPANIES ACT 1965
[Pursuant To Section 11(2) (b)]

Company No.-MyCoID

15678	H
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CERTIFICATE OF INCORPORATION OF PRIVATE COMPANY

This is to certify that

K & N KENANGA SDN.

is, on and from the 06th day of September 1973, incorporated under the Companies Act 1965, and that the company is a company unlimited by shares and that the company is a private company.

Given under my hand and seal, at Kuala Lumpur this 11th day of January 2013.


NOR AIN BINTI ABDUL RAHMAN
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA

THE COMPANIES ACT 2016

**PUBLIC COMPANY LIMITED BY
SHARES**

**CONSTITUTION OF
KENANGA INVESTMENT BANK
BERHAD**

1. The name of the Company is “KENANGA INVESTMENT BANK BERHAD”.
2. The registered office of the Company will be situated in Malaysia.
3. The liability of the members is limited.
4. Definition and Interpretation
- 4.1 In this Constitution, the words and expression shall have the respective meanings as ascribed below unless the context otherwise requires.

WORDS

MEANINGS

“Act”	The Companies Act 2016, including any amendment that may be made from time to time.
“Authorised Nominee”	A person who is authorised to act as a nominee as specified under the Rules of Bursa Depository.
“Board”	The Board of Directors for the time being of the Company.
“Books Closing Date”	The specified time and date set by the Company for the purpose of determining entitlements to dividend, interest, new Securities or other distributions or rights of holders of its Securities.
“Bursa Depository”	Bursa Malaysia Depository Sdn Bhd or such other name by which it may be known from time to time, and/ or its nominee.
“Central Depositories Act”	The Securities Industry (Central Depositories) Act 1991, including any modification, amendment or re-enactment thereof for the time being in force.
“Chief Executive”	The principal chief executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.
“Company”	KENANGA INVESTMENT BANK BERHAD.
“Constitution”	This constitution as originally framed or as from time to time altered by special resolution.

“Deposited Security”	A security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense.
“Depositor”	A holder of a Securities Account established by Bursa Depository.
“Directors”	The Directors of the Company for the time being.
“Exchange”	Bursa Malaysia Securities Berhad or such other name by which it may be known from time to time.
“Exempt Authorised Nominee”	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Subsection 25A(1) of the Central Depositories Act.
“Listing Requirements”	The Main Market Listing Requirements of the Exchange including any amendment that may be made from time to time.
“Major Shareholder”	<p>A person who has an interest or interests in one (1) or more voting shares in the Company and the number or the aggregate number of those shares, is:</p> <ol style="list-style-type: none"> (1) ten percent (10%) or more of the total number of voting shares in the Company; or (2) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.</p>
“Market day”	A day on which the stock market of the Exchange is open for trading in Securities.
“Member”	Any person for the time being registered as the holder of shares in the share capital of the Company in the Register of Members (except for Bursa Depository in its capacity as bare trustee) and any Depositor whose name appears on the Record of Depositors and who has a credit balance of shares in the Company in his or her Securities Account who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act.
“Office”	The registered office for the time being of the Company.
“Register”	The Register of Members to be kept pursuant to the Act.
“Record of Depositors”	A record provided by Bursa Depository to the Company or its registrar under Chapter 24.0 of the Rules of Bursa Depository.
“Rules of Bursa Depository”	The Rules of Bursa Depository, including any amendment that may be made from time to time.
“Seal”	The common seal of the Company or in the appropriate case the official seal or duplicate common seal of the Company.

“Secretary”	Any person or persons appointed to perform the duties of a secretary of the Company and shall include a joint, assistant or deputy secretary.
“Securities”	Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.
“Securities Account”	An account established by Bursa Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the Depositor.

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

Expressions referring to “**electronic communications**” shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by applicable laws.

Words importing the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word “**Person**” shall include a corporation.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967 and of the Act as in force at the date at which these regulations become binding on the Company.

The headings are inserted for convenience only and shall not affect the construction of this Constitution.

5. The Objects for which the Company is established are:

- (1) To carry on the business of financiers, bankers (including Islamic banking) and promoters, to transact business as capitalists, financial and monetary agents; to advance and lend money with or without security including on real, personal and mixed securities, on cash, credit, or other accounts, on policies, bonds, debentures, bills of exchange, promissory notes, letters of credit, or other obligations, or on rates duly authorised to be made or levied by the Government or on the deposit of title deeds, wares and merchandise, bills of sale and lading, delivery orders, or other mercantile indicia or tokens, bullions, stocks and shares and to provide financial services, advice and facilities of every description, including (but without limiting the generality of the foregoing words) all those capable of being provided by investment bankers, bankers (including Islamic banking business), stockbrokers, investment and fund managers and advisers, promoters and managers of unit trusts and other investment media, wealth managers, financial advisers, insurance brokers, underwriters and issuing houses and to do all matters and things incidental thereto which may be usual in connection with such businesses.
- (2) To carry on the business as stockbrokers, sharebrokers, dealers (whether as principals or otherwise) and jobbers in stocks, shares, debentures, debenture stock, funds, bonds, obligations, Securities and investments of all kinds and to purchase the Company's own shares in accordance with the provisions of the Act and rules, regulations and guidelines of Bursa Securities.

- (3) To carry on the business of discounting, buying, selling and dealing as brokers, jobbers or otherwise howsoever in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificate, scrip and other instruments and Securities whether transferable or negotiable or not.
- (4) To subscribe for conditionally or unconditionally, to underwrite issue or to guarantee the issue of or the payment of interest upon and to take hold and convert stocks, shares, debentures, debenture stock and Securities of all kinds and to pay or provide for brokerage commission and indemnity in respect of any such issue.
- (5) To create, issue, acquire, sell or otherwise deal with derivative instruments, whether on an exchange or over the counter, including without limitation, share and call warrants and to provide guarantees or indemnities in respect of any issue thereof.
- (6) To facilitate, encourage and assist in the creation, issue or conversion of debentures, debenture stock, bonds, obligations and to grant pensions, gratuities, provident, bonuses, allot and issue and/ or transfer shares or Securities, superannuation funds or such other funds or schemes as the Directors of the Company may deemed fit and to make or establish such arrangements for the benefit of employees and Directors of the Company, and its subsidiaries or to the relations, connections or dependents of such person or any other persons.
- (7) To buy and sell foreign currency and exchange, and to accept money for remittance to all countries, and to accept deposits of money on loan at interest or without interest, and to carry on the businesses of capitalists, financiers, and concessionaires, and to undertake, carry on, and execute all kinds of financial and other similar operations.
- (8) To purchase, take in exchange or otherwise acquire and hold, and to sell ships and vessels or any shares or interests therein and also shares, stocks and Securities of any companies or persons possessed of or interested in any ships or vessels and to repair, improve, alter, exchange or let out to hire or charter or otherwise deal with and dispose of any ships, vessels of shares or Securities aforesaid.
- (9) To purchase, sell and otherwise deal as principals, agents or brokers in rubber, tin, copra and merchandise produce and commodities of all kinds and generally to carry on business as merchants, importers and exporters and to carry on the business of marketing or distributing rubber, tin, copra and other merchandise produce and commodities on behalf of manufacturers or wholesale dealers, to accept consignments of goods or merchandise for sale, shipment, or other disposition and generally to carry on any sort of agency or brokerage business.
- (10) To buy, sell, manufacture, repair, alter, exchange, import and export and deal in all substances, articles and things capable of being used in any such businesses as aforesaid or required for the purposes of any wholesale or retail business of the Company.
- (11) To develop and turn to account any land acquired by or in which the Company is interested, and in particular, by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (12) To make, draw, accept, endorse, execute, discount and purchase or otherwise deal with promissory notes, bills of exchange, and all kinds of negotiable or transferable instruments.

- (13) To sell, exchange, let on rent, royalty, share of profits or otherwise lease, sublease, surrender, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property assets and effects for the time being of the Company for such consideration as the Company may think fit and in particular for any shares or the right to subscribe for shares whether fully or partly paid or for any debentures or other obligations of any other company in any part of the world.
- (14) To contract for public or private loans and to negotiate and issue the same, and to negotiate loans of every description.
- (15) To act as agents for the sale and purchase of any stocks, shares or Securities or for any other monetary or mercantile transaction.
- (16) To carry on the business of general merchants, importers, exporters, starers, storekeepers, factors, brokers, commission agents, removers and packers of and dealers in manufactured goods, machinery, materials, commodities, general merchandise, ores, metals, mineral substances and produce of all kinds and to import, export, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or with or turn to account by wholesale or retail goods, machinery, materials, commodities, general merchandise, ores, metals, mineral substances and produce of all kinds.
- (17) To carry on the business of manufacturers, representatives, commission insurance and general agents, rubber produce, land, loan and general brokers, financial agents, underwriters, company promoters and dealers in options of every kind and to undertake any business commonly undertaken in connection with all or any of such businesses.
- (18) To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, and deal with land and property and rights of all kinds, and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, and undertaking and claims, privileges, and chases in action of all kinds.
- (19) To carry on any other business (whether manufacturing mercantile or otherwise and whether similar to any of the above mentioned businesses or not) which may seem to the Company capable of being conveniently carried on in connection with the above mentioned businesses or any of them or calculated directly or indirectly to enhance the value of or render profitable or more profitable any of the Company's business property or rights.
- (20) To establish, maintain, and work agencies or branch firms in any part of the world in connection with the business of the Company or any part thereof.
- (21) To undertake and execute any trusts the undertaking of which may seem to the Company desirable.
- (22) To buy or otherwise acquire or secure the use of, maintain, repair, alter or otherwise deal with, let or hire, sell or otherwise dispose of, or deal in, develop, improve or otherwise turn to account any kind of movable or immovable property, goods or things of whatsoever tenure, nature or description.
- (23) To invest and deal with the moneys of the Company in such manner as may from time to time be determined, and to hold any securities for investments so made or to realise the same and to re-invest the proceeds.

- (24) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold, sell, exchange, let, lease, turn to account, dispose of and deal in movable and immovable property of all kinds, and in particular lands, buildings, hereditaments and easements, shipping, ship-building, aeronautic, agricultural, manufacturing, mining, industrial, and other business concerns and undertakings, mortgages, charges, annuities, patent rights, trademarks, copyrights, licences, or any secret or other process or information as to any invention or otherwise, stocks, funds, shares, debentures, securities, tolls, grants, charters, concessions, leases, contracts, options, policies, book debts and claims and any interest in movable or immovable property, and any claims against any persons or company, and to finance and carry on any business concerns or undertaking so acquired.
- (25) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments, or otherwise, or in shares credited fully or partly paid-up in any company or companies, with or without deferred or preferential rights in respect of dividends or repayment of capital or otherwise, or by means of mortgages or by debentures, debenture stock, perpetual or otherwise, or obligations or securities of any company or companies, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (26) To pay for any property or rights to be acquired by the Company either in cash or shares with or without preferred or deferred rights or by any Securities which the Company has power to issue, and generally on such terms as the Company may determine.
- (27) To hold, maintain, improve and deal as may be expedient with any property which the Company may become entitled to by foreclosure or otherwise and for the purpose of better realising any security to purchase the equity or redemption of or any share or other interest in any property upon which or upon any interest in which the Company may have a charge.
- (28) To borrow or raise money with or without security and to secure the payment of money or the performance of obligations for the purposes of the Company in such manner, and upon such terms as may seem expedient, and in particular by the issue of bonds, mortgage or other debentures, debenture stock, or other Securities, perpetual or otherwise, or by mortgages, scrip certificates, bills of exchange or promissory notes, or any other instrument or in such manner as may be determined, and for any such purposes to charge all or any part of the undertaking and property of the Company, both present and future, including its uncalled capital, and either with or without participation in profits or voting power.
- (29) To take or otherwise acquire and hold shares in any company and in particular in any company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (30) To acquire and undertake the whole or any part of the business, property and liability of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (31) To promote or to take part in the formation, management, supervision, or control of the business or operations of any other company either for the purposes of acquiring all or any of the property, rights, and liabilities of the Company, or for any other purposes which may seem directly or indirectly calculated to benefit the Company, and to appoint and remunerate any directors, accountants or other experts or agents.
- (32) To amalgamate with any company having objects altogether or in part similar to those of the Company and to enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage, any business or transaction capable of being conducted so as directly or indirectly money to, guarantee the contract of, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same

- (33) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares credited as fully or partly paid-up, or debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- (34) To distribute, whether upon the winding up of the Company or otherwise, all or any of the assets and property of the Company among the Members in specie or kind or otherwise, but so that no distribution amounting to a reduction of capital be made without the sanction of the Court where necessary.
- (35) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority and rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- (36) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and conveniences to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objector for any exhibition, or for any public, general or useful objects.
- (37) To pay all, or any part of the expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company or of any other company promoted, formed, established or registered by or on behalf of the Company, and all commission, brokerage, discount underwriting and other expenses lawfully payable which may be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the Company, or of any company so promoted, formed, established or registered by the Company.
- (38) (1) To make donations for patriotic or for charitable purposes.
(2) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (39) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (40) To procure the Company to be registered or recognised in any foreign country or place.
- (41) To carry on or undertake any business or activity including to do any act which the Company may propose to do and to enter into transactions, do all such other things as may be incidental, and to have the full capacity to exercise all the functions, rights, powers and privileges of a body corporate.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

SHARES

6. Power to Issue Shares

Any shares in the Company shall be issued only with the prior approvals of relevant authorities and the shareholders of the Company in general meeting and in accordance with the provisions of Sections 75 and 76 of the Act and may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine. Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

7. Issue of shares

The Company shall not issue shares to transfer a controlling interest without the prior approval of relevant regulators and/or Members in general meeting.

The Company shall ensure that all new issues of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees or entitled persons held with Bursa Depository with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company shall notify Bursa Depository of the names of the allottees or entitled persons, together with all such particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons.

8. Issue of Securities to Directors, Major Shareholders, Chief Executives and Person Connected to Them

Except in the case of an issue of Securities on a pro-rata basis to all Members, every issue of shares or other convertible Securities to Directors, Major Shareholders, Chief Executives or persons connected with any interested Director, Major Shareholder or Chief Executive of the Company shall be approved by the Members in general meeting and no Directors, Major Shareholders, Chief Executives or persons connected with any interested Director, Major Shareholder or Chief Executive shall participate in such issues of Securities or share issuance scheme unless the Members in a general meeting have approved of the specific allotment to be made to such Directors, Major Shareholders, Chief Executives or persons connected with such interested Directors, Major Shareholders or Chief Executives.

9. Rights of Other Classes of Shares

Where shares of a class other than ordinary shares are issued, the rights attaching to such shares, shall be expressed in this Constitution.

10. Power to Issue Preference Shares

Subject to applicable laws and any other requirements of the Securities Commission Malaysia, any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed and the Company shall not issue preference shares ranking in priority over preference shares already issued but may issue preference shares ranking equally therewith.

11. Rights of Preference Shareholders

- (1) A holder of preference share must be entitled to the same rights as holder of an ordinary share in relation to receiving notices, reports and audited financial statements, and attending general meetings of the Company.
- (2) The rights of the holders attached to the preference shares or shares convertible into preference shares are set out below and include the holders' rights on:
 - (a) repayment of capital;
 - (b) participation in surplus assets and profits;

- (c) cumulative or non-cumulative dividends;
 - (d) voting; and
 - (e) priority of payment of capital and dividend when compared to other shares or other classes of preference shares.
- (3) The holder of preference share must also be entitled to a right to vote at any general meeting convened in each of the following circumstances:
- (a) when the dividend or part of the dividend on the shares is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the share capital of the Company;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) on a proposal that affects rights attached to the share;
 - (e) on a proposal to wind up the Company; or
 - (f) during the winding up of the Company.

12. Issue of New Shares to Members

Section 85 of the Act shall not apply to the Company. 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 notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise 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 Clause.

13. Commission

The Company may exercise the powers of paying commissions conferred by the Act provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed ten percent (10%) of the price at which such shares are issued, or an amount equivalent to such percentage, as the case may be, and that the requirements of Section 80 of the Act shall be observed. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

14. Trusts Not to Be Recognised

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

15. Allotment and Despatch of Notices of Allotment for an Issue

Subject to the provisions of the Act, the Central Depositories Act, the Rules of Bursa Depository and the Listing Requirements, the Company shall allot and issue shares or Securities, despatch notices of allotment to the allottees and make an application for the quotation of such Securities:

- (1) in respect of an issue of Securities to the public or a rights issue, within eight (8) Market Days of the final applications closing date for an issue of Securities or such other period as may be prescribed by the Exchange;
- (2) in respect of a share scheme for employees, within eight (8) Market Days after the date of receipt of a notice of the exercise of an option for shares or Securities in the Company together with the requisite payment or such other period as may be prescribed by the Exchange; and
- (3) in respect of conversion or exercise of convertible Securities, within eight (8) Market Days after the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed by the Exchange.

16. Issue of New Certificate

The Company may issue jumbo certificates in respect of shares or Securities in favour of Bursa Depository as may be directed by the Securities Commission Malaysia or Bursa Depository pending the crediting of shares or Securities into the Securities Account of the person entitled to such shares or Securities or as may be prescribed by the Central Depositories Act and the Rules of Bursa Depository PROVIDED ALWAYS that every certificate shall be issued under the official Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the signature or facsimile signature of at least one (1) Director and a second Director or the Secretary or some other person appointed by the Board or in such manner as prescribed by the Board from time to time and shall specify the number and class of shares or Securities to which it relates and the issue price of the shares or Securities, where applicable.

17. Crediting of Securities Account

The Company shall not cause or authorise its registrar to cause the Securities Accounts of the allottees to be credited with the additional Securities until after it has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that such new Securities have been approved in principle for listing.

18. Purchase of Own Shares

The Company may, subject to approval of Bank Negara Malaysia (including any renewals of approval obtained previously) and any relevant authorities (where required) and in accordance with the provisions of the Act and/or any other applicable law, rules, regulations and guidelines of the Exchange and/or any other relevant authorities for the time being in force or issued from time to time, purchase its own shares and make payments in respect of the purchase of its own shares on such date(s), terms and manner as may be determined from time to time by the Directors. Any shares so purchased shall be dealt with in accordance with the provisions of the Act and/or any other applicable law, rules, regulations and guidelines of the Exchange and/or any other relevant authorities for the time being in force or issued from time to time.

19. Company's Lien Over Shares and Dividends

Subject to the provisions of this Constitution, the Company shall have a first and paramount lien upon shares registered in the name of any Member, or as the case may be, upon Deposited Securities in his Securities Account, for any unpaid calls and instalments 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 and has paid in respect of shares of the Member or deceased Member and such lien shall extend to all dividends from time to time declared in respect of such shares. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments 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 and has paid in respect of the shares of the Member or deceased Member.

20. Enforcing Lien by Sale

Subject to the provisions of this Constitution, the Directors may sell any shares to a Member subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made 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 person (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge for fourteen (14) days after such notice.

21. Evidence

To give effect to any sale, the Directors may authorise some person to transfer the shares sold to the purchaser or as the case may be to transfer such shares to his Securities Account, and may enter the purchaser's name in the Register or Record of Depositors, as the case may be, 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.

22. Application of Proceeds

The net proceeds of any such sale shall be applied in or towards satisfaction of the unpaid calls and accrued interest and expenses and the balance (if any) shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

23. Member Not Entitled to Dividend or to Vote Until Calls Paid

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

CALLS ON SHARES

24. Directors May Make Calls

The Directors may, subject to the provisions of this Constitution, 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 fourteen (14) days' notice at least is given of 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 time and place appointed by the Directors.

25. Call

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and such resolution may authorise the call to be paid by instalments.

26. Unpaid Calls

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

27. Automatic Calls

Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date shall, for all purpose of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in the case of non-payment the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum were a call duly made and notified as hereby provided.

28. Payment of 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 payment of such calls.

29. Advance on Calls

The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such Member, 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. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

INFORMATION OF SHAREHOLDING

30. Company May Require Any Information of a Member

The Company may by notice in writing, require any Member within such reasonable time as is specified in the notice:

- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
- (b) if he holds them as trustee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

31. Company May Require Any Information of Beneficial Interest

Where the Company is informed that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:

- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (b) if he holds the interest as trustee, so far as it is possible to do so, to indicate the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

32. Member to Inform Company

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

TRANSFER OF SECURITIES

33. Transfer of Deposited Securities

The transfer of any Deposited Security shall be by way of book entry by Bursa Depository in accordance with the Rules of Bursa Depository and, notwithstanding Sections 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 such Securities.

34. Transfer in Writing

Subject to this Constitution, the Central Depositories Act and the Rules of Bursa Depository, any Member may transfer all or any of his Securities (except those Deposited Securities which are for the time being designated as Securities in suspense) by instrument in writing in the form prescribed and approved by the Exchange and/or Bursa Depository. The instrument shall have been executed by or on behalf of the transferor and the transferee both duly witnessed, and the transferor shall remain the holder of such Securities until the name of the transferee is entered in the Register and/or the Record of Depositors, as the case may be in respect thereof.

35. Refusal to Register Transfer

Bursa Depository may, in its absolute discretion, refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and/or the Rules of Bursa Depository.

36. Closing of Registers

The Register and/or Record of Depositors may be closed for such periods as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to close the Register and/or Record of Depositors and the reason thereof shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange at least ten (10) Market Days after the date of announcement to the Exchange or within such other notice period as may from time to time be specified by the Exchange. The Register and/or Record of Depositors may be closed for the purpose of determining persons entitled to dividends, interest, new Securities, or rights to a priority of application for issue of Securities.

37. Transmission of Securities

Where:

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

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

38. No Liability for Fraudulent Transfers

Neither the Company nor its Directors nor any of its officers shall incur any liability in respect of any transfer of Deposited Security, apparently made by sufficient parties, or registered by Bursa Depository, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the Deposited Security proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee and whose name appears on the Record of Depositors, his executors, administrators and assignees, alone shall be entitled to be recognised as the holder of such Deposited Security and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

TRANSMISSION OF SHARES

39. Transmission

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

40. Person Entitled May Receive and Give Discharge for Dividends

A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights, or privileges as a Member unless and until he shall become a Member in respect of the share.

FORFEITURE OF SHARES

41. Notice to Pay Calls

If any Member fails to pay the whole or any part of any call or instalment 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 instalment or such part thereof as remains unpaid, together with interest at such rate not exceeding eight percent (8%) per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

42. Form of Notice

The notice shall name a further day on or before which such call or instalment, 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.

43. Forfeiture of Shares

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

44. Notice for Forfeiture

When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to Bursa Depository, the holder of the shares or to the person entitled to the shares by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register opposite to the share.

45. Directors May Allow Forfeited Shares 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 deem fit.

46. Sale of Shares Forfeited

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

47. Arrears to be Paid Notwithstanding Forfeiture

A Member 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 the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

48. Forfeiture of Shares Shall Involve Extinction of Interest In and Claims Against the Company

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

49. Evidence of Forfeiture and Validity of Sale

A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a share has been duly forfeited in pursuance of this Constitution, 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 the credit to the Securities Account of such person to whom the same is sold or disposed of and subject to Central Depositories Act and the Rules of Bursa Depository, shall constitute a good title to the share, and such person shall be registered as the holder of the 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 affected 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.

CONVERSION OF SHARES INTO STOCK

50. (1) Conversion of Shares into Stock and Re-Conversion

The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.

(2) Holders of Stock May Transfer Their Interests

The holders of stock may transfer the shares or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or to be transferred in the closest manner as the circumstances allow; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

(3) Participation in Dividends and Profits

The holder of stock shall according to the amount of the stock held by them have the same right, privileges and advantages with regard to dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege of the Company and in the assets on winding up shall be conferred by or advantage (except participation in the dividends and profits) any such part of stock which would not if existing in shares have conferred that privilege or advantage.

(4) Provision Applicable to Paid-Up Shares Apply to Stock

All provisions in this Constitution which are applicable to paid-up shares shall apply to stock, and the words "share" and "Member" herein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

51. Power to Increase Capital

The Company may from time to time, whether all the shares for the time being issued shall have been fully called up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective number and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase may direct.

52. Company May Alter its Capital in Certain Ways

The Company may by special resolution:

- (1) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
- (2) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
- (3) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
- (4) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; or
- (5) subject to the provisions of this Constitution and the Act, convert and/ or re-classify any class of shares into any other class of shares.

53. Reduction of Capital

The Company may by special resolution, reduce its share capital in any manner authorised and subject to any conditions prescribed by the Act.

MODIFICATION OF CLASS RIGHTS

54. Rights of Shareholders May Be Altered

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 share capital of the Company may from time to time be varied, extended or surrendered in any manner with the sanction of a special resolution passed at a separate meeting of the Members of that class concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing representing not less than seventy-five percent (75%) of the total voting rights of the Members in that class is obtained within two (2) months of the meeting, shall be as valid and effectual as special resolution carried at the meeting. To any such separate meeting all the provisions of this Constitution as to general meetings of the Company shall with such modifications specified in Section 339 of the Act *mutatis mutandis* apply, but so that the necessary quorum shall be at least three (3) Members of the class holding or representing by proxy one-third (1/3) of the share capital paid or credited as paid on the issued shares of the class excluding any shares of that class held as treasury shares, and every holder of the shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

55. Repayment of Preference Capital

The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of seventy-five percent (75%) of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

GENERAL MEETINGS

56. Extraordinary General Meetings

An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meeting.

57. Notice of Meeting

Subject to the provisions of the Act, the notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which such notice is issued. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of general meetings from the Company. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed at the same time as Members are notified.

The accidental omission to give notice to or the non-receipt of such notice by, any person shall not invalidate the proceedings of any resolution passed at any such meeting.

58. Meetings of Members at Two (2) or More Venues

The Members may participate in a Meeting of Members at more than one (1) venue by telephone conference, video conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which would permit the Members to participate in the meeting to communicate with each other simultaneously and instantaneously and to exercise the Members' right to speak and vote at the meeting.

59. Shorter Notice

A meeting other than a meeting for the passing of a special resolution shall, notwithstanding that it is called by notice shorter than is required by Clause 57 be deemed to be duly called if it is so agreed:

- (1) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; or
- (2) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five percent (95%) of the number of the shares giving a right to attend and vote at the meeting, excluding any shares in the Company held as treasury shares.

60. Record of Depositors

- (1) The Company shall request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (2) The Company shall also request Bursa Depository in accordance with the Rules of Bursa Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as "**the General Meeting Record of Depositors**").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) 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 by person or proxy unless his name appears in the General Meeting Record of Depositors.

61. Special Business

All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the audited financial statements and reports of the Directors and auditors, the election of Directors in the place of those retiring, the appointment and the fixing of the Directors' remuneration, the appointment and fixing of the remuneration of the auditors; and any resolution or other business of which notice is given in accordance with this Constitution.

PROCEEDINGS AT GENERAL MEETINGS

62. Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) Members present in person shall be a quorum. For the purpose of this Clause, "Member" includes a person attending as a proxy or as representative of a corporation which is a Member.

63. When Quorum Not Present

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

64. Chairman of General Meeting

The Chairman of the Board and in his absence the Deputy Chairman, if any, shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman or Deputy Chairman, or if no such officer is present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one (1) of their number to be Chairman of the meeting, or if only one (1) Director is present, he shall preside as Chairman of the meeting if he is willing to act. If no Director is present, or if all the Directors present decline to take the chair, the Members present shall elect one (1) of their number to be Chairman of the meeting.

65. Power to Adjourn General Meeting

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

66. Voting by Poll

Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, shall be determined by poll. The Company shall appoint at least one (1) scrutineer and may, in addition to the powers of adjourning meetings contained in Clause 65 hereof adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.

67. Chairman to Have Casting Vote

In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

VOTE OF MEMBERS

68. Right to Vote

Subject to any rights or restrictions for the time being attaching to any class or classes of shares, at meetings of Members or classes of Members, each Member shall be entitled to be present and to vote. The Member may vote in person or by proxy or by attorney or duly authorised representative. Every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds in respect of any share or shares upon which all calls due to the Company have been paid.

69. Members of Unsound Mind

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

70. No Member to Vote Whilst Calls Unpaid

Subject to Clause 60, no Member shall be entitled to be present and to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

71. Vote to be Taken as Chairman Shall Direct

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

72. Proxy to be in Writing

The instrument appointing a proxy shall be in writing (in the common or usual form including any form approved from time to time by the Directors) under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. There shall be no restriction as to the qualification of the proxy.

73. Appointment of Proxy

(1) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall not be valid unless the Exempt Authorised Nominee specifies the proportion of his shareholding to be represented by each proxy.

(2) Subject to the provision of Clause 73(1):

- (a) Member may appoint up to two (2) proxies to attend the same meeting. Where a Member appoints two (2) proxies, the appointment shall not be valid unless the Member specifies the proportion of his shareholding to be represented by each proxy.
- (b) Where a Member is an Authorised Nominee, he may appoint not more than two (2) proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him.

(3) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.

74. Form of Proxy

Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit including the form approved from time to time by the Board:

I/We, being a Member of the abovenamed Company, hereby appoint
..... of, or failing him, of, as my/our
proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be)
general meeting of the Company, to be held on the day of and at any
adjournment thereof.

Signed this day of

This form is to be used + in favour/ against the resolution.

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

75. Instrument in Appointing Proxy to be Deposited

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the Office, or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and for these purposes it is deemed the time appointed for the taking of any poll is to commence at such time, with the taking of the poll completing when it is actually completed.

76. Revocation of Authority

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

77. Voting Rights of Different Monetary Denominations

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

DIRECTORS' APPOINTMENT, ETC

78. Election and Retirement of Directors
An election of Directors shall take place each year. At the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being shall retire from office, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office. Notwithstanding the above, all Directors shall retire from office at least once every three (3) years, but shall be eligible for re-election.
79. Eligible for Re-Election
A retiring Director shall be eligible for re-election.
80. 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 a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.
81. Determination of Directors to Retire
The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
82. Filling of Vacancy
The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of that Director is put to the meeting and lost.
83. Increase or Reduction in Number of Directors
The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. Until and unless otherwise determined as aforesaid, the number of Directors shall be not less than two (2) and not more than fifteen (15).
84. Casual Vacancy or Additional Director
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 additional Director, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
85. Removal of Directors
Subject to Clause 83, 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.

86. Remuneration of Directors

(1) Fees and Benefits for Non-Executive Directors

The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall from time to time be determined by an ordinary resolution of the Company in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover.

(2) Salary for Executive Directors

Subject to the terms of any agreement (if any) entered into in any particular case, an executive Director shall receive remuneration as the Directors may determine, provided that salaries payable to the executive Director may not include a commission on or percentage of turnover.

(3) Reimbursement of Expenses

The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or general meetings of the Company or in connection with the business of the Company.

87. Special Remuneration of Directors

The Directors may grant special remuneration to any Director who (on request by the Directors) is willing to perform or render any special duties or services outside his ordinary duties as a Director or to go or reside away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors. Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be paid by way of a fixed sum or otherwise as may be arranged PROVIDED ALWAYS that such special remuneration shall not be by a commission on or percentage of profits or turnover.

88. Qualification of Directors

There shall be no shareholding qualification for Directors.

89. Office of Director Vacated in Certain Cases

The office of Director shall become vacant if the Director:

- (1) has retired in accordance with the Act or this Constitution but is not re-elected;
- (2) is removed from office in accordance with the Act or this Constitution;
- (3) becomes disqualified from being a Director under Section 198 or Section 199 of the Act;
- (4) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (5) dies;
- (6) subject to Section 196(3) and Section 209 of the Act, resigns his office by at least seven (7) days prior notice in writing to the Company; or
- (7) is absent from more than seventy-five percent (75%) of the total Board meetings held during a financial year.

POWERS AND DUTIES OF DIRECTORS

90. General Powers of the Company Vested in Directors

The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless to this Constitution, the provisions of the Act, and to such resolutions, not being inconsistent with the aforesaid Constitution or provisions, as may be prescribed by the Company in general meeting, but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made.

91. Power of Directors to Borrow

The Directors may, subject to this Constitution, exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as Security for any debt, liability, or obligation of the Company PROVIDED THAT the Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other Securities whether outright or as Security for any debt, liability or obligation of an unrelated third party.

92. Pension, Superannuation Scheme or Gratuity

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

93. Sale/ Disposal of Assets by Directors

Subject to the provisions of the Act and/ or other relevant laws, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by the Members in general meeting.

94. Branch Registers

The Directors may exercise all the powers of the Company in relation to any official Seal for use outside Malaysia and in relation to branch register.

95. Directors May Appoint Attorneys

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

96. Execution of Negotiable Instruments and Receipts for Money Paid

All debentures, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such manner as the Directors may from time to time determine.

97. Director Holding Other Office

Subject always to this Constitution, Directors may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and/ or otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

98. Minutes to be Made and When Signed by Chairman to be Conclusive Evidence

The Directors shall cause minutes to be duly entered in books provided for the purpose:

- (1) of all appointments of officers;
- (2) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
- (3) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
- (4) of all decisions made by the Directors and any Committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

99. Directors to Act Honestly and Use Reasonable Care, Skill and Diligence

A Director shall at all times exercise his powers for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

PROCEEDINGS OF DIRECTORS

100. Meetings of Directors

The Third Schedule of the Act shall not apply to the Company. The Directors may meet together for the despatch of business adjourned and otherwise regulate their meetings as they think fit. Board meeting shall be held no less than once every two (2) months. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors. A meeting of the Directors shall be called by not less than seven (7) days' notice in writing. All notices convening a meeting of the Directors shall specify the general nature of the business to be transacted at that meeting and no business shall be transacted at any meeting of the Directors unless the general nature of such business has been specified in the notice convening such meeting.

It shall be necessary to give notice of a meeting of Directors to any Directors for the time being absent from Malaysia.

101. Voting at Meetings of Directors or Committee of Directors

Subject to this Constitution, questions arising at any meeting of the Directors or any Committee of Directors shall be decided by a majority of votes.

In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote unless only two (2) Directors form a quorum. Where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.

102. Restriction on Voting

- (1) Every Director shall comply with the provisions of Section 221 of the Act in connection with the disclosure of his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
- (2) A Director shall not deliberate and vote in respect of any contract or proposed contract or arrangement with the Company in which he has, directly or indirectly, an interest.

103. Interest in Other Office

- (1) A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or whereat any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 221 of the Act.
- (2) Subject always to compliance with this Constitution, a Director of the Company may be or become a Director or other officer of or otherwise interested in any company whether or not promoted by the Company or in which the Company may or may not be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest, in such other company unless the Company otherwise directs.

104. Quorum

The quorum at any meeting of the Directors shall be maintained at fifty percent (50%) of the total Board members throughout the meeting.

105. Proceedings in Case of Vacancies

The remaining Director may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company, but for no other purpose.

106. Chairman

The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their member to be the Chairman of the meeting.

107. Committees

Subject always to this Constitution, the Directors may establish any Committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such Committee or local board or agency and may fix their remuneration and may delegate to any such Committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub delegate, and may authorise the member or members of any such Committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

108. Chairman of Committee

A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, or is unwilling to act, the members present may choose one (1) of their number to be Chairman of the meeting.

109. Meetings of Committee

Subject to any rules and regulations made pursuant to Clause 107, a Committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present. In the case of an equality of votes, the Chairman of the said Committee shall have a second or casting vote unless only two (2) Directors form a quorum. Where two (2) Directors form a quorum, the Chairman of a meeting of such Committee at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.

110. Meeting by Teleconference

For the purpose of proceedings of Directors, be it meetings of Board or meetings of Committees as referred to in this Constitution, and subject to the laws for the time being in force in this jurisdiction, the contemporaneous linking together by any instantaneous telecommunication device of a number of Directors no less than the quorum required by Clause 104 is deemed to constitute a meeting of the Directors and all provisions of this Constitution as to meeting of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:

- (1) all the Directors shall have received notice of a meeting in any manner permitted by this Constitution for the purpose of such meeting;
- (2) each of the Directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/ or see each of the other Directors taking part at the commencement and for the duration of the meeting; and
- (3) at the commencement of the meeting each Director must acknowledge his presence for the purpose of the meeting to all of the other Directors taking part.

Minutes of the proceedings at a Board meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairman of the meeting. For the purpose of this Clause, "*instantaneous telecommunication device*" means any telecommunication conferencing device with or without visual capacity.

111. Validity of Acts Where Appointment is Defective

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

112. Resolutions in Writing

A resolution in writing signed by a majority of all Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors. The expressions "in writing" or "signed" shall include approval by legible confirmed transmission by facsimile or other forms of electronic communications.

MANAGING DIRECTOR

113. Appointment of Managing Director

Subject to this Constitution, the Directors may from time to time appoint one (1) or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. Where a Managing Director is appointed for a fixed term, the term shall not exceed three (3) years. A Managing Director so appointed shall, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically terminated if he ceases from any cause to be a Director.

114. Remuneration of Managing Director

Subject to Clause 87, a Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one (1) way and partly in another, but such remuneration shall not include a commission on or percentage of turnover) as the Directors may determine.

115. Powers

In addition to the powers conferred on the Managing Director pursuant to this Constitution, the Directors may entrust to and confer upon a Managing Director any of the powers 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, or vary all or any of those powers and the Managing Director may delegate all or any of the powers so conferred upon him in any manner that he thinks fit.

116. Power of Managing Director

A Managing Director shall be subject to the control of the Board.

ALTERNATE DIRECTOR

117. Appointment of Alternate Director

(1) A Director may from time to time appoint any person who is not a Director of the Company approved by a majority of his co-Directors to act as his alternate and may from time to time cancel any such appointment PROVIDED THAT any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The Directors may fix, determine and vary the powers and duties of such alternate, but a person so appointed shall not be required to hold any share to qualify him for appointment nor have any right to attend to vote at any meeting of Directors except by the invitation and with the consent of the Directors.

- (2) One (1) person may not act as an alternate to more than one (1) Director.
- (3) If a Director making any such appointment as aforesaid shall cease to be a Director, the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director.
- (4) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being.

SECRETARY

118. Secretary

The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

SEAL

119. Custody and Affixing of Seal

- (1) The Directors shall provide for the safe custody of the Seal, which shall only be used pursuant to the authority of the Directors, or of a Committee of the Directors authorised by the Directors on that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose or in such manner as prescribed by the Board from time to time.
- (2) The Company may exercise the powers conferred by Section 62 of the Act in respect of an official Seal for use outside Malaysia and conferred by Section 63 of the Act in respect of an official Seal and such powers shall be vested in the Directors.

ACCOUNTS

120. Accounts to be Kept

- (1) The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and reports as required by the Act.
- (2) The Directors shall from time to time in accordance with Section 248 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and reports as are referred to in the section. A copy of each of such documents (which may be in printed form or in CD-ROM form or in such other form of electronic media permitted under the Listing Requirements or any combination thereof) 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 notice of general meetings from the Company under the provisions of the Act or this Constitution.

121. Presentation of Accounts

The Company must issue its annual report that includes annual audited financial statements together with the auditors' and Directors' reports of the Company, to the Exchange and Members within four (4) months from the close of the financial year of the Company.

DIVIDENDS AND RESERVES

122. Declaration of Dividend
Subject to Section 51 of the Financial Services Act 2013 and Sections 131 to 133 of the Act, the Company in general meeting may declare dividend, but no dividend may be declared unless recommended by the Directors and such dividend shall not exceed the amount recommended by the Directors.
123. Interim Dividend
The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.
124. No interest on Unpaid Dividend
No dividend shall be paid otherwise than out of profit or shall bear interest against the Company.
125. Payment of Dividends
The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same reserve to carry forward any profits, which they may think prudent not to divide.
126. Dividend to be Paid Equally
Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Clause as paid on the shares. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the share during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.
127. Debts May be Deducted
The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
128. Payment of Dividends in Specie
Subject to this Constitution, any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debentures stock of any other company or in any one (1) or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may rest any such specific assets in trustees as may seem expedient to the Directors.

129. Payment of Dividend and Discharge

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the last registered address of the Member or by direct transfer or such other mode of electronic means (subject to the provisions of the Act, the Central Depositories Act, the Rules of Bursa Depository, the Listing Requirements and/ or other regulatory authorities) to the bank account of the Member whose name appears in the Record of Depositors. 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, and the payment of such cheque or warrant or payment by direct transfer or such electronic means shall operate as a good discharge to the Company in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the Member in the details of the bank account. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALISATION OF PROFITS

130. Power to Capitalise

Subject to due compliance with this Constitution, the Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid-up to and amongst such Members in the proportion aforesaid, or partly in the one (1) way and partly in the other, and the Directors shall give effect to such resolution.

131. Effects of Resolution to Capitalise

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

LANGUAGE

132. Translation

Where any financial statements, minute books or other records required to be kept by the Act are not kept in the National or English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time and shall cause such translation to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.

AUTHENTICATION OF DOCUMENTS

133. Authentication of Documents

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

134. Conclusive Evidence

A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 133 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

NOTICES

135. How Notices and/or Documents are to be Served to Members

(1) Service of Notices and/or Documents

Any notice or document required to be sent to Members may be given by the Company to any Member:

- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
- (b) in electronic form or other form of electronic communications, and sent by the following electronic means:
 - (i) transmitting to his last known electronic mail address as furnished by him to Bursa Depository or the relevant authorised depository agent for the purposes of giving of notices to him; or
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly; or
- (c) partly in hard copy and partly in electronic form or other form of communications.

(2) When Service Deemed Effectuated

Any notice or document shall be deemed to have been served by the Company to a Member:

- (a) Where the notice or document is sent in hard copy by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting the prepaid letter, envelope or wrapper containing such notice or document and to have been effected on the day after the date of its posting. In proving service by post, it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and put into a Government post office letter box.
- (b) Where the notice or document is sent by electronic means:
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Clause 135(1)(b)(i), provided that the Company has record of the electronic mail being sent. No acknowledgement is required and the electronic mail is deemed to have been delivered even if rejected, filtered, quarantined, or not actually delivered unless written notification of delivery failure is received by the Company; or
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Clause 135(1)(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Clause 135(1)(b)(iii).

In the event that service of a notice or document pursuant to Clause 135(2)(b) is unsuccessful, the Company must, within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance with Clause 135(1)(a) hereof.

(3) Last Known Address for Service

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

136. Notice to Persons Entitled by Transmission

A notice and/ or document may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

137. Persons Entitled to Notice

- (1) Notices of every general meeting shall be given in any manner hereinbefore authorised to:
 - (a) every Member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or of bankruptcy, would be entitled to receive notice of the meeting and the Company has been notified of the person's entitlement in writing;
 - (c) the auditors for the time being of the Company;
 - (d) Directors of the Company; and

- (e) the Exchange and every stock exchange on which the Company is listed.
- (2) No other person shall be entitled to receive notices of general meetings save that if the meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders (if any) shall be complied with and in every case this Constitution, the Act, shall be complied with.

WINDING UP

138. Distribution of Assets in Specie
If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company and subject always to due compliance with this Constitution divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other Securities whereon there is any liability.
139. Liquidators Commission
On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the payment of the commission or fee is to be considered.

INDEMNITY

140. Indemnity
- (1) The Company shall indemnify an officer (as defined in the Act) or auditor of the Company for any liability incurred by him or the Company in respect of any proceedings that relates to the liability for any act or omission in his capacity as an officer or auditor and in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or in which the auditor or officer is granted relief under the Act or proceedings are discontinued or not pursued.
 - (2) Subject to the Act, the Company shall indemnify an officer (as defined in the Act) or auditor of the Company in respect of (i) any liability to any person, other than the Company, for any act or omission in his capacity as an officer or auditor; and (ii) costs incurred by that director or officer or auditor in defending or settling any claim or proceedings relating to any such liability or (iii) in connection with an application for relief under the Act.
141. Effect of the Listing Requirements
- (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
 - (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
 - (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
 - (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such provision, this Constitution is deemed to contain that provision.

- (5) If the Listing Requirements require this Constitution not to contain a provision and they do contain such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- (7) Notwithstanding anything contained in this Constitution, nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived by the Exchange, the Company shall not be required to comply with any of the Clauses relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.

SPECIAL PROVISIONS

142. Whenever any Member of the Company is restricted by the law of its domicile from owning voting shares of the Company in excess of the number of shares permitted by the said law, the Member's right and privilege to exercise voting rights on such excess shares may be suspended by agreement between the Company and the said Member and each of such excess share shall not have voting rights until such time as the Company receives notice from the Member of the removal or modification of such legal restriction or until the Member transfers such share or shares to a transferee not so restricted by law. This Clause is not to derogate from any power, which the Company would have had if this Clause were to be omitted.
