

**THE COMPANIES ACT 2016**

**MALAYSIA**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**TUNE PROTECT GROUP BERHAD**  
(Company No. 201101020320 (948454-K))  
(Incorporated in Malaysia)

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**Incorporated on the 14<sup>th</sup> day of June 2011**

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**Company No.**

201101020320 (948454-K)
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**THE COMPANIES ACT 2016**  
**MALAYSIA**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**CONSTITUTION**  
**OF**  
**TUNE PROTECT GROUP BERHAD**

1. The name of the Company is Tune Protect Group Berhad.
2. The Registered Office of the Company will be situated in Malaysia.
3. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers and privileges as contained in Section 21 of the Act.
4. The liability of the member is limited.
5. The Company shall have power to increase or reduce the capital to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the provisions of the Constitution for the time being of the Company.

**Definitions**

6. The expressions in the first column of the following table shall where the context admits bear the meaning specified opposite to them in the second column of the table: Definitions

**WORDS****MEANINGS**

"Act"	The Company Act 2016, and every statutory modification or re-enactment thereof for the time being in force
"Articles"	The Articles in this Constitution as originally framed or from time to time altered or added to by special resolution in accordance with the Act and "Article" means any one of them
"Board"	Board of directors for the time being of the Company and where the context permits or requires, shall mean the Directors whose number is not less than the required quorum acting as a Board of Directors.
"Bursa Malaysia" or "the Exchange"	Bursa Malaysia Securities Berhad (Company No.: 635998-W) and its successors-in-title
"Central Depositories"	The Securities Industry (Central Depositories) Act 1991 and every statutory modification or re-enactment

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“Company”	Tune Protect Group Berhad (Company No.: 948454-K) or such other name as may be adopted in its place
“Constitution”	The Constitution as originally framed or as altered from time to time by Special Resolution
“Depositor”	A holder of a Securities Account established by the Depository
“Deposited Security”	Shall have the meaning given in Section 2 of the Central Depositories Act
“Depository”	Bursa Malaysian Depository Sdn. Bhd. (Company No.:165570-W) and its successors-in-title
“Directors”	The directors or their alternates for the time being of the Company
“Electronic Address”	Any address or number used for the purpose of sending or receiving documents or information by electronic means
“Electronic Form”	document or information sent or supplied by electronic means or by any other means while in an electronic form; such as by email, text message, fax or sending an electronic copy by post; whereby a recipient of such document or information would be able to retain a copy
“Listing Requirements”	The Main Market Listing Requirements of Bursa Malaysia as may be amended from time to time
“Market Day”	Any day between Mondays and Fridays (inclusive) which is not a public holiday and on which on the stock market of Bursa Malaysia is open for trading in Securities
“Member”	Any person or persons for the time being holding share in the Company Including Depositors whose name appear on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Securities are registered unless required by virtue of the Central Depositories Act or the Rules or the context of this Constitution in respect of shares in the Company
“Month” or “month”	Calendar month
“Non-Deposited Security”	A Security of the Company which is not a Deposited Security
“Office”	The registered office of the Company for the time being
“Prescribed Security(ies)”	A security which has been prescribed by the Exchange to be deposited with the Depository in accordance with Section 14 of the Central Depositories Act
“Record of Depositors”	A record provided by Depository to the Company under Chapter 24.0 of the Rules
“Register”	The Register of Members of the Company to be kept pursuant to the Act

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“Registrar”	The Registrar of Companies under the Act and includes any Regional, Deputy or Assistant Registrar of Companies
“Regulations”	The Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996
“RM” and “Sen”	Ringgit Malaysia and Sen, the lawful currency of Malaysia
“Rules”	Shall have the meaning given in Section 2 of the Central Depositories Act including any amendment thereto that may be made from time to time
“Seal”	The common seal of the Company
“Secretary(ies)”	The Secretary or Joint Secretaries of the Company appointed by the Directors
“Securities”	Shall have the meaning given in Section 2 of the Capital Markets and Services Act 2007 and “Security” means any of them
“Securities Account”	An account established by the Depository for Depositor for the recording of deposit of Securities and for dealing in such Securities by Depositor
“Share Registrar”	The person for the time being keeping the Register

Expressions defined in the Act and used in the Articles shall bear the meanings so defined.

**Interpretation**

7. Words importing the singular shall include the plural and vice versa. Plural etc
  8. Words importing the masculine gender include the feminine and neuter gender and vice versa. Gender
  9. The words persons shall include firms, partnership, companies and corporations. Persons
  10. The expressions ‘debenture’ and ‘debenture holder’ include (without limitation), debenture stock and debenture stockholder. Debenture
  11. Any matter required or expressed to be obtained or carried out in writing shall, unless the contrary intention appears, be in printing and lithography and any other mode or modes of representing or reproducing words in a visible form legible and non-transitory form and documents and information sent or supplied in electronic form or made available on a website are “in writing” for the purposes of this Constitution. In writing
- References to address in relation to any electronic communication shall include any number or address used for sending or receiving documents or information by electronic mean. Electronic Address
- References to a document or information sent or supplied in electronic form shall include a document or information sent by electronic means (for example, by email or facsimile) or by any other means while in an electronic form (for example, sending a CD-ROM or Universe Serial Bus flash drive etc by post). Electronic form

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| References to a document or information sent or supplied by electronic means shall include a document or information:-   | Electronic means           |
| <br>(i) sent initially and received at its destination by means of electronic equipment for processing (which expression includes digital compression) or storage of data, and   |                            |
| (ii) entirely transmitted, conveyed and received by wire, by radio, by optical means or any other electromagnetic means, and shall include provision of any information or document on a website.  |                            |
| 12. Subject as aforesaid words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof be interpreted in accordance with the provisions of the Interpretation Act 1948 and 1967 as amended, modified and supplemented from time to time and any re-enactment thereof and of the Act as in force at the date which this Constitution become binding on the Company. | Interpretation             |
| 13. References to the registered address of a Member or person entitled to a share means the registered address of such Member or person entitled as it appears in the Register or the Record of Depositors (as the case may be).  | Registered address         |
| 14. The headings and marginal notes are inserted for convenience and shall not be taken into account in the construction or interpretation of this Constitution.   | Heading and marginal notes |

#### **Variation of rights**

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| 15. If at any time the share capital is divided into different classes of shares, the rights attached to any class shall be expressed herein or in the resolution creating the same and may subject to the provisions of the Act whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders representing not less than seventy five per centum (75%) of the total voting rights of the shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such Special Resolution the provisions of Section 292 of the Act shall, with such adaptations as are necessary, apply. A resolution in writing signed by all the holders of a class or if all the shares in a class are held by one sole holder a resolution in writing signed by such sole holder shall have the same effect and validity as a special resolution of the holders of the class passed at a separate general meeting of the holders of that class duly convened or held and constituted and may consist of several documents in the like form each signed by one or more of such holders and if a holder is a corporation, then such resolution shall be signed by its representatives. | Rights of Shareholders may be varied |
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The provisions of this Constitution relating to general meetings shall apply so far as they are capable of application and with any necessary changes to every such separate meeting for a variation of class rights except that-

- (i) for a meeting other than an adjourned meeting, two members of the class present, in person or by proxy, who together represent at least one-third of the voting rights of the class shall form the quorum;
- (ii) for an adjourned meeting, one member of the class present, in person or by proxy shall form the quorum; and
- (iii) and any holder of shares of that class, present in person or by proxy, may demand a poll.

Notwithstanding the above, where that class of shares only has one member, one member personally present at the meeting shall constitute a quorum.

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16. All new issues Securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees or entitled persons with such Securities save and except where the Company is specifically exempted from complying with Section 38 of the Central Depositories Act, in which event it shall be so similarly be exempted from compliance with this Article. For this purpose, the Company shall notify the Depository of the names of allottees or entitled persons and all such particulars as may be required by the Depository to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees or entitled persons. Notwithstanding this Constitution the Company shall comply with the provisions of the Central Depositories Act, the Rules and Regulations in all matters relating to prescribed Securities. Prior to the initial application for the listing of ordinary shares in the company on the Bursa Malaysia, all new ordinary shares in the company shall be issued as a Non-Deposited Security and the provisions in those Articles relating to Non-Deposited Security shall apply.
- Crediting of new issue into Securities Account
17. The rights conferred upon the holders of the shares of any class issued with preferred or other right shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith.
- Ranking of Class Rights

**Share capital**

18. Subject to the Act, the Listing Requirements and this Constitution, any unissued Shares of the Company (whether forming part of the original or any increased capital) shall be at disposal of the Directors who may offer, issue, allot (with or without conferring a right renunciation), grant options over, grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares, or otherwise deal with or dispose of them such persons at such times and on such terms and conditions as they may determine.
- Power of Directors to issue of shares
19. Article 18 shall be subject to the following provisions:-
- Restriction on issue
- (1) The Company shall not offer, issue, allot, grant options over shares, grant any right or rights to subscribe for shares or any rights to convert any security into share or otherwise deal with or dispose of shares which will or may have the effect of transferring a controlling interest in or management control of the Company without the prior approval of the Members in general meeting.
- (2) No Director shall participate in a share scheme to employees unless the Members in general meeting have approved the specific allotment to such Director; and
- (3) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.
20. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities for the time being unissued and not allotted and any new shares or Securities from time to time be created shall before they are issued, 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 be amount of the existing share or Securities to which they are entitled. The offer should 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 the shares
- Pre-emption

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- or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors be conveniently offered under this Article.
21. Notwithstanding Article 20 (but subject to the Act), the Company may (if required) apply to Bursa Malaysia for a waiver from convening an extraordinary general meeting to obtain Members' approval for further issues or issues of shares (other than bonus or rights issues) where:-
- Waiver for issues
- (1) The aggregate issues of shares (other than bonus and rights issues and other issues of shares which have been specifically approved by the Members in an extraordinary general meeting) in any one financial year in which such further issue or issues are made do not exceed ten per cent (10%) (or such higher percentage as Bursa Malaysia may from time to time allow either in respect of a particular financial year, generally or otherwise) of the total number of issued shares (excluding treasury shares) of the Company; and
- (2) There is in force at the time of the application for such waiver, a resolution of the Company in general meeting authorizing the Directors to make such further issue or issues as stated above.
22. The Company may, pursuant to Section 80 of the Act, pay commission at a rate not exceeding ten per cent (10%) of the price at which the shares are issued.
- Commission
23. Except as authorised or required by law or the Rules or this Constitution or pursuant to any order of the court, no person shall be recognised by the Company as holding any Security upon trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice of it) any equitable, contingent, future or partial interest in any Security or any interest in any fractional part of a Security or (except only as provided by law) any other rights in respect of any Security except an absolute right to the entirety of the Security in the registered holder.
- No recognition of trust
24. The Directors may at any time after the allotment of any Security but before any person has been entered in the Register as the holder recognise a renunciation of such Security by the allottee in favour of some other person and may accord to any allottee of a Security a right to effect such renunciation on such terms and conditions as the Directors may determine.
- Renunciation
25. Unless the rules permit otherwise, not more than one (1) person can be entered as the holder of a Security in the Record of Depositors.
- Restriction on number of joint names
- Preference shares**
26. Subject to the Act and this Constitution, any preference shares may be issued on terms that they are redeemable and/or convertible, or at the option of the Company liable to be redeemed and/or converted into ordinary shares on such terms and in such manner as may be provided for this Constitution.
- Redeemable/convertible preference shares
27. If the Company at any time issues preference capital, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preferences shares already issued.
- Reservation of right to issue further preference capital
28. Preference shareholders shall have:-
- Rights of preference shares
- (1) The same rights as ordinary shareholders as regards:-
- (a) receiving notices, reports and audited financial statements: and
- (b) attending general meetings of the Company,

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- (2) The right to vote in each of the following circumstances:-
- (a) on a proposal to reduce the Company's share capital;
  - (b) on a proposal to wind up the Company;
  - (c) during the winding up of the Company;
  - (d) on a proposal of disposal of the whole of the Company's property, business and undertaking.
  - (e) on a proposal that affects the rights attached to the shares; and
  - (f) when the dividend or part of the dividend on the preferences shares is in arrears for more than six (6) months.
29. The repayment of preference capital other than redeemable preference shares 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 obtain from the holders representing not less than seventy five per centum (75%) of the total voting rights of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

Repayment of preference capital

**Certificates/Notice of Allotment**

30. Subject to the Act, the Central Depositories Act, the Rules and Regulations, the Company shall allot/issue Securities, dispatch notice of allotment to successful allottees and make an application for the quotation of such Securities in accordance with the period prescribed or allowed by Bursa Malaysia.
31. (1) Every share certificate shall be sealed in accordance with this Constitution and shall comply with the requirements of this Constitution, such Section and the applicable Listing Requirements and (where applicable) the Central Depositories Act and the Rules.
- (2) Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any shares certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Member, transferee, person entitled or purchaser or by a member company of the Exchange, whether on its own account or on behalf of its client, as the Directors of the Company shall require, and (in the case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum not exceeding RM50.00 or such sum as shall from time to time be fixed by the Exchange. In case of destruction, loss or theft, a Member or person entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss.
- (3) Every Member shall be entitled to receive shares certificate (in respect of shares that are Non Deposited Securities) in reasonable denominations for his holding. If any such Member shall require more than one certificate in respect of the share registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to change by law and the Exchange plus any stamp duty levied by the Government from time to time.

Despatch notices of allotment

Share certificates

New certificates may be issued

Additional share certificate



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| 32. | Nothing in this Constitution shall require the Company is issue under the Seal, its duplicate common seal or its official seal for use outside Malaysia, any certificate or other instrument, (other than a share certificate), which is not required to be issued by law. | No obligation to issue certificate |
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**Lien**

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| 33. | The Company shall have a first paramount lien on every share (not being a fully-paid share) for all amounts (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully-paid shares) standing registered in the name of a person whether for all amounts presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all distributions attributable to that share. | Paramount lien      |
| 34. | 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 installments on 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.   | Restriction on lien |

**Calls on shares**

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| 35. | Subject to the terms of allotment, the Directors may from time to time make calls on the Members in respect of any amounts unpaid on their shares as they think fit, and each member shall (subject to receiving at least fourteen (14) clear days' notice specifying the time or times and the place or places so specified the amount called on his shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. | Directors may make calls                   |
| 36. | If a call is not paid before or on the day appointed for payment, the person from whom the amount is due shall pay interest on the amount unpaid at the rate of eight per cent (8%) per year from the day appointed for the payment to the time of the actual payment but the Directors shall be at liberty to waive payment of such interest wholly or in part.  | Interest on unpaid calls                   |
| 37. | The provisions of this Constitution as to payment of interest shall apply in the case of non-repayment of any amount which by the terms of issue of a share becomes payable at a fixed time, as if it had become payable by virtue of a call duly made and notified.  | Application of interest provisions         |
| 38. | Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls, shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid.   | Capital paid in advance                    |
| 39. | Subject to the terms of allotment, the Directors may make arrangements on the issue of shares for a difference between the holders in the amount and times of payment of calls on their shares.   | Difference in amounts and times of payment |
| 40. | The Directors may (if they think fit) receive from any Member all or any part of the amounts for the time being uncalled and unpaid on any of his shares, and may pay interest on the amounts so advanced (until such amounts would but for such advance become presently payable) at such rate not exceeding eight per cent (8%) per year (or such other rate as may be fixed by the Company in general meeting) as may be agreed between the Directors and the Member.                  | Payments of uncalled amounts               |

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**Transfer**

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| 41. | Subject to the Act, this Constitution, the Central Depositories Act, the Rules and the Regulations, the transfer of any Deposited Securities or class of Deposited Securities of the Company which have been deposited with the Depository shall be made by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Deposited Securities.  | Transfer of securities                   |
| 42. | The instrument of transfer lodged with the Company in respect of Non-Deposited Securities shall be executed by or on behalf of the transferor and the transferee and transferor shall be deemed to remain the holder of the Security until the transferee's name is entered in the Register (or as the case may be, such applicable register required under the Act) as the holder of that Security. Every instrument of transfer of Non-Deposited Securities shall be in writing and shall be left at the Office accompanied by the certificate of the Securities to be transferred and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to the transfer. All instruments of transfer which shall be registered shall be retained by the Company. Subject to provisions of the Act, the Company shall provide a book to be called "Register of Transfer" which shall be kept by the Secretary under the control of the Directors and which should be entered the particulars of every transfer or transmission of every Non-Deposited Security.   | Execution Requirements                   |
| 43. | Subject to Article 41, the Directors may in their absolute discretion, decline to register any instrument of transfer of Non-Deposited Securities which are not fully paid and may also refuse to register any transfer of Non-Deposited Securities on which the Company has a lien. The registration of any transfer shall be suspended when the register of depositors is closed under Article 46. If the Directors decline to register any transfer they shall pass a resolution to refuse the registration within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing the registration of the transfer and the notice of the resolution is to be sent to the transferor and the transferee within seven (7) days of the resolution being passed.  | Directors' right to decline registration |
| 44. | The Depository, in its absolute discretion, may refuse to register any transfer of Deposited Securities that does not comply with the Central Depositories Act and the Rules.  | Depository's right to refuse transfer    |
| 45. | Subject to the Central Depositories Act, the Rules and the Regulations, any Member may transfer all or any of its Deposited Securities by instrument in writing in the form prescribed and approval by Bursa Malaysia and the Registrar (as the case may be). Subject to the provisions of the Act, the Central Depositories Act, the Rules and the Regulations, there shall be no restriction on the transfer of fully paid-up securities, except when required by law and no Securities shall in any circumstances be transferred or transmitted to any infant, bankrupt or person of unsound mind or a person who is insolvent or to a partnership or an unincorporated body. The instruments shall be executed by or on behalf of the transferor and the transferee and all transfer of Deposited Securities shall be effected in accordance with the Act, the Central Depositories Act, the Rules and the Regulations. Every instrument of transfer shall be presented to the Depository with such evidence (if any) as the Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person. | Transfer fully paid Securities           |
| 46. | The Register and the Record of Depositors shall be closed at such time for such periods as the Directors may from time to time determine provided always that the Register or the Record of Depositors shall not be closed for more than thirty (30) days in any year. The Company shall before it closes the Register and the Record of Depositors:-  | Closure of register                      |

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- (1) In the case of the Register, give notice of such intended closure in accordance with Section 55 of the Act;
- (2) In the case of Record of Depositors, give notice of such intended closure to Bursa Malaysia at least ten (10) Market Days before the intended date of such closure or such number of Market Days which Bursa Malaysia may stipulate from time to time including in such notice, such date, the reason for such closure and the address of the share registry at which documents will be accepted for registration;
- (3) In the case of the Record of Depositors, publish in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper, a notice such intended closure including the information to be included in the notice referred in Article 46(2).

The Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors. At least three (3) Market Days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors Provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) Market Days prior notice shall be given to the Depository or such other notice period in accordance with the Rules to enable the Depository to issue the appropriate Record of Depositors.

47. (1) The Company shall be entitled to destroy:- Destruction of records
- (a) Any instrument of transfer which has been registered at any time after seven (7) years from the date of its registration;
  - (b) Any dividend mandate or any variation or cancellation of it or any notification of change of address, at any time after two (2) years from the date of the recording;
  - (c) Any certificate of title to any Securities which has been cancelled, at any time after one (1) year from the date of its cancellation;
  - (d) Any other document on the basis of which any entry in the Register is made, at any time after seven (7) years from the date such entry in the Register was first made in respect of such document.
- (2) Every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document destroyed under Article 47(1) shall be conclusively deemed to have been duly and properly made and that:
- (a) Every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
  - (b) Every share certificate so destroyed was a valid certificate duly and properly cancelled;
  - (c) Every other document destroyed under Article 47(1) was a valid and effective document in accordance with its recorded particulars in the books or records of the Company.
- (3) The provisions of Articles 47(1) and (2) shall be subject to the following:
- (a) any document may only be destroyed in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;

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- (b) nothing in such provisions shall be construed to impose on the Company any liability in respect of the destruction of any such document earlier than provided for in Article 47(1) or in any case where the conditions in such Article have not been fulfilled;
- (c) references to the destruction of any document include references to its disposal in any manner;
- (d) references to documents include (without limitation) any records or copies of documents stored on microfilm, microfiche, any electronic database or any other system of data recording and storage.

48. Subject to the Act, every entry in the Register, purporting to have been made on the basis of an instrument of transfer or other document in good faith by the Company shall be conclusively deemed to have been duly and properly made including (without limitation) where:

No liability of Directors etc

- (1) the instrument of transfer or other document is obtained or created fraudulently or is otherwise void, voidable or otherwise unenforceable;
- (2) the Company or any of its Directors or officers may have notice that such instrument of transfer was signed, executed and/or delivered by the transferor or other authorised person in blank as to the name of the transferee or the particulars of the Securities transferred or otherwise made defectively;

and any person who becomes the registered holder of any Securities by reason of any such entry shall be entitled to be recognised as the registered holder of such Securities, and the Company, its Directors and/or other officers shall not be liable to any person by reason of any such entry being made.

49. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, 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 shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside and in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto, PROVIDED ALWAYS that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.

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

### Overseas branch register

50. (1) The Company may establish and keep in any place outside Malaysia a branch register of its Members in accordance with Section 53 of the Act.
- (2) Subject to the Act and this Constitution, any such register shall be established and kept in such manner as the Directors may from time to time determine.
- (3) For the purpose of any branch register, the Directors may empower any officer of the Company or other person or persons or committee ('Local Authority') to keep the register in such manner and subject to such regulations as the Directors may from time to time prescribe or allow, and may delegate to any such Local Authority the duty of examining and passing or refusing transfers and transmissions and approving or refusing to approve transferees of shares and of issuing certificates of shares.

Branch Register

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- (4) The Local Authority shall from time to time transmit to the Office copies of every entry on any branch register as required by Section 53 of the Act.

**Shareholding information**

51. (1) The Company may by written notice require any Member within such reasonable time specified in such notice:
- Request for information on beneficial ownership of securities
- (a) to state to the Company whether he holds any Securities in the Company beneficially or as trustee or nominee;
- (b) if such Member holds such Securities as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such Securities including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (2) The Company may at any time after it has received information under Article 51(1) require by written notice any person (whom any Member in reply to the notice referred to in such Article has stated or given to the Company as having an interest in any Securities):
- Request for information on interest
- (a) to state to the Company whether he holds such interest beneficially or as trustee or nominee;
- (b) if he holds such interest as trustee or nominee, to give the Company (to the extent that he knows) particulars of the persons for whom he holds such interest including (without limitation), such persons' names, addresses and other particulars of such persons which are sufficient to enable such persons to be identified and the nature of their interest.
- (3) The Company may also by written notice require such persons identified under Article 51(2) as persons for whom an interest in a security is being held to make the statements and give the particulars which the Company is entitled to require a person to give under Article 51(2).
- Request for information from interested
- (4) The Company may by written notice require a Member to state within such reasonable time specified in such notice whether any of the voting rights carried by any shares in the Company held by him are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and if so, all material particulars of such agreement or arrangement (whether written or oral) and the particulars of all parties to it.
- Request for information on voting rights

**Transmission**

52. Where-
- Transmission of shares
- (1) the Securities of the Company are listed on another stock exchange; and
- (2) such Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendments) Act 1998, as the case may be, under the Rules in respect of such Securities,

such Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the

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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.

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| 53. | A personal representative of a deceased holder of Deposited Securities shall not be recognised except by the Depository in accordance with the Rules and the Regulations or as the Depository may determine. In the case of the death of a member, the survivor or survivors, where the deceased was a joint holder of Non-Deposited Securities, and the executors or administrators of the deceased, where he was a sole or only surviving holder shall be the only persons recognised by the Company as having any title to interest in his shares; but nothing herein contained shall release the estate of the deceased share holder (whether sole or joint holder) from any liability in respect of any share which had been held by him alone or jointly with some other person.   | Recognition of persons on death  |
| 54. | The entitlement of a person becoming entitled to a Security in consequence of the death, bankruptcy or mental disorder of a Member to elect either to have his name entered as the holder of such Security in the Record of Depositors or to have the name of some person nominated by him entered in the Record of Depositors as a holder of such Securities shall be subject to and in accordance with the Rules and the Regulations or as the Depository may determine. A person becoming entitled to a Security by reason of the death, bankruptcy or mental disorder of the holder or by operation of law shall, subject to and in accordance with the Rules, the Regulations or as the Depository may determine, be entitled to the rights to which he would be entitled as the holder of the Security.  | Entitlement to a security in consequence of the death, bankruptcy or mental disorder of a Member and rights to a person entitled |
| 55. | In respect of shares which are Non-Deposited Securities:-  | Transmission of non-deposited securities   |
|     | (a) any person becoming entitled to such share in consequence of the death or bankruptcy of any member or, in the case of a body corporate, the insolvency or liquidation or a body corporate, the insolvent or liquidation of a members may, upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy or, in the case of a body corporate, the insolvency or liquidation as the case may be. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence; |  |
|     | (b) if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member; and  |  |
|     | (c) a person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of this Constitution, be deemed to be the joint holders of the share.   |  |

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**Forfeiture**

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| 56. | If a call remains unpaid after it has become due and payable, the Directors may give to the person from whom it is due at least fourteen (14) clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.   | Forfeiture notice                   |
| 57. | If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include, all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture notwithstanding that they shall have been declared.   | Non-compliance with notice          |
| 58. | Subject to the Act, the Central Depositories Act, the Rules and the Regulations, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors may determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal, a forfeited share is to be transferred to any person, the Directors may authorise some person (including the Depository) to execute an instrument of transfer of the share to that person.                             | Right to sell etc. forfeited shares |
| 59. | A person whose shares have been forfeited shall cease to be a Member in respect of them and shall surrender to the Company for cancellation, the certificate for the shares forfeited (if any) but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture from the date of forfeiture until payment but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of the forfeiture or for any consideration received on their disposal. | Liability to remain                 |
| 60. | Subject to any lien for amounts not presently payable (if any), any residue of the proceeds of forfeited shares sold, re-allotted or otherwise disposed of, after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators, assignees, guardians or receivers or the committee of his estate or as he directs.   | Residue of proceeds                 |
| 61. | A statutory declaration in writing by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.   | Statutory declaration               |

**Share Buyback**

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| 62. | Subject to the provision of the Act, and the requirements of the Bursa Malaysia and/or any other relevant authorities, the Company may from time to time, acquire by purchase in good faith and in the best interests of the Company, the Company's own shares through Bursa Malaysia and any other stock exchange on which the shares are quoted. | Share buyback |
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**Stock**

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| 63. | The Company in general meeting may by ordinary resolution, convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.   | Conversion to stock              |
| 64. | The holders of any stock may transfer all or any part of their holdings in the same manner and subject to the same provisions as and subject to which the shares from which the stock arose might before conversion have been transferred, or as near to that manner and those provisions as circumstances admit, and the Directors may fix the minimum amount of stock transferable and restrict or forbid the transfer or fractions of that minimum.   | Transfer of stock                |
| 65. | The holders of stock shall, according to the amount of stock held by them, have the same rights as regards dividends, participation in assets on a winding up, voting at meetings and other matters as if they held the shares from which the stock arose, but no such right (except participation in the dividends and profits of the Company and in assets on a winding up or otherwise) shall be conferred by an amount of stock which would not, in the form of shares, have conferred that right. | Rights of stock                  |
| 66. | Such of this Constitution as are applicable to paid-up shares shall apply to stock, and the words 'share' and 'shareholder' shall include 'stock' and 'stockholder'.   | Application of Articles to stock |

**Alteration of capital**

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| 67. | The Company may from time to time in general meeting by ordinary resolution:-   | Power to alter capital                   |
|     | (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; or   |  |
|     | (2) 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.  |  |
| 68. | Subject to any direction by the Company in general meeting, if any consolidation or subdivision and consolidation of shares results in Members being entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which Members are so entitled for such price as the Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sale. | Fractions                                |
| 69. | The Directors may (to give effect to such sale referred to in Article 68):  | Nomination of person to execute transfer |
|     | (1) nominate any person to receive and/or to execute a sale and/or transfer of the shares sold on behalf of the Members so entitled to or in accordance with the directions of the purchaser;   |  |
|     | (2) enter or have entered the name of the transferee in the Register as the holder of the shares to which such transfer relates,  |  |
|     | and the purchaser shall not be concerned to ensure that the purchase consideration is properly applied nor shall title to the shares be affected by any irregularity or invalidity in the proceedings in relation to the sale.  |  |
| 70. | The Company may from time to time by special resolution reduce its share capital in any manner and with, and subject to, any authorisation, and consent required by the provisions of the Act.  | Power to reduce capital                  |



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**Increase of capital**

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| 71. | The Company may from time to time, by ordinary resolution in general meeting, whether all the shares for the time being issued shall have been fully called up or not, increase its share capital, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.   | Power to increase capital              |
| 72. | Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and, in default of such direction, as the Directors may determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting. | Rights and privileges of new shares    |
| 73. | All new shares shall be subject to the same provisions as to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the existing share capital.   | Application of provision to new shares |

**General Meetings**

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| 74. | a) All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine.  | Extraordinary general meetings              |
|     | b) The Company may hold general meetings by way of physical, fully virtual or hybrid (physical cum virtual) general meetings at more than one (1) venue using any electronic technology or method that enables the Members of the Company a reasonable opportunity to participate and vote at the meeting.  | General meetings at more than one (1) venue |
|     | c) The main venue of the general meetings shall be in Malaysia. The Chairman of the meeting shall be present at the main venue of the meeting.  |   |
| 75. | The Directors may call general meetings and, on the requisition of Members who hold at the date of the deposit of the requisition at least ten per centum (10%) of the paid-up capital of the Company which as at the date of the deposit carries the right to vote at general meetings, excluding any paid up capital held as treasury shares pursuant to Section 311 of the Act, forthwith proceed to convene an extraordinary general meeting on a date not later than twenty eight (28) days after receipt of the requisition. If the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. | Calling of meetings                         |

**Notice of General Meeting**

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| 76. | In accordance with the Rules and the Regulations, the Company shall request the Depository in writing to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Depository in writing in accordance with the Rules and the Regulations 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) clear Market Days before the general meeting ('General Meeting Record of Depositors'). Subject to the Regulations (where applicable) and notwithstanding any provisions in the Act, the General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at such meetings. A Depositor shall not be regarded as a Member entitled to attend any general meeting and speak and vote thereat unless his name appears in the General Meeting Records of Depositors. | Record of Depositors |
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| 77. | 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. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days notice or twenty-one (21) days notice in the case where any special resolution is proposed or where it is the 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 Bursa Malaysia and any other stock exchange upon which the Company is listed. | Specifications on notice |
| 78. | Subject to this Constitution and to any restrictions imposed on any shares, every notice calling a general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to Bursa Malaysia, all the Members, the Directors of the Company, to all persons entitled to a share (who have produced such evidence as may from time to time be required by the Depository in accordance with the Rules or as the Depository may determine) in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law and to the Directors and auditors of the Company. A notice by advertisement under this Article shall be deemed given on the day on which the advertisement appears in the daily newspaper through which such advertisement is made.  | Manner of notice         |
| 79. | In every notice calling a general meeting, there shall appear with reasonable prominence a statement that a Member is entitled to appoint up to two (2) proxies to attend and vote in his place, that a proxy may but need not be a Member but must be of full age and that if a Member appoints two (2) proxies, only one (1) of those proxies is entitled to vote on a show of hands, and the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy   | Proxy statement          |
| 80. | The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.   | Accidental omission      |

**Proceedings at general meetings**

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| 81. | All business that is transacted at:   | Special business          |
|     | (1) an extraordinary general meeting;<br><br>(2) an annual general meeting (except for declaring a dividend, considering the financial statements, the report of the Directors and auditors, the Directors' fees and benefits, election of Directors in place of those retiring, and the appointment and fixing of the remuneration of the auditors),<br><br>shall be special.  |                           |
| 82. | 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. Unless otherwise provided in this Constitution, two (2) persons, each being a Member entitled to attend and vote at the meeting, or a proxy for or attorney of such Member (whether individual, corporate or otherwise), or the duly authorized representative of a corporate Member, shall be a quorum. The presence of one (1) person entitled to attend and vote at the meeting in more than one capacity at the time when the meeting proceeds to business shall not be a quorum. No Member not entitled to vote at the meeting shall be counted in the quorum. | Quorum at general meeting |

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For the purpose of constituting a quorum—

- (a) one or more representatives appointed by a corporation shall be counted as one member; or
  - (b) one or more proxies appointed by a person shall be counted as one member.
83. If such a quorum is not present within half (1/2) an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following such public holiday) at the same time and place or to such time and place as the Directors may determine, but if a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Members present at an adjourned meeting shall form a quorum. Adjournment
84. The Chairman of the board of Directors shall preside as Chairman of the meeting, but if the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or unwilling to act (or if there is no Chairman), the Directors present shall elect one of their number to be Chairman of the meeting and, if there is only one (1) Director present and willing to act, he shall be Chairman of the meeting. Directors as Chairman
85. If no Director is willing to act as Chairman of the meeting, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman of the meeting. The election of the Chairman shall be by a show of hands. Election of Chairman
86. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company. Directors' entitlement
87. The Chairman of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty (30) days or more, at least fourteen (14) clear days' notice shall be given specifying the time and place of the adjourned meeting. Any such notice shall be given (except for the period of notice) as in the case of the original meeting. Otherwise, it shall not be necessary to give any such notice. Chairman's power to adjourn
88. If the Chairman of the meeting in good faith rules out of order an amendment proposed to a resolution under consideration by a meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. No invalidation by error
89. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the Act, a poll may be demanded: Demand for poll
- (1) by the Chairman of the meeting; or
  - (2) by at least three (3) Members having the right to vote at the meeting; or
  - (3) by a Member or Members representing at not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
  - (4) by a Member or Members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total paid up shares conferring that right;

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and a demand by a person as proxy for or attorney of a Member (whether individual, corporate or otherwise) or as duly authorised representative for a corporate Member shall be the same as a demand by the Member.

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| 90. | The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.   | Withdrawal of demand    |
| 91. | A poll shall be taken as the Chairman of the meeting directs (including (without limitation) the use of ballot or voting papers or tickets) and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.   | Manner of poll          |
| 92. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.   | Chairman's casting vote |
| 93. | A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman of the meeting directs. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.  | Time for poll           |
| 94. | No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting. | Notice of poll          |

**Votes of Members**

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| 95. | <p>Subject to any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, on a resolution to be decided on a show of hands, every Member or a holder of preference shares who:</p> <p>(1) being an individual, is present in person or by proxy or attorney; or</p> <p>(2) being a corporation, is present by a duly authorised representative or by proxy or attorney;</p> <p>shall have one (1) vote and on a poll every Member shall have one (1) vote for every share of which he is the holder. On a poll votes may be given either personally or by proxy or by attorney or by a duly authorised representative of a corporate Member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.</p> | Vote             |
| 96. | Subject to Article 76, 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, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. Evidence to the Directors' satisfaction of the person claiming to exercise the right to vote shall be deposited at the Office, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised. If this is not done, the right to vote shall not be exercisable.  | Unsound mind etc |

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97. No Member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy or attorney, in respect of any share held by him unless all calls and other moneys presently payable by him in respect of that share have been paid. No vote unless calls paid
98. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. Restriction on objections
99. (1) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. Where an exempt authorized nominee appoints two or more proxies, it shall specify the proportion of his shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act. Appointment of proxies
- (2) A Member entitled to attend and vote at a meeting of the Company or at a meeting of any class of members of the Company, shall be entitled to appoint up to two (2) proxies who are of full age to attend and vote instead of the Member at the meeting. 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.
100. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form or in any other form, including the electronic appointment of proxy, as may be approved by the Directors: Proxy instrument

**TUNE PROTECT GROUP BERHAD**  
**(Company No. 201101020320 (948454-K))**

I/We .....of ..... being a Member/Members of the above Company hereby appoint \* the Chairman of the meeting or .....of..... or failing him, ..... of ..... as my/our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.

Dated:

[Signature]

This form is to be used \*in favour of the resolution.  
 against

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

101. The instrument appointing a proxy shall (where Members are to be given an opportunity to instruct the proxy how to vote) be in any form approved by the Directors which enables the Members to determine how their votes are to be cast on each of the resolutions comprised in the business of the meeting for which it is to be used. Proxy form with voting instructions

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102. (a) The Directors or any agent of the Company so authorised by the Directors, may accept the request for appointment of proxy received via electronic means on such terms and subject to such conditions as they consider fit. For the purpose of this Article, the Directors may require such reasonable evidence that they consider necessary to determine and verify:
- Deposit or delivery of proxy etc.
- (i) the identity of the Member and the proxy; and
  - (ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make such appointment.
- (b) Without prejudice to Article 102(a), the request for appointment of a proxy via electronic means must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
- (i) The notice calling the meeting;
  - (ii) The instrument appointing a proxy sent out by the Company in relation to the meeting; or
  - (iii) The website maintained by or on behalf of the Company.
- (c) An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Office, or in the case of the appointment of a proxy via electronic means, at the electronic address specified by the Company pursuant to Article 102(b):
- (i) at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or
  - (ii) in the case of a poll taken more than twenty-four (24) hours after it is demanded, be deposited in the above manner after the poll has been demanded and at least twenty-four (24) hours before the time appointed for the taking of the poll; or
  - (iii) where the poll is not taken forthwith but is taken not more than twenty-four (24) hours after it was demanded, be deposited in the above manner or be delivered at the meeting at which the poll was demanded, to the Secretary or to any Director or to the Chairman, as may be directed by the Chairman of the meeting.
- (d) Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. Such instrument of proxy or power of attorney (or a notarially certified copy of such power of attorney) shall be deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy. However, such attendance shall automatically revoke the authority granted to that Member's proxy.
103. A vote given or poll demanded by proxy or attorney or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- Vote etc. valid despite previous determination

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**Representatives of corporations**

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| 104. | Any corporation which is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at a particular meeting or at all meetings of the Company or of any class of Members.  | Appointment representative  |
| 105. | A person so authorised shall in accordance with his authority and until his authority is revoked by such corporation be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and references to 'duly authorised representative' in this Constitution shall refer to such person so authorised. | Authority of representative |

**Directors**

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| 106. | The number of Directors (disregarding alternate Directors) shall be at least two (2) and (unless otherwise determined by ordinary resolution) not more than twelve (12). A majority number of the Directors (disregarding alternate Directors) shall be citizens of Malaysia.  | Number of Directors       |
| 107. | <p>The Directors shall be paid for their services such fixed sum (if any) as shall from time to time be determined annually by an ordinary resolution of the Company in general meeting, and such fees or benefits shall be divided among the Directors in such proportions and manner as the Directors may determine, or, failing agreement, equally, except that any Director who shall hold office or part only of the period in respect of which such fees or benefits is payable shall be entitled only to rank in such division for a proportion of the fees or benefits related to the period during which he has held office Provided Always that:-</p> <ol style="list-style-type: none"> <li>(1) the fees payable to the Directors shall not be increased except pursuant to a resolution of the Company in general meeting, where notice of the proposed increase has been given in the notice convening the general meeting;</li> <li>(2) fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover; and</li> <li>(3) any fee paid to an alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.</li> </ol> <p>On the other hand, an executive Director shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine and salaries payable to executive Directors may not include a commission on or percentage of turnover.</p> | Remuneration of Directors |
| 108. | The Directors may 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 Directors or general or other meetings of the Company or in connection with the business of the Company.   | Expenses                  |
| 109. | <p>The Directors may grant special remuneration to any Director who (on request by the Directors) is willing to:</p> <ol style="list-style-type: none"> <li>(1) render any special or extra services to the Company; or</li> <li>(2) to go or reside outside his country of domicile or residence in connection with the conduct of any of the Company's affairs.</li> </ol>   | Special remuneration      |

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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 in a lump sum or by way of salary, or by a percentage of profits, or by all or any of such methods but shall not include (where such special remuneration is paid by way of salary) a commission on or a percentage of turnover.

**Alternate Directors**

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| 110. | Any Director (other than an alternate Director) may appoint any person approved by a majority of his co-Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him PROVIDED ALWAYS that –   | Appointment                            |
|      | <p>(a) such person is not a director of the company;</p> <p>(b) such person does not act as an alternate for more than one director of the company</p>  |  |
| 111. | An alternate Director shall be entitled:  | Entitlement                            |
|      | <p>(1) to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member;</p> <p>(2) to attend and vote at any such meeting at which the Director appointing him is not personally present;</p> <p>(3) (in his appointor's absence) to sign any resolution in writing under Article 148 and documents to be or which may be signed by him and to sign on his appointor's behalf, documents to be signed by his appointor as a Director;</p> <p>(4) to generally perform all the functions of his appointor as a Director in his appointor's absence.</p> |  |
| 112. | An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately before his retirement shall continue after his reappointment.   | When appointment ceases                |
| 113. | Any appointment or removal of an alternate Director shall be by notice to the Company (deposited at the Office) signed by the Director making or revoking the appointment or in any other manner approved by the Directors.   | Appointment or removal to be by notice |

**Powers of the Directors**

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|------|---|--------------------------------|
| 114. | Subject to the Act and this Constitution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of this Constitution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by this Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. | General power                  |
| 115. | The Directors may by power of attorney or otherwise, appoint any corporation, firm, individual, or any fluctuating body of persons, to be the attorney or attorneys or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those exercisable by the Directors) and for such period and on such terms as to remuneration and otherwise as they may think fit, with or without power to sub-delegate.   | Power to appoint attorneys etc |



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| 116. | The Directors may delegate any of their powers to any committee consisting of one (1) or more Directors and (if the Directors think fit) one (1) or more other persons co-opted. Such other persons may be given voting rights by the Directors as members of the committee. A committee may consist of a majority of persons who are not Directors. Notwithstanding that a committee may include persons (whether a majority or otherwise) who are not Directors, references in this Constitution to a 'committee of Directors' or words to similar effect include a committee, which includes members who are not Directors. The Directors may also delegate to any Director or such other person as the Directors may think fit such of their powers as they consider desirable to be exercised by him. Any such delegation may be with or without the power to sub-delegate as the Directors may think fit and may be subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two (2) or more members shall be governed by this Constitution regulating the proceedings of Directors so far as they are capable of applying. | Power to delegate                                   |
| 117. | The Directors may in each financial year contribute subscriptions, other payments or guarantees by the Company of an aggregate amount not exceeding three percent (3%) of the net profit before tax of the Company for charitable or benevolent objects or for any exhibition or for any public, general or useful object including (without limitation) the promotion of culture, sports, recreation, art and craft but such limitation on the amounts which the Directors may contribute shall not apply to any contributions related to or in the course of the business of the Company, any Subsidiary or associated company of the Company or any contributions likely (directly or indirectly) to benefit or further the interests of any of the persons (other than the Company or any Subsidiary of the Company) referred to in Article 131.   | Power to contribute to charity etc.                 |
| 118. | Subject to the Act and the Listing Requirements, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by Members in general meeting.  | Disposal of substantial portion of undertaking etc. |
| 119. | All cheques, promissory notes, drafts, bills of exchange and other instruments (whether negotiable, transferable or not), 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 other manner as the Directors may from time to time by resolution determine.   | Cheques, etc.                                       |

**Borrowing powers of Directors**

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| 120. | (a) The Directors may 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 or its Subsidiaries. | General borrowing powers |
|      | (b) The Directors shall not borrow any money or mortgage or charge any of the Company's or its Subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of an unrelated third party.                         | Restriction on borrowing |
| 121. | The Company shall keep a 'register of charges' in accordance with Section 362 of the Act. No fee shall be charged for any inspection of such register by a Member or a creditor of the Company.  | Register of charges      |

**Appointment and retirement of Directors**

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| 122. | At every annual general meeting, one-third (1/3) of the Directors are subject to retirement by rotation such that each Director shall retire from office once in every | Retirement |
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- three (3) years or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third ( $\frac{1}{3}$ ) shall retire from office such that each Director shall retire from office once in every three (3) years, and if there is only one (1) Director who is subject to retirement by rotation, he shall retire. An election of Directors shall take place every year.
123. Subject to the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Who to retire
124. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost. Reappointment if vacancy
125. No person (except a retiring Director (whether by rotation or otherwise)) shall be eligible for election to the office of Director at any general meeting unless: Notice of candidature
- (1) 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; or
- (2) in the case of a person recommended by the Directors for election, such notice referred to in Article 125(1) may be left at the Office nine (9) clear days before the meeting;
- and notice of each and every candidature for election to the board of Directors shall be served on the Members at least seven (7) days before the meeting at which the election is to take place.
126. Subject to this Constitution, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire. Ordinary resolution to fill vacancy etc.
127. The Directors may appoint a person who is willing to act as Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with this Constitution as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election. This power shall be exercised by the Directors in the manner required in order to preserve the majority requirement in Article 106, failing which either the Chairman of the board of Directors or the Directors who are Malaysian nationals shall be seized with such power and shall exercise the same accordingly. Directors' power to fill vacancy etc.
128. Subject to the above, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting. Where retirement at annual general meeting
129. The continuing Directors may 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 continuing Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. Power to act despite vacancy

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**Disqualification and removal of Directors**

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| 130. | The Company may by ordinary resolution of which special notice has been given (or as may be otherwise provided by the Act) remove any Director before his period of office expires, and may by ordinary resolution appoint another in his place. The person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.  | Removal of Director |
| 131. | <p>The office of a Director shall be vacated during his term of office if he:</p> <ol style="list-style-type: none"> <li>(1) becomes bankrupt or enters into any arrangement or composition with his creditors generally;</li> <li>(2) ceases to be a Director by virtue of any provision of the Act;</li> <li>(3) becomes of unsound mind or lunatic in Malaysia or elsewhere or an order is made by any court or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a committee or other person (by whatever named called) to exercise powers with respect to his property and/or affairs as dealt with in any way under the Mental Health Act 2001;</li> <li>(4) is removed from office by ordinary resolution of the Company;</li> <li>(5) is convicted by a court of law, where in Malaysia or elsewhere, of an offence (i) in connection with the promotion, formation or management of a corporation, (ii) involving bribery, fraud, dishonesty, or (iii) becomes prohibited from being a Director pursuant to any order made under the Act, securities laws or the Listing Requirements;</li> <li>(6) resigns his office by notice in writing to the Company's office;</li> <li>(7) has retired in accordance with the Act or this Constitution but is not re-elected; or</li> <li>(8) is absent from more than fifty percent (50%) of the total board of Directors' meetings held during a financial year (or proportionately if the Director were only appointed some time in the financial year) unless an exemption / waiver is sought and obtained from Bursa Malaysia.</li> </ol> | Vacation of office  |

**Directors' and employees' benefits**

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| 132. | Subject to the Act, the Directors may:   | Pension<br>schemers etc. |
|      | <ol style="list-style-type: none"> <li>(1) procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of; or</li> <li>(2) pay, provide for or procure the grant of donations, gratuities, pensions, allowances, bonuses, loans, credit, benefits or emoluments to; or</li> <li>(3) procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to advance the interests and well being of or for the benefit of; or</li> <li>(4) pay for or towards the insurance of any Directors (whether or not he holds or has held any executive office or employment with the Company), officers and employees and former Directors, officers and employees of:</li> </ol> |                          |

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(a) the Company; or

(b) any body corporate which is or has been a Subsidiary of the Company,

and any member of his family (including, a spouse and former spouse, his child and parents) or any person who is or was dependent on him.

133. The Directors may establish, maintain and give effect to any scheme approved by the Company in general meeting for the allotment of or the grant of options to subscribe for shares of the Company to any Directors, officers or employees of: Share schemes

(a) the Company; or

(b) any body corporate which is or has been a Subsidiary of the Company,

and may exercise all the powers given to them by such scheme (including (without limitation) any power to alter or add to the provisions of such scheme) and this Constitution shall be deemed to be modified as far as may be necessary to give effect to such scheme for the time being in force in respect of any share or shares for the time being in issue or under option subject to such scheme.

134. The Directors may procure that any of the matters referred to in Articles 117, 132 and 133 be done by the Company either alone or in conjunction with any other person. Power to act with others

**Managing Director**

135. Subject to the Act, the Directors may appoint one (1) or more of their number to any executive office (by whatever title it is known, including Managing Director) and may procure the Company to enter into a contract or arrangement with him for his employment or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, contract or arrangement may be made (subject to this Constitution) on such terms as to remuneration and otherwise as the Directors think fit. A Director holding such executive office shall be subject to the control of the board of Directors. A Director may be appointed to hold more than one (1) executive office at a time. Appointment to executive office

136. The appointment of a Managing Director shall terminate if he ceases to be a Director, but without prejudice to any claim for damages which he may have for breach of any contract of service. The tenure by a Director of any other executive office or appointment shall not terminate on his ceasing to be a Director unless the terms of his appointment or this Constitution expressly otherwise provide. Termination of appointment

**Directors' interests**

137. (1) Subject to the Act, and provided that he has disclosed to the board of Directors the nature and extent of any material interest of his, a Director notwithstanding his office: Disclosure of interests
- (a) may be a party to, or otherwise, interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested;
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or

from any such transaction or arrangement or from any interest in any such body corporate (unless the Company by ordinary resolution determines otherwise) and no transaction or arrangement shall be liable to be avoided (whether or not such ordinary resolution is passed) on the ground of any such interest or benefit;

- (d) may act by himself or his firm in a professional capacity for the Company, and he or his firm (as the case may be) shall be entitled to remuneration for professional service but nothing in this Constitution shall authorise a Director or his firm to act as auditor of the Company.

(2) For the purposes of this Article:

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **Proceedings of Directors**

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| 138. | Subject to this Constitution, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall (subject to Article 141) have a second or casting vote.   | Right to regulate proceedings  |
| 139. | The quorum for the transaction of the business of the Directors or of a committee of Directors may be fixed by the Directors or the members of the committee (as the case may be) and unless so fixed at any other number shall be two (2). A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.   | Quorum at Directors' meeting   |
| 140. | The Directors may appoint one (1) of their numbers to be Chairman of the board of Directors. The Chairman may hold any executive office with the Company. The Chairman or (if he is absent or unwilling to act or there is no Chairman) the Managing Director shall preside as Chairman of a meeting of Directors. If neither the Chairman or Managing Director are present within 15 minutes after the time appointed for the meeting and willing to act (or if there is no Chairman and Managing Director), a Director appointed by the Directors present shall preside as Chairman of the meeting. | Chairman of Directors' meeting |
| 141. | When 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 in the question at issue, shall not have a casting vote.   | Where no casting vote          |
| 142. | The Directors may delegate any of their powers to a committee consisting of such member or members of their body or any other person or persons as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.  | Power to appoint committees    |
| 143. | 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 fifteen (15) minutes after the time appointed for holding the same, the members present may choose one (1) of their number to be Chairman of the meeting.  | Chairman of committees         |

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| 144. | A Committee may meet and adjourn its meetings as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present.  | Proceedings at Committee meetings             |
| 145. | An Audit Committee, a Nominations Committee and a Remunerations Committee shall be appointed by the Directors from among their number, comprising of such number, qualification and having such functions as is prescribed by Bursa Malaysia and the Listing Requirements.  | Audit and other Committee                     |
| 146. | All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.   | Acts valid even through defective appointment |
| 147. | Directors or members of a committee of Directors (as the case may be) may participate in a meeting of Directors or a committee of Directors (as the case may be) by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.  | Meetings by telephone, videophone etc.        |
| 148. | A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or a committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one (1) or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director it need not be signed by the alternate Director in that capacity. A signed Directors' Circular Resolution transmitted by facsimile (fax) or any other electronic means shall be acceptable and deemed equal to an original. | Directors' resolution in writing              |
| 149. | A Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning any contract, proposed contract, arrangement or other matter in which he has, directly or indirectly, an interest.  | Disqualification from voting                  |
|      | A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.   |   |
| 150. | Where proposals are under consideration concerning or relating to the terms of employment, consultancy or other services of or to be provided by Directors to or with the Company or any body corporate in which the Company is interested or other related matters, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own.   | Separation of Resolutions                     |
| 151. | If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.  | Questions on right to vote                    |

**Local boards**

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|------|---|------------------------------------|
| 152. | The Directors may establish any local boards or agencies for managing any of the affairs of the Company in Malaysia or elsewhere and may: | Establishment of local boards etc. |
|      | (1) appoint their members and fix their remuneration;   |                                    |

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- (2) delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate;
- (3) authorise the members of any local board, or any of them, to fill vacancies and to act notwithstanding vacancies,

and any such appointment or delegation may be made on such terms and conditions as the Directors think fit. The Directors may remove any person so appointed, or annul or vary any such delegation, but no person dealing in good faith and without notice of the annulment or variation shall be affected.

**Secretary**

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| 153. | <ul style="list-style-type: none"> <li>(1) The Secretary shall be appointed by the Directors, for such period and on such terms as to remuneration and otherwise as they think fit, and any Secretary so appointed may (subject to the terms of any contract between him and the Company) be removed by the Directors from office. The Company may appoint more than one (1) Secretary at any given time.</li> <li>(2) The office of the Secretary shall be vacated if the Secretary resigns by notice in writing to the Company, left at the Office and copies lodged with the Directors for the time being at their last known address and the Registrar.</li> </ul> | Appointment of secretary |
| 154. | The Directors shall have power at any time or times to appoint any person to be temporary, substitute, assistant or deputy Secretary, either generally or for some specified purposes.   | Temporary secretary etc. |

**Minutes**

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| 155. | <p>The Directors shall cause minutes to be made in books kept for the purpose:</p> <ul style="list-style-type: none"> <li>(1) of all appointments of officers made by the Directors;</li> <li>(2) of all resolutions and proceedings at all meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting; and</li> <li>(3) of all orders made by the Directors and any committee of Directors, local board or agency.</li> </ul>  | Books               |
| 156. | <p>Subject to the Act, any register, index, minute book, book of account or other book required to be kept by this Constitution or the Act may be kept by making entries in bound books or by recording them in any other manner including (without limitation) by electronic means. In any case in which bound books are not used, the Directors shall take reasonable precautions for protection against falsification and for facilitating its discovery, protection or reproduction. The minutes of meetings 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 shall be accepted as prima facie evidence without further proof of the facts stated therein.</p> | Manner of recording |
| 157. | <p>The Directors shall comply with the Act in regard to keeping a register of Directors and Secretaries, a register of substantial shareholdings, a register of Directors' share and debenture holdings and such other registers (other than any which the Directors are already obliged to keep under this Constitution) as the Act may require the Company to keep.</p>   | Miscellaneous       |

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**Authentication of documents**

158. Any Director or the Secretary of the Company or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company including (without limitation):
- (1) the Constitution;
  - (2) any minutes of or resolutions passed by the Company, the Directors, any committee of Directors or any local board;
  - (3) any books, records, documents and accounts relating to the Company's business,
- and to certify copies of or extracts from them as true copies or extracts.
159. Any authentication or certification of such Constitution, minutes, resolutions, books, records, documents, accounts or any other documents affecting the constitution of the Company in accordance with Article 158 shall be conclusive evidence to the extent of the authentication or certification in favour of all persons dealing with the Company in reliance on it.

**The Seal**

160. (1) The Seal shall only be used by the authority of a resolution of the Directors or of a committee of Directors authorised by the Directors.
- (2) Subject to Article 160(3), the instrument to which the Seal is affixed shall be signed autographically by:
- (a) any person authorised by the Directors or a committee of Directors authorised by the Directors (either generally or in relation to specific instruments or instruments of specific descriptions); or
  - (b) two (2) Directors; or
  - (c) one (1) Director and one (1) Secretary.
- (3) The Directors or a committee of Directors authorised by the Directors may:
- (a) dispense with autographic signatures of all or any person referred to in Article 160(2) in relation to specific instruments or instruments of specific descriptions and substitute such autographic signatures with facsimile signatures affixed or reproduced by a method or system (whether mechanical, electronic or otherwise) approved by the Directors or such committee; or
  - (b) dispense with all or any of the signatures referred to in Article 160(2) in the case of any certificates for shares, debentures or other Securities of the Company.
- (4) With regard to a duplicate common seal, the provisions in Articles 160(2) and (3) as to signatures (autographic and facsimile) and the dispensation of signatures shall apply to the affixing of such duplicate seal.
- (5) The Company may exercise the powers conferred by Section 62 of the Act with regard to an official seal for use outside Malaysia, and such powers shall be vested in the Directors.



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**Dividends and reserves**

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| 161. | The Company in general meeting may by ordinary resolution declare dividends payable to the Members in accordance with their respective rights and priorities out of any lawfully distributable profits, but no dividend shall exceed the amount recommended by the Directors.  | Declaration of dividends               |
| 162. | Subject to the Act, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non- preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. The Directors shall act in good faith and shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non preferred rights.   | Interim dividends                      |
| 163. | Unless otherwise provided by the rights attached to shares or the terms of their issue, all dividends shall be declared and paid proportionately to the capital paid up on the shares on which the dividend is paid, but if any shares are issued on terms providing that they shall rank for dividend as from a specified date or to a specified extent, they shall rank for dividend accordingly. Any dividend or interim dividend may be expressed to be payable on a specified date to persons registered on some earlier date as the holders of the shares in respect of which the dividend is declared, notwithstanding that such persons may not be so registered on the date of the declaration or payment.  | Proportionality                        |
| 164. | A general meeting declaring a dividend may, on the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets (including (without limitation)), paid up shares or debentures of any other company or in any one (1) or more of such ways) and, where any difficulty arises with regard to the distribution, the Directors may settle the same as they think fit and in particular may issue fractional shares and fix the value for distribution of any assets and may determine that cash shall be paid to any Member on the footing of the value so fixed in order to adjust the rights of Members and may vest any assets in trustees.   | Satisfaction by distribution of assets |
| 165. | <p>(1) Any dividend, interest or other moneys payable in cash in respect of a share may be paid by direct debit, bank transfer, cheque or dividend warrant and (in the case of a cheque or dividend warrant for such payment) sent:</p> <p>(a) by post, by courier or by hand to the registered address of the person entitled as appearing in the Record of Depositors; or</p> <p>(b) by post, by courier or by hand to the registered address of the person becoming entitled to the share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder or operation of law had not occurred; or</p> <p>(c) by post, by courier or by hand to such address as the person entitled may direct in writing but the Company shall be entitled to send such cheque or dividend warrant to such other address or by such other means stated in Articles 165(1)(a) and 165(1)(b) notwithstanding such direction.</p> | Payment of dividends etc               |

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(2) Every cheque or warrant may be made payable:

- (a) to the order of the person entitled; or
- (b) to the order of the person entitled by reason of the death, bankruptcy or mental disorder of the holder or by operation of law; or
- (c) to the order of such other person as the person entitled may in writing direct or direct to be sent to,

but nothing in Article 165(2) shall prevent such cheque or warrant from being made payable in such other manner as the Company would be entitled to in respect of such cheque or warrant including (without limitation), in the case of the death of the holder of the share in respect of which the dividend or other moneys to be paid by the cheque or warrant are payable making such cheque or warrant payable to the estate of such holder if the Company thinks appropriate. Such cheque or warrant shall be a good discharge to the Company. The Company shall not be responsible for any loss of any such cheque or warrant (whether in the post, while being delivered by courier or by hand, after delivery to the relevant address or person or otherwise).

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| 166. | No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.   | No interest on dividends |
| 167. | Subject to the Unclaimed Moneys Act 1965, the Directors may invest or otherwise make use of any dividend unclaimed for one (1) year after having been declared for the benefit of the Company until claimed.   | Investment of powers     |
| 168. | 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.   | Right to deduct          |
| 169. | The Directors may set aside out of the profits of the Company and carry to any reserves such amounts as they think fit and the sums represented by such amounts may be applied at the Directors' discretion for any purpose to which the profits of the Company may be properly applied, and pending any such application may be either employed in the business of the Company, deposited with any financial institution or invested in such investments or other assets as the Directors may from time to time determine. The Directors may also without placing them to reserve carry forward any profits which they may think prudent not to divide. | Power to carry reserves  |

**Capitalisation**

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| 170. | <p>(1) The Company in general meeting may on the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account otherwise available for distribution, and accordingly that the sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and among the Members in the proportion aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution.</p> <p>(2) Whenever such a resolution as aforesaid is passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or</p> | Power to capitalise etc |
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debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled on the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

**Accounts**

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| 171. | The Directors shall cause accounting records to be kept in accordance with the Act.   | Accounting records           |
| 172. | The accounting records shall be kept at the Office or (subject to the Act) at such other place or places within Malaysia as the Directors think fit and shall always be open to the inspection of any Directors and any other officers of the Company authorised by the Directors.  | Place for storage            |
| 173. | <p>The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them will be open to inspection by Members (not being a Director or officer (authorised by the Directors) of the Company) or any other person. No Member (not being a Director or such officer) or any other person shall have any right to inspect any accounting records or other book or document of the Company except:</p> <p>(1) if conferred by the Act or other applicable law; or</p> <p>(2) if ordered by a court of competent jurisdiction; or</p> <p>(3) if authorised by the Directors.</p>  | Regulations for inspection   |
| 174. | The Directors shall from time to time in accordance with the Act and the Listing Requirements (if applicable) cause to be prepared and laid before the Company in general meeting such financial statements (if any) and reports as are referred to in the Act and/or such Listing Requirements (if applicable).  | Preparation of accounts etc. |
| 175. | A copy of the annual reports that include the Directors' and auditors' reports of the Company, the financial statements (if any) (including all documents required by law to be annexed or attached to all or any of them) in printed form or in CD-ROM or in such other form of electronic media or any combination thereof shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days before the general meeting at which they are to be laid) to all Members, holders of debentures and all other persons entitled to receive notices of general meetings under the Act or this Constitution. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' reports shall not exceed four (4) months. The required number of copies of each of these documents shall be sent to Bursa Malaysia in one delivery. In event that Annual Report is sent in CD-ROM form or such form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Members' request or such period as may be prescribed by Bursa Malaysia. | Copy of reports to Members   |

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176. The Directors shall not be bound, unless expressly instructed to do so by a special resolution of the Company in general meeting, to publish any list or particulars of the Securities or investments held by the Company or to give any information in relation to such Securities or investments to any Member. No obligation to publish

**Audit**

177. (1) The Company shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting. Appointment of auditor
- (2) The auditors of the Company shall be entitled to attend any general meeting of the Company and to receive all notices of and other communications relating to any general meeting of the Company to which any Member is entitled and be heard at the meeting on any part of the business of the meeting as concerns them as auditors of the Company.
178. No person may be appointed auditor of the Company if he cannot consent to be appointed auditor under Section 264(1) of the Act. The duties of the auditor or auditors shall be regulated by the Act. Restriction on appointment
179. Subject to the Act, all acts done by any person acting as auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. Acts, valid though defect

**Notices and other documents**

180. Unless expressly provided otherwise in this Constitution, any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Directors need not be in writing. Notice to be in writing
181. Subject to the Act and any rules prescribed by Bursa Malaysia from time to time, a notice, document or any other information may be served on, delivered to or made available by the Company to any member: Method of giving notice
- (a) personally or by sending it through the post in a prepaid letter addressed to such member at his registered address in Malaysia as appearing in the Register or the Record of Depositors, or (if he has no registered address within Malaysia) to the address if any, within Malaysia supplied by him to the Company as his address for the service of notices or by publishing it by way of advertisement in at least one daily newspaper; or
- (b) in respect of notices, documents or other information that, under the Act and any rules prescribed by Bursa Malaysia from time to time, may be sent in electronic form or by electronic means or by making it available on the Company's website, in the manner set out below.
182. (1) The Company may deliver or make available a notice, document or any other information to any member: Additional methods of service of notice
- (a) in electronic form or by mail in the manner set out above or by electronic means to the address specified by such member to the Company for such purpose or by making it available on the Company's website provided that, in each case, such member has consented, in the manner permitted in the Act and any rules prescribed by Bursa Malaysia from time to time, to the Company communicating with such member in such form or manner; or
- (b) by any other means authorised in writing by the member concerned.

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- (2) For the purposes of making available notices, documents or any other information to a member on the Company's website, the Company shall notify that member that such notice, document or other information has been made available on the Company's website in the manner prescribed by the Act and any rules prescribed by Bursa Malaysia from time to time.
  - (3) A member may revoke his agreement that notices, documents or other information may be sent or supplied to such member in electronic form or by electronic means or made available to such member through the Company's website by sending a notice of revocation to the Company within such period and in such manner as may be specified under the Act and any rules prescribed by Bursa Malaysia from time to time.
  - (4) Upon a member receiving from the Company a notice, document or other information in electronic form or by electronic means or by the Company making such notice, document or information available on its website, such member may request that the Company send or supply to such member such notice, document or information in hard copy form. The Company shall, upon receiving such request from a member, in accordance with the Act and any rules prescribed by Bursa Malaysia from time to time, send or supply to such member such notice, document or information requested in hard copy form free of charge.
  - (5) Any notice, document or other information may be served or delivered by the Company by reference to the Register of Member or Record of Depositors as it stands at any time not more than fifteen days before the date of service or delivery. No change in the Register of Members or Record of Depositors after that time shall invalidate that service or delivery. Where any notice, document or other information is served on or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of such notice, document or information. Each member shall, from time to time, notify in writing to the Company some place which shall be deemed his registered address for the purposes of this Article.
  - (6) Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it by mail, postage prepaid (and, if posted outside Malaysia, by prepaid airmail), addressed to the Company or to such officer at the Office. The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of communications by electronic means, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such communication. A notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.
183. A Member who has not supplied to the Company an address within Malaysia for the service of notices shall not be entitled to receive notices from the Company. Notices of documents
184. Any notice required to be given by the Company to Members and not expressly provided for by this Constitution shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper. Advertisement

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185. A Member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. Deemed receipt of notice
186. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to a share, shall be bound by any notice or document in respect of that share which, before his name is entered in the Record of Depositors, has been duly given to a person from whom he derives his title. Person entitled bound by notice
187. Subject to the Act and any rules prescribed by Bursa Malaysia from time to time, a notice, document or any other information served, delivered or issued by or on behalf of the Company: Notice deemed perusal
- (a) if sent by mail, postage prepaid, it shall be deemed to have been served or delivered on the day following that on which such notice, document or other information was put in the post. In proving such service it shall be sufficient to prove that the relevant notice, document or other information was properly addressed and put into the post as prepaid mail or prepaid airmail (as the case may be);
  - (b) if left by the Company at a registered address of a member, it shall be deemed to have been served or delivered on the day it was left;
  - (c) if published by way of advertisement, shall be deemed to have been served or delivered on the day it was published;
  - (d) if sent by electronic means, other than by making it available on the Company's website, shall be deemed to have been served following the time that such communication was sent;
  - (e) if made available by the Company on its website, shall be deemed to have been served or delivered at the time that such notice, document or other information was first made available on the Company's website and the time that a member was notified of the presence of such notice, document or other information on the Company's website; and
  - (f) if sent by any other means authorised in writing by the member concerned, shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.
- Any member present, either personally or by proxy, at any meeting of the Company or class of members of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
188. A notice may be given by the Company to the persons entitled to a share in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law by sending or delivering it in any manner authorised by this Constitution for the giving of notice to a Member, addressed to them by name, or by the title of representatives of the deceased, the official assignee, the committee of the estate of such Member or by any appropriate description at the address supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death, bankruptcy, mental disorder or operation of law had not occurred. Notice to persons entitled

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**Winding up**

189. On a winding up of the Company the balance of the assets available for distribution among the Members shall (subject to any special rights attaching to any class of shares) be applied in repaying to the Members the amounts paid up on the shares held by them and any surplus assets will belong to the holders of any issued ordinary shares according to the respective number of shares held by them or, if there are no issued ordinary shares, to the holders of any issued unclassified shares according to the respective number of shares held by them. Application of balance of assets
190. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide among the Members in specie 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, value any assets and 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 the assets in trustees on such trusts for the benefit of the Members as he with the like sanction determines, but no Member shall be compelled to accept any assets on which there is a liability. Division in specie

**Indemnity**

191. Subject to the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Secretary or auditor of the Company shall be indemnified out of the assets of the Company or effect insurance against: Indemnity
- (1) any loss or liability incurred by him arising from or in relation to his office or the performance of his duties except where such loss or liability results from any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company; and
  - (2) any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

**Secrecy**

192. Save as may be expressly provided by the Act, no Member shall be entitled to enter or inspect any property of or property occupied by the Company or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company, and which the Directors consider to be inexpedient in the interests of the Members to make available or communicate to the public. Secrecy

**Effect of the Listing Requirements**

193. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. Effect of the Listing Requirements
- (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).

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- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution are deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of inconsistency.

**Compliance**

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| 194. | Notwithstanding this Constitution, the Company shall comply with the Act, the Central Depositories Act, the Rules and the Regulations in respect of all matters, where applicable. | Compliance with Statues, Rules and Regulations |
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