

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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SASBADI HOLDINGS BERHAD
(Company No. 1022660-T)
(Incorporated in Malaysia)

PART A

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

The resolutions in respect of the above proposals will be tabled as Special Business at the Sixth Annual General Meeting (“**AGM**”) of Sasbadi Holdings Berhad (“Sasbadi Holdings” or “the Company”) to be held at The Greens III Function Room, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on Tuesday, 29 January 2019 at 10.00 a.m. Shareholders are advised to refer to the Notice of AGM and Form of Proxy set out in the Company’s Annual Report 2018.

If you are unable to attend and vote at the AGM, you may appoint a proxy to attend and vote on your behalf. If you wish to do so, you must deposit the Form of Proxy at the Registered Office of Sasbadi Holdings at Suite 11.1A, Level 11, Menara Weld, 76, Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for the AGM or any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending, speaking and voting in person at the AGM should you subsequently wish to do so.

Last date and time for depositing the Form of Proxy : Sunday, 27 January 2019 at 10.00 a.m.
Date and time of the Sixth AGM : Tuesday, 29 January 2019 at 10.00 a.m.

DEFINITIONS

Except where the context otherwise requires, the following words and abbreviations shall have the following meaning:

Act	:	The Companies Act, 2016, as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
Annual Report 2018	:	Annual Report of Sasbadi Holdings for the financial year ended 31 August 2018
Board	:	The Board of Directors of Sasbadi Holdings
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Circular	:	This circular to shareholders dated 28 December 2018 in relation to the Proposed New Constitution
Code	:	Malaysian Code on Take-Overs and Mergers, 2016 as may be amended, modified or re-enacted from time to time
Constitution	:	The new constitution of the Company
Director(s)	:	A natural person who holds a directorship in Sasbadi Holdings and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007
EPS	:	Earnings per share
Listing Requirements	:	The Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
LPD	:	30 November 2018, being the latest practicable date prior to the issuance of this Circular/Statement
M&A	:	The existing Memorandum & Articles of Association of the Company
MCCG	:	Malaysian Code on Corporate Governance 2017
NA	:	Net assets
Proposed New Constitution	:	Proposed adoption of new Constitution of the Company
Proposed Renewal of Share Buy-Back Authority	:	Proposed renewal of the authority for Sasbadi Holdings to purchase its own shares of up to ten percent (10%) of the total number of issued shares at any point of time
Purchased Share(s)	:	Sasbadi Holdings Share(s) to be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority
RM and sen	:	Ringgit Malaysia and sen, respectively
Sasbadi Holdings or Company	:	Sasbadi Holdings Berhad (1022660-T)
Sasbadi Holdings Group or Group	:	Sasbadi Holdings and its subsidiaries

DEFINITIONS (CONT'D)

Sasbadi Holdings
Share(s) or Share(s) : Ordinary share(s) of Sasbadi Holdings

Statement : This statement to shareholders dated 28 December 2018 in relation to the Proposed Renewal of Share Buy-Back Authority

All references to “Sasbadi Holdings” or “the Company” in this Circular/Statement are to Sasbadi Holdings Berhad, reference to “Sasbadi Holdings Group” or “Group” are to the Company and its subsidiaries and references to “we”, “us”, “our” and “ourselves” are to the Group, the Company, and where the context otherwise requires, the subsidiaries.

All references to “you” in this Circular/Statement are to the shareholders of the Company.

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to a time of day in this Circular/Statement is a reference to Malaysian time, unless otherwise stated.

Any reference in this Circular/Statement to any legislation is a reference to that legislation as for the time being amended or re-enacted.

Certain figures in this Circular/Statement have been subject to rounding adjustments.

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PART A

**LETTER FROM THE BOARD TO THE
SHAREHOLDERS OF THE COMPANY
IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**



SASBADI

SASBADI HOLDINGS BERHAD
(Company No. 1022660-T)
(Incorporated in Malaysia)

Registered Office:
Suite 11.1A, Level 11
Menara Weld
76, Jalan Raja Chulan
50200 Kuala Lumpur
Malaysia

28 December 2018

BOARD OF DIRECTORS

Dato' Salleh Bin Mohd Husein (Independent Non-Executive Chairman)
Mr. Law King Hui (Group Managing Director)
Mr. Lee Swee Hang (Executive Director)
Ms. Law Yi Chian (Executive Director)
Dato' Noor Rezan Binti Bapoo Hashim (Senior Independent Non-Executive Director)
Mr. Lim Hun Soon @ David Lim (Independent Non-Executive Director)

To: The Shareholders of Sasbadi Holdings Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the AGM held on 23 January 2018, the Company had obtained the approval from its shareholders to renew the authority for the Company to purchase its own shares of up to ten percent (10%) of the total number of issued shares at any point of time. The said approval will lapse at the conclusion of the forthcoming Sixth AGM of the Company scheduled to be held on 29 January 2019.

The Board of Directors of the Company had on 20 December 2018 announced the Company's intention to seek its shareholders' approval for the Proposed Renewal of Share Buy-Back Authority by way of an Ordinary Resolution at the forthcoming Sixth AGM of the Company.

The purpose of this Statement is to provide you with the details pertaining to the Proposed Renewal of Share Buy-Back Authority together with the Directors' recommendation and to seek your approval for the Ordinary Resolution to be tabled at the forthcoming Sixth AGM scheduled on 29 January 2019, notice of which is set out on pages 153 to 156 of the Annual Report 2018.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is proposing to seek the shareholders' approval for the renewal of authority for the Company to purchase its own shares of up to ten percent (10%) of the total number of issued shares, subject to compliance with Sections 112, 113 and 127 of the Act, the Listing Requirements and any prevailing laws, guidelines, rules and regulations issued by the relevant authorities at the time of purchase.

The approval from the shareholders for the Proposed Renewal of Share Buy-Back Authority would be effective immediately upon the passing of the Ordinary Resolution for the Proposed Renewal of Share Buy-Back Authority at the forthcoming Sixth AGM and shall be valid until:

- (i) the conclusion of the next AGM of the Company at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions;
- (ii) the expiry of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.

whichever occurs first, but shall not prejudice the completion of any purchase(s) by the Company before the aforesaid expiry date and in any event in accordance with the provision of the Act, the Listing Requirements and other prevailing laws, guidelines, rules and regulations issued by the relevant authorities.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority, if implemented, will enable Sasbadi Holdings Group to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the market. It is expected to stabilise the supply and demand of Sasbadi Holdings Shares in the market, as well as the market price of the Shares.

If the Purchased Shares are maintained as treasury shares or cancelled, it will result in a lower number of Sasbadi Holdings Shares being used for the purposes of computing the EPS. Therefore, other things being equal, it will improve the EPS of Sasbadi Holdings Group, which in turn is expected to have a positive impact on the market price of Sasbadi Holdings Shares.

If the Purchased Shares are held as treasury shares and subsequently resold on Bursa Securities at a higher price, the Company would realise a gain without affecting the total number of issued shares of the Company. If the treasury shares are distributed as share dividends, this would serve to reward the shareholders of the Company.

4. FUNDING FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will be funded through internally generated funds and/or bank borrowings, the breakdown of which will be determined later depending on the actual number of Shares purchased, the purchase price(s) and other relevant cost at the time of purchase(s), and availability of funds. Should the purchase of Sasbadi Holdings Shares be financed through bank borrowings, the Board will ensure that there is sufficient funds to repay such borrowings and that the repayment will not have any material adverse effect on the cash flow of Sasbadi Holdings Group.

The maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate amount of the retained earnings of the Company.

Based on the latest audited financial statements of Sasbadi Holdings as at 31 August 2018, the retained earnings of the Company were RM0.5 million.

5. TREATMENT OF PURCHASED SHARES

In accordance with Section 127(4) of the Act, the Company would be able to deal with any Sasbadi Holdings Shares so purchased by the Company in the following manner:

- (a) to cancel the Purchased Shares; or
- (b) to retain the Purchased Shares as treasury shares; or
- (c) to retain part of the Purchased Shares as treasury shares and cancel the remainder.

The Purchased Shares held as treasury shares may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities or transfer for the purposes of or under an employees' share scheme or as purchase consideration or such other purposes in accordance with Section 127(7) of the Act.

In considering how the Purchased Shares will be dealt with, the Directors will take into consideration the effect of such treatment to the Sasbadi Holdings Group in arriving at its decision. In addition, an immediate announcement will be made to Bursa Securities upon each purchase, cancellation and or resell of shares pursuant to the share buy-back.

6. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (i) Allow the Company to take preventive measures against speculation, particularly when the Shares are undervalued and this would, in turn, stabilise the market price of Sasbadi Holdings Shares and hence, enhance investors' confidence;
- (ii) Allow the Company the flexibility to achieve the desired capital structure, in terms of debt and equity composition and size of equity;
- (iii) Provide the Company with opportunities for potential gains if the Purchased Shares which are retained as treasury shares, are resold at a higher price than they were bought for; and
- (iv) Serve to reward the shareholders of the Company if the Purchased Shares which are retained as treasury shares, are distributed as share dividends to the shareholders.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (i) Reduce the financial resources of the Company, which may result in the Company foregoing better investment opportunities that may emerge in the future; and
- (ii) Reduce the financial resources available for distribution to shareholders in the immediate future as the funds to be allocated for the Proposed Renewal of Share Buy-Back Authority can only be made out of retained earnings of the Company.

The Board will be mindful of the interests of the Company and its shareholders in undertaking any purchase of its own Shares, and will only implement it after due consideration of the financial resources of Sasbadi Holdings Group and the resultant impact on the shareholders of the Company.

7. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

7.1 Total Number of Issued Shares

The effect of the Proposed Renewal of Share Buy-Back Authority on the total number of issued shares of Sasbadi Holdings will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

For illustration purposes, the pro forma effects of Proposed Renewal of Share Buy-Back Authority on the total number of issued shares of the Company as at LPD are set out below:

	No. of Sasbadi Holdings Shares
Total number of issued shares as at LPD [#]	419,099,500
Assuming the Purchased Shares are cancelled [*]	(41,909,950)
Resultant total number of issued shares	377,189,550

Notes:-

[#] Inclusive of 1,000 Shares bought back and retained as treasury shares by the Company

^{*} Assuming up to 10% of the total number of issued shares of the Company are purchased under the Proposed Renewal of Share Buy-Back Authority and are subsequently cancelled.

If the Purchased Shares are retained as treasury shares, resold or distributed to its shareholders, the Proposed Renewal of Share Buy-Back Authority will have no effect on the total number of issued shares of the Company.

7.2 NA, NA per Share and working capital

The effect of the Proposed Renewal of Share Buy-Back Authority on the NA of Sasbadi Holdings Group will depend on the actual number of Shares purchased, the price and other relevant cost at the time of purchase, the effective funding cost to Sasbadi Holdings Group to finance the purchase of such Shares, or any loss in interest income to Sasbadi Holdings Group, and whether the Purchased Shares are cancelled, retained as treasury shares, resold on Bursa Securities or distributed as share dividends to shareholders of Sasbadi Holdings.

If all Purchased Shares are cancelled, the NA per Share of Sasbadi Holdings Group would decrease if the purchase price per Purchased Share exceeds the NA per Share at the relevant point in time, and vice versa.

The NA of Sasbadi Holdings Group would decrease if the Purchased Shares are retained as treasury shares, due to the requirement for treasury shares to be carried at cost and be offset against equity.

If the treasury shares are resold on Bursa Securities, the NA of Sasbadi Holdings Group would increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed as share dividends, the NA of Sasbadi Holdings Group would decrease by the cost of the treasury shares.

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital of Sasbadi Holdings Group, the quantum of which will depend on, *inter alia*, the number of and prices paid for the Purchased Shares.

7.3 Substantial shareholders' shareholdings

Assuming the maximum number of Sasbadi Holdings Shares (of up to ten percent (10%) of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased from the shareholders other than the existing substantial shareholders of Sasbadi Holdings, and all such Shares purchased are cancelled, the pro forma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the existing substantial shareholders of Sasbadi Holdings as at LPD are as follows:

Substantial shareholders	As at the LPD ⁽¹⁾				After the Proposed Share Buy Back ⁽³⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Sasbadi Holdings Shares	%	No. of Sasbadi Holdings Shares	%	No. of Sasbadi Holdings Shares	%	No. of Sasbadi Holdings Shares	%
Karya Kencana Sdn Bhd	76,200,001	18.18	-	-	76,200,001	20.20	-	-
Law King Hui	76,783,500	18.32	76,200,001 ⁽²⁾	18.18	76,783,500	20.36	76,200,001 ⁽²⁾	20.20
Lee Swee Hang	35,506,500	8.47	76,200,001 ⁽²⁾	18.18	35,506,500	9.41	76,200,001 ⁽²⁾	20.20
Lee Eng Sang	19,050,000	4.55	76,200,001 ⁽²⁾	18.18	19,050,000	5.05	76,200,001 ⁽²⁾	20.20
Employees Provident Fund Board	26,936,750	6.43	-	-	26,936,750	7.14	-	-

Notes:

- (1) Based on Sasbadi Holdings' total number of issued shares of 419,098,500 Shares (excluding 1,000 Shares bought back and retained as treasury shares by the Company) as at LPD.
- (2) Deemed interested by virtue of his interest in Karya Kencana Sdn Bhd pursuant Section 8(4)(c) of the Act.
- (3) Assuming the maximum number of Sasbadi Holdings Shares (of up to ten percent (10%) of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased.

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7.4 Directors' shareholdings

Assuming the maximum number of Sasbadi Holdings Shares (of up to ten percent (10%) of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased from the shareholders other than the existing Directors of Sasbadi Holdings, and all such Shares purchased are cancelled, the pro forma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the existing Directors of Sasbadi Holdings as at LPD are as follows:

Directors	As at the LPD ⁽¹⁾				After the Proposed Share Buy Back ⁽³⁾			
	Direct		Indirect		Direct		Indirect	
	No. of Sasbadi Holdings Shares	%	No. of Sasbadi Holdings Shares	%	No. of Sasbadi Holdings Shares	%	No. of Sasbadi Holdings Shares	%
Dato' Salleh Bin Mohd Husein	300,000	0.07	-	-	300,000	0.08	-	-
Law King Hui	76,783,500	18.32	76,200,001 ⁽²⁾	18.18	76,783,500	20.36	76,200,001 ⁽²⁾	20.20
Lee Swee Hang	35,506,500	8.47	76,200,001 ⁽²⁾	18.18	35,506,500	9.41	76,200,001 ⁽²⁾	20.20
Law Yi Chian	-	-	-	-	-	-	-	-
Dato' Noor Rezan Binti Bapoo Hashim	300,000	0.07	-	-	300,000	0.08	-	-
Lim Hun Soon @ David Lim	540,000	0.13	-	-	540,000	0.14	-	-

Notes:

- (1) Based on Sasbadi Holdings' total number of issued shares of 419,098,500 Shares (excluding 1,000 Shares bought back and retained as treasury shares by the Company) as at LPD.
- (2) Deemed interested by virtue of his interest in Karya Kencana Sdn Bhd pursuant to Section 8(4)(c) of the Act.
- (3) Assuming the maximum number of Sasbadi Holdings Shares (of up to ten percent (10%) of the total number of issued shares) authorised under the Proposed Renewal of Share Buy-Back Authority are purchased.

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7.5 Earnings and EPS

The effect of the Proposed Renewal of Share Buy-Back Authority on the EPS of Sasbadi Holdings Group will depend on, *inter-alia*, the number of and prices paid for the Purchased Shares, the effective funding cost to finance the purchase of such Shares, or any loss in interest income to Sasbadi Holdings Group or opportunity cost in relation to other investment opportunities.

If the Purchased Shares are retained as treasury shares and subsequently resold, the extent of the effect on the earnings of Sasbadi Holdings Group will depend on the actual resale price, the number of treasury shares resold and the effective gain or the interest savings arising from the exercise.

If the Purchased Shares are cancelled, the Proposed Share Buy-Back will increase the EPS of Sasbadi Holdings Group provided the income forgone and/or interest expense incurred on the Purchased Shares are less than the EPS before the share purchase.

7.6 Dividends

Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Renewal of Share Buy-Back Authority will have effect of increasing the dividend rate of the Company as a result of the decrease in the number of Shares which are entitled to participate in the dividend.

8. PUBLIC SHAREHOLDING SPREAD

The Proposed Renewal of Share Buy-Back Authority shall be carried out in compliance with Paragraph 8.02(1) of the Listing Requirements which requires at least 25% of the total number of issued shares (excluding treasury shares) of the Company to be in the hands of public shareholders.

In this regard, the Company will endeavor to ensure that any share buy-back exercise will not breach Paragraph 12.14 of the Listing Requirements, which states that a listed company must not purchase its own shares on Bursa Securities if that purchase will result in the listed company being in breach of Paragraph 8.02(1) of the Listing Requirements.

As at LPD, the public shareholding spread of the Company is 47.76%.

9. PURCHASE OF SHARES, RESALE OR CANCELLATION OF TREASURY SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

There was no purchase of Shares, resale or cancellation of treasury shares in the past twelve (12) months preceding the date of printing of this Statement.

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10. HISTORICAL MARKET PRICES OF SHARES

The monthly highest and lowest price of Sasbadi Holdings as traded on Bursa Securities for the preceding twelve months (12) months are as follows:

Month and Year	Highest RM	Lowest RM
2017		
December	0.70	0.56
2018		
January	0.68	0.58
February	0.59	0.44
March	0.52	0.31
April	0.41	0.31
May	0.43	0.34
June	0.40	0.36
July	0.34	0.38
August	0.36	0.31
September	0.32	0.28
October	0.29	0.21
November	0.27	0.21

(Source : Bloomberg)

The last transacted market price of Shares on the LPD was RM0.24.

11. IMPLICATION OF THE CODE

The Board is mindful of the requirements of the Code and does not intend to undertake the Proposed Renewal of Share Buy-Back Authority in a manner that will trigger the obligation by any of the Company's substantial shareholders and/or parties acting in concert with them to undertake a mandatory offer under the Code. In this regard, the Board will ensure that such number of Shares so purchased, retained as treasury shares, cancelled or distributed, would not result in triggering any mandatory offer obligation on the part of its substantial shareholders and/or parties acting in concert with them.

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12. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholdings as a consequence of the Proposed Renewal of Share Buy-Back Authority as set out in Section 7.3 and 7.4 of this Circular, none of the Directors, major shareholders of Sasbadi Holdings and/or person connected with them have any interest, whether directly or indirectly, in the Proposed Renewal of Share Buy-Back Authority.

13. DIRECTORS' RECOMMENDATION

The Board of Sasbadi Holdings, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that it is in the best interests of the Company. Accordingly, the Board recommends that you vote in favour of the Ordinary Resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming Sixth AGM of the Company.

Yours faithfully,
For and on behalf of the Board of Directors
SASBADI HOLDINGS BERHAD

Law King Hui
Group Managing Director

PART B

**LETTER FROM THE BOARD TO THE
SHAREHOLDERS OF THE COMPANY
IN RELATION TO THE PROPOSED ADOPTION OF NEW
CONSTITUTION OF THE COMPANY**



SASBADI

SASBADI HOLDINGS BERHAD
(Company No. 1022660-T)
(Incorporated in Malaysia)

Registered Office:
Suite 11.1A, Level 11
Menara Weld
76, Jalan Raja Chulan
50200 Kuala Lumpur
Malaysia

28 December 2018

BOARD OF DIRECTORS

Dato' Salleh Bin Mohd Husein (Independent Non-Executive Chairman)
Mr. Law King Hui (Group Managing Director)
Mr. Lee Swee Hang (Executive Director)
Ms. Law Yi Chian (Executive Director)
Dato' Noor Rezan Binti Bapoo Hashim (Senior Independent Non-Executive Director)
Mr. Lim Hun Soon @ David Lim (Independent Non-Executive Director)

To: The Shareholders of Sasbadi Holdings Berhad

Dear Sir/Madam,

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

The Board of Directors of the Company had on 20 December 2018 announced the Company's intention to seek its shareholders' approval for the Proposed New Constitution of the Company by way of a Special Resolution at the forthcoming Sixth AGM of the Company.

The purpose of this Circular is to provide you with the details pertaining to the Proposed New Constitution together with the Directors' recommendation and to seek your approval for the Special Resolution to be tabled at the forthcoming Sixth AGM scheduled on 29 January 2019, notice of which is set out on pages 153 to 156 of the Annual Report 2018.

2. DETAILS OF THE PROPOSED NEW CONSTITUTION

The Board is proposing that the Company to delete its existing M&A in its entirety with immediate effect and in place thereof, adopt a new Constitution of the Company which will be in line with the Act, MCCG and the Listing Requirements.

A copy of the new Constitution proposed to be adopted is as per Appendix II of this Circular.

3. RATIONALE FOR THE PROPOSED NEW CONSTITUTION

Bursa Securities had via its letter dated 29 November 2017 in relation to the amendments to the Listing Requirements, requires all listed issuers to implement the amendments made to the prescribed contents of constitution under Chapter 7 of the Listing Requirements by 31 December 2019.

The Proposed New Constitution is primarily for the purposes of streamlining the Company's existing M&A to be aligned with the recent amendments to the Listing Requirements and the prevailing statutory and regulatory requirements applicable to the Company.

4. EFFECTS OF THE PROPOSED NEW CONSTITUTION

The Proposed New Constitution will not have any effect on the share capital, substantial shareholders' shareholdings, NA per share, gearing, or EPS of Sasbadi Holdings for the financial year ending 31 August 2019.

5. APPROVAL REQUIRED

The Proposed New Constitution is subject to the approval of the shareholders of the Company at the forthcoming Sixth AGM.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, substantial shareholders of Sasbadi Holdings and/or person connected with them have any interest, whether directly or indirectly, in the Proposed New Constitution.

7. DIRECTORS' RECOMMENDATION

The Board of Sasbadi Holdings, having considered all aspects of the Proposed New Constitution, is of the opinion that it is in the best interests of the Company. Accordingly, the Board recommends that you vote in favour of the Special Resolution pertaining to the Proposed New Constitution to be tabled at the forthcoming Sixth AGM of the Company

8. SIXTH AGM

The proposed Ordinary and Special Resolution on the Proposed Renewal of Share Buy-Back and Proposed New Constitution respectively will be tabled at the Sixth AGM to be held at The Greens III Function Room, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on Tuesday, 29 January 2019 at 10.00 a.m. The said resolutions are set out in the Annual Report 2018 of Sasbadi Holdings.

The notice convening the Sixth AGM and the Form of Proxy are enclosed in the Annual Report 2018 of Sasbadi Holdings which is despatched together with this Circular/Statement.

If you are unable to attend and vote in person at the Sixth AGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instruction printed therein as soon as possible and in any event, so as to reach the Company's registered office not less than forty-eight (48) hours before the time set for the Sixth AGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, speaking and voting in person at the Sixth AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are requested to refer to Appendices I and II of this Circular/Statement for additional information.

Yours faithfully,
For and on behalf of the Board of Directors
SASBADI HOLDINGS BERHAD

Law King Hui
Group Managing Director

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Sasbadi Holdings Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business), during the two (2) years preceding the LPD.

3. MATERIAL LITIGATION

As at the LPD, Sasbadi Holdings Group is not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant, which may materially and adversely affect the financial position or business of Sasbadi Holdings Group. The Board is not aware of proceedings, pending or threatened, or of any facts likely to rise to any proceedings which may materially and adversely affect the financial position or business of Sasbadi Holdings Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of Sasbadi Holdings at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to and including the date of the Sixth AGM:-

- (a) the Constitution of Sasbadi Holdings; and
- (b) the audited consolidated financial statements of Sasbadi Holdings Group for the past two (2) financial year ended 31 August 2017 and 31 August 2018.

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THE COMPANIES ACT 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

**SASBADI HOLDINGS BERHAD
(Company No. 1022660-T)**

Incorporated on 30th day of October 2012

THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION
OF
SASBADI HOLDINGS BERHAD

1. The name of the Company is **SASBADI HOLDINGS BERHAD**.
2. The registered office of the Company will be situated in Malaysia.
3. The liability of the members is limited.
4. Section 21 of the Companies Act, 2016 shall apply.

The paragraphs as contained in the Third Schedule of the Companies Act, 2016 shall not apply to the company except in so far as the same is repeated or contained in this Constitution.

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 all or any part of the original or any additional capital as 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 regulations for the time being of the Company.

DEFINITIONS AND INTERPRETATION

6. In this Constitution if not inconsistent with the subject or context:-
 - (a) "Act" means the Companies Act, 2016 as amended from time to time and any re-enactment thereof.
 - (b) "Authorised Nominee" means a person who is authorised to act as nominee as specified under the Rules.
 - (c) "Board" means the Board of Directors of the Company.
 - (d) "Bursa Nominee" means Bursa Malaysia Depository Nominees Sdn Bhd (Company No. 240297-W) or any other company nominated by the Depository to hold all shares or other securities in the Company deposited with the Depository in accordance with the Central Depositories Act or the Rules.
 - (e) "Central Depositories Act" means the Securities Industry (Central Depositories) Act, 1991 as amended from time to time and any re-enactment thereof.
 - (f) "Chairman" means the Chairman of the Board.
 - (g) "CMSA" means the Capital Markets and Services Act 2007 as amended from time to time and any re-enactment thereof.
 - (h) "Company" means Sasbadi Holdings Berhad (Company No. 1022660-T) or by whatever name from time to time called.
 - (i) "Constitution" means this Constitution of the Company as originally framed or adopted or as altered from time to time by Special Resolution.

- (j) "Deposited Security" means a security standing to the credit of a securities account and includes a security in a securities account that is in suspense.
- (k) "Depositor" means a holder of a securities account established by the Depository.
- (l) "Depository" means Bursa Malaysia Depository Sdn. Bhd or such other names by which it may be known from time to time.
- (m) "Directors" means the directors of the Company and shall have the meaning given in Section 2(1) of the CMSA.
- (n) "Exempt Authorised Nominee" means an authorised nominee as defined in the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- (o) "Exchange" means Bursa Malaysia Securities Berhad and any other share, stock, or securities exchange upon which the shares of the Company may be listed.
- (p) "Listing Requirements" means the Main Market Listing Requirements of the Exchange and includes any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification that may be made thereto from time to time.
- (q) "Managing Director" means the managing director for the time being of the Company.
- (r) "Market Day" means a day on which the stock market of the Exchange is open for trading in securities.
- (s) "Member" or "Shareholder" means any person for the time being holding shares in the Company and whose name appears in the Register of Members (with the exception of the Depository or its nominee company in whose name the Deposited Security is registered) and shall include any depositor whose name appears in the Record of Depositors including a depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Depository in its capacity as a bare trustee.
- (t) "Month" means calendar month.
- (u) "Office" means the registered office for the time being of the Company.
- (v) "Record of Depositors" means a record provided by the Depository to the Company under Chapter 24.0 of the Rules.
- (w) "Registrar" means any person appointed to perform the duties of the Registrar of the Company for the time being.
- (x) "Register of Members" means the Register of Members to be kept pursuant to the Act.
- (y) "Rules" means the Rules of the Depository, including any amendment that may be made from time to time.
- (z) "Seal" means the common seal of the Company.
- (aa) "Secretary" means any person or persons appointed to perform the duties of a secretary of the Company for the time being and includes an assistant or deputy secretary.
- (ab) "Security" means shares in or debentures of the Company or units (as defined in the Capital Markets and Services Act, 2007) and includes any right or option in respect thereof and "Securities" means more than one "security".
- (ac) "Securities Account" means an account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.

- (ad) "Securities Law" means the Securities Commission Act 1993, the Central Depositories Act and the CMSA of Malaysia or any statutory modification or re-enactment thereof for the time being in force; including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, supplemental, modification to the same that may be made from time to time.
- (ae) "Shares" means shares in the Company.
- (af) "Share Issuance Scheme" means a scheme involving a new issuance of shares to the employees.
- (ag) "Share Seal" means the share seal of the Company.
- (ah) "Special Resolution" means a resolution as defined in the Act.
- (ai) "Statutes" means the Act and every other statute for the time being in force concerning companies and affecting the Company.
- (aj) "Year" means calendar year.

Interpretation

7. Reference to "this Constitution" means this Constitution of the Company, as originally framed or as amended from time to time in accordance with this Constitution and "Clause" means any one of them.
8. Any words or expressions defined in the Act shall, if not inconsistent with the definitions herein contained, bear the same meaning in this Constitution.
9. Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Acts, 1948 and 1967, as amended from time to time, and any re-enactment thereof.
10. Words importing the singular only include the plural and vice versa and the masculine gender includes the feminine and neuter genders and vice versa and the word "person" includes a corporation.
11. References to "writing" or "written" shall, unless the contrary intention appears, include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
12. The headings are inserted for convenience only and shall not affect the construction of this Constitution.
13. Any reference to any statutory provisions shall be deemed to include any amendment or re-enactment thereof whenever and wherever applicable.

ALLOTMENT AND ISSUE OF SECURITIES

Method of Issue

14. All issue of new securities for which listing is sought on the Exchange is to be made by way of crediting the securities account of the allottees or entitled persons in the Depository with such securities save and except where it is specifically exempted from doing so. The Company shall notify the Depository of the names of the allottees or the entitled persons and all such particulars required by the Depository to enable the Depository to make the appropriate entries in the securities accounts of such allottees or entitled persons.
15. The Company shall comply with the provisions of the Act, the Central Depositories Act and the Rules applicable to the allotment of new securities.

Power to increase capital and conditions of issue

16. The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution passed at the general meeting increase its share capital, such new capital to be of such number of such rights to or be subject to such conditions or restriction in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs, and if no direction to be given, as the Directors shall determine and in particular, but without prejudice to the rights attached to any preference shares that may have been issued, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.

Approval for issue of shares from relevant authority

17. Subject to the Listing Requirements, the provisions of the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75(1) and 76(1) of the Act, the Company must ensure that it shall not issue any shares or convertible securities if the total number of shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior approval of the members in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each of such security is counted as the maximum number of shares into which it can be converted or exercised.

New shares to rank with original shares

18. Except so far as otherwise provided by the conditions of issues, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital and shall also be subject to the Rules.

Right of Renoucement

19. Subject to these Constitution, the Act, the Central Depositories Act and the Rules, the directors may recognise a renunciation of the allotment of any share or security by the offeree thereof in favour of some other person.

SHARE CAPITAL

Issue of New Shares

20. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Constitution, the Act, the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such preferred, deferred or other special rights and subject to such restrictions whether in regard to dividend, voting or return of capital and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-
- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
 - (b) no special rights shall be attached to shares of any class other than ordinary shares until the same have been expressed in these Constitution or in the resolution creating the same;
 - (c) every issue of shares or options to employees and/or Directors under an employees' share scheme or employees share option scheme shall be approved by the members in general meeting;

- (d) no Director shall participate in a share issuance scheme unless the specific allotment to be made to such Director has been approved by the members in general meeting;
 - (e) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the members in general meeting.
21. Without prejudice to any rights attached to any existing shares, but subject to the Act and to these Constitution, any share may be issued with such preferred, deferred or other special rights or restrictions as the Company may by ordinary resolution determine.

Preference Shares

22. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Constitution, the Act, the Central Depositories Act, the Rules and to the provisions of any resolution of the Company, the Company shall have power to issue preference shares on such terms and conditions, carrying such rights or restriction.
23. The Company shall not, without the consent of the existing preference shareholders at a class meeting, issue further preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith.
24. A holder of preference shares must have the right to vote at any general meeting in each of the following circumstances:-
- (a) when the dividend or part of the dividend on such shares is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the share capital of the Company;
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (d) on a proposal that affects the rights and/or privileges attached to the preference shares;
 - (e) on a proposal to wind up the Company; and
 - (f) during the winding up of the Company.
25. A holder of preference shares must have the same rights as a holder of ordinary shares in relation to receiving notices, reports and audited financial statements and attending general meetings of the Company.

Commission, Brokerage and Interest

26. The Company may exercise the powers of paying commissions conferred by the Act to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equivalent thereto and that the requirements of the Act shall be observed. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as is lawful.
27. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of such share capital as is for the time being paid up for the period and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

ALTERATION OF CAPITAL

Alteration of Share Capital

28. The Company may by ordinary resolution:-
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution prescribes;
 - (b) 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 shares from which the subdivided share is derived;
 - (c) sub-divide its share capital 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 shares from which the subdivided share is derived; or
 - (d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited or surrendered and diminished the amount of its share capital by the amount of the shares so cancelled.

Reduction of Capital

29. The Company may by reduce its share capital in accordance with the provisions of the Act.

PURCHASE OF OWN SHARES

30. The Company may, subject to it obtaining such approval from the members by way of ordinary resolution in general meeting and in accordance with the provisions of the Act, the Listing Requirements, these Constitution and any other relevant laws, rules, regulations and guidelines for the time being in force, purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the provisions of the Act, the Listing Requirements and any other relevant laws, rules, regulations and guidelines for the time being in force.

VARIATION OF CLASS RIGHTS

Procedure for Modification

31. The repayment of preference share capital other than redeemable preference capital or any alteration or abrogation of the rights attached to any class of shares shall only be made pursuant to a special resolution passed at a separate general meeting of the holders of the shares of that class. If the necessary majority for such a special resolution is not obtained at the meeting, consent in writing from the holders of seventy five percent (75%) of the total voting rights of the class concerned, if obtained within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Such writing or resolution shall be binding upon all the holders of shares of that class.
32. The provisions of these Constitution relating to general meetings or to the proceedings thereat shall mutatis mutandis apply to every general meeting referred to in Clause 31, except that the necessary quorum shall be two (2) persons holding or representing by proxy at least one-third (1/3) of the issued shares of the class (but so that if an adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum).

Non-Variation

33. The rights conferred on the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of those shares, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith but in no respect in priority thereto.

CONVERSION OF SHARES INTO STOCK

Right of Conversion and Re-Conversion

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

Rights of Stockholders

35. The holders of stock may transfer the same or any part thereof in the same manner as the transfer of shares from which the stock arose may, prior to the conversion, have been transferred or be transferred as near thereto as circumstances permit; but no stock shall be transferable except in such units as the Directors may from time to time determine.
36. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such fractional part of stock which would not, if existing in shares, have conferred that right, privilege or advantage.

Applicability of Constitution

37. Such of the Constitution of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "member" therein shall include "stock" and "stockholder".

CERTIFICATES

38. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall be authorised at any time and from time to time to cancel share certificates previously issued and to re-issue new share certificates whether for the purpose of replacing share certificates that were defaced, worn out, destroyed, lost or stolen or to register the share certificates in the name of the Bursa Nominee or otherwise for any other purposes required or allowed by the Act, the Central Depositories Act and the Rules.
39. Subject to the provisions of the Act, the Central Depositories Act and the Rules, every certificate issued shall be under the share seal with security features and of size as may be prescribed by the Exchange from time to time and bear signatures or the autographic signatures of one (1) Director and the Secretary or a second Director or such other person as may be authorised by the Board and shall specify the shares to which it relates and the amount paid thereon.

LIEN

Company's Right to Lien

40. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all unpaid calls and installments due and payable in respect of that share, and shall also have a first and paramount lien on any share (other than fully paid shares) registered in the name of a member (whether solely or jointly with others) for all money which the Company may be called upon by law to pay and has paid in respect of that share of that member or deceased member, either alone or jointly with any other person. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Clause. The Company's lien, if any, shall extend to all dividends payable on a share.

Enforcement of Lien

41. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a written notice, demanding payment of such part of the amount in respect of which the lien exists as is presently payable, and giving notice of intention to sell in default, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

42. To give effect to any such sale the Directors may authorise a person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
43. The proceeds of the sale, after payment of the costs relating to the sale, shall be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

CALLS ON SHARES

Directors may make Calls

44. The Directors may, subject to the provision of these Constitution, from time to time make calls upon the members in respect of any money unpaid on their shares as they think fit and not by the conditions of allotment thereof made payable at fixed times, PROVIDED THAT no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

When Call deemed made

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

Unpaid Calls

46. No member shall be entitled to receive any dividend or to exercise any privilege as a member until his name shall have been entered in the Register of Members or the Record of Depositors and he shall have paid all calls for the time being due and payable on every share by him whether alone or jointly with any other person together with interest and expenses (if any) PROVIDED THAT the Bursa Nominee in whose name the Deposited Securities are registered shall not be entitled to any such rights.
47. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the day of actual payment at such rate not exceeding eight percent (8%) per annum as the Directors may determine. The Directors may waive payment of the interest wholly or in part.

Automatic Calls

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

Differentiation Prohibited

49. Unless expressly permitted by their terms of issue, the Directors shall not differentiate between the holders of the same class of shares as to the amount of calls to be paid and the times of payment of such calls.

Advance on Calls

50. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid on any shares held by him, and may pay interest on the monies so advanced (until the same would, but for the advance, become payable) at such rate not exceeding (unless the Company in general meeting otherwise direct) eight percent (8%) per annum as may be agreed upon between the Directors and the member concerned. Any capital paid up 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 on the shares in respect of which they have been paid.

FORFEITURE AND SURRENDER OF SHARES

Notice to Pay Calls

51. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a written notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued at such rate which shall not exceed eight percent (8%) per annum as determined by the Directors provided that the Directors shall be at liberty to waive payment of such interest in part or wholly which may be accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

Notice of Forfeiture

52. The notice shall specify a day (not earlier than fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made. It shall also specify 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.
53. When any share has been forfeited in accordance with these Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or the Record of Depositors, as appropriate, opposite to the share.

Forfeiture or Surrender

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

Rights in Relation to Forfeited Share

55. A forfeited or surrendered share shall become the property of the Company and may be cancelled, sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors think fit. The Company may receive the consideration, if any, given for a forfeited or surrendered share on its sale, re-allotment or disposal. The Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The Directors may at any time before a forfeited or surrendered share is cancelled, sold, re-allotted or disposed of, cancel the forfeiture or surrender on such terms as the Directors think fit.

Surplus of Sale Proceeds

56. If any share is forfeited and sold, subject to any lien for sums not presently payable, if any, any residue after the satisfaction of the unpaid calls or installment payable at fixed time and accrued

interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

Extinction of all interests and Liability for Arrears

57. The forfeiture or surrender of a share shall involve the extinction, at the time of forfeiture or surrender, of all interests in and claims and demands against the Company in respect of the share and all other rights and liability incidental to the share as between the member whose share is forfeited and surrendered and the Company except only such of those rights and liabilities as are by these Constitution expressly saved or as by the Act given or imposed in the case of past member. Notwithstanding, the member whose shares have been forfeited or surrendered shall remain liable to pay to the Company for all money which at the date of forfeiture or surrender was payable by him to the Company in respect of those shares (together with interest at eight percent (8%) per annum from the day of forfeiture or surrender to the day of payment if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receive payment in full of all such money in respect of the shares.

Evidence and Validity of Sale

58. A statutory declaration in writing by a Director or Secretary that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share. The person to whom a forfeited or surrendered share is re-allotted, sold or disposed of shall not be bound to see to the application of the purchase money, if any, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, re-allotment, sale, or disposal of the share.

Non-Payment

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

RIGHTS OF MEMBERS

When Rights Exercisable

60. No person shall exercise any rights of a member until his name is entered in the Register of Members and he has paid all calls and other moneys for the time being due and payable on any share held by him provided that the Depository or its nominee company in whose name any Deposited Security is registered is not entitled to exercise any such rights.

Depositor deemed Member

61. A Depositor whose name appears in a Record of Depositors issued to the Company pursuant to Section 35 of the Central Depositories Act in relation to shares which are Deposited Securities shall be deemed to be a member and shall, subject to the Act and the Central Depositories Act, be entitled to all rights, benefits, powers and privileges and be subject to all liabilities and obligations in respect of or arising from the shares which are recorded in his name in such Record of Depositors.

Non-Recognition of Trusts

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

JOINT HOLDERS OF SHARES

Provisions on Joint-Holdings

63. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:-
- (a) The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors or trustees of a deceased member;
 - (b) The joint holders of a share shall be jointly and severally liable in respect of all calls and other monies payable in respect of such share;
 - (c) On the death of any one (1) of such joint holder, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they deem fit;
 - (d) Any one (1) of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share;
 - (e) Only the person whose name stands first in the Register of Members or the Record of Depositors as one (1) of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be sufficient notice to all the joint holders;
 - (f) For the purposes of counting a quorum or votes at any general meeting, joint holders of any share shall be treated as one (1) member

PROVIDED THAT any references in these Constitution to joint-holders shall not include joint-holders of Deposited Securities unless such joint-ownership is permitted under the Central Depositories Act or the Rules or the guidelines or directives from time to time issued by the Depository. In the event that joint-ownership of Deposited Securities is permitted under the Central Depositories Act or the Rules, the rights and obligations of such joint owners shall be governed by the relevant provisions of such Act, Rules, guidelines or directives as the case may be.

TRANSFER OF SECURITIES

Transfer of Deposited Securities

64. Subject to the provisions of the Central Depositories Act, the Rules and these Constitution, any member may transfer all or any of his shares in the manner prescribed under the Rules. The transfer of any listed securities or class of listed securities of the Company which are Deposited Securities shall be by way of book entry by the Depository in accordance with the Rules. Notwithstanding Sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of any listed securities or class of listed securities which are Deposited Securities.
65. The Depository may in its absolute discretion, refuse to effect any transfer of a share that is a Deposited Security which does not comply with the Central Depositories Act or the Rules.

Liability over Transfer

66. Subject to the provisions of the Act, the Central Depositories Act and the Rules, neither the Company nor any of its Directors or other officers shall incur any liability for acting upon a transfer of shares registered by the Depository, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although transferred, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise

in defective manner. In every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognized 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.

Restrictions on Transferability

67. The Directors may in their absolute discretion refuse to register any transfer of any share which is not a fully paid share and not a Deposited Security without assigning any reason for such refusal and may also decline to register any transfer of shares on which the Company has a lien or otherwise if the transfer does not comply with the provisions of the Act, the Central Depositories Act and the Rules.
68. Unless permitted by the Central Depositories Act or the Rules, no securities shall be transferred to a minor or a bankrupt or a person of unsound mind or a partnership or unincorporated association or body.

Notice of Refusal

69. Any Member whose transfer of shares has been refused shall be notified of the precise reasons thereof or dealt with in accordance with the Act, the Central Depositories Act and the Rules.

Books Closure and Suspension of Registration

70. The registration of transfers may be suspended at such times and for such duration as the Directors may from time to time determine provided the period shall not exceed thirty (30) days in the aggregate in any one (1) year. Any suspension shall comply with the notice requirements applicable to member and the Depository as prescribed by the Act, the Central Depositories Act or the Rules.

TRANSMISSION OF SECURITIES

Death of a Member

71. Upon the death of a member, the survivor or survivors where the deceased was a joint holder of the security, and the legal representatives of the deceased where he was a sole holder of the security, shall be the only persons recognised by the Company as having any title to his interest in the security unless otherwise agreed by the Directors in any particular case; but nothing herein contained shall release the estate of a deceased member (whether a sole or joint holder) from any liability in respect of any security held by him alone or jointly with some other person.

Transmission of Deposited Securities

72. In the event of the death or bankruptcy of a member, any person becoming entitled as a result thereof may transfer or be registered as the owner of the security held by that member before his death or bankruptcy or otherwise deal with the said security in the manner allowed by law and in accordance with the Rules. The person so entitled shall notify the Depository accordingly in writing of his election whether to have the security of the deceased or bankrupt member to be registered under his name or otherwise to be transferred to another person and shall comply with the Rules affecting the registration and transfer of the said security, as the case may be.

Representative's Entitlement to Dividend and Other Rights

73. Subject to the provisions of these Constitution, the Act, the Central Depositories Act and the Rules, a person entitled to a share by reason of the death or bankruptcy of a member shall be entitled to and may give a good discharge for, any dividend or other distribution in respect of the said share except that he shall not be entitled to receive notice of or to attend or vote at, meetings of the Company until and unless he has been duly registered in the Record of Depositors. The Directors may at any time give notice in writing requiring any such person to elect whether to transfer the share to himself or to another person and to comply with the Rules and any other applicable law in relation thereto and if such person fails or refuses to do so to the satisfaction of the Directors, the dividend payment or any other distribution in respect of the

said share shall subject to law be withheld until the requirements of the notice have been complied with. Where two (2) or more persons are jointly entitled to any share in consequence of the death of a member, they shall, for the purposes of these Constitution, be deemed to be joint holders of the share.

Transmission between Registries

74. Where:-

- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories)(Amendment) (No.2) Act, 1998, as the case may be, under the Rules in respect of such securities;

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

MEETINGS OF MEMBERS

General Provisions

75. The Company shall convene an annual general meeting in accordance with the provisions of the Act, in addition, to any other meetings of Members. All meeting of Members shall also be called general meeting.
76. The Company may convene a meeting of Members at more than one (1) venue using any technology or method that enables the members of the Company to participate and to exercise their rights to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at that main venue of the meeting.
77. The ordinary business of an annual general meeting shall mean and consist of the laying before the meeting the financial statements, balance sheets and the reports of the Directors and auditors, the approval of Directors' fees, the re-election of the Directors who retire by rotation or otherwise and the appointment of the auditors and the determination of their remuneration. All other business transacted at an annual general meeting and all business transacted at a general meeting shall be deemed to be special.
78. The Directors may whenever they think fit convene a meeting of Members of the Company. In addition, a meeting of Members shall be convened upon requisition by the members in accordance with the Act or, if the Company defaults in convening a meeting so requisitioned, the requisitionists may themselves convene a meeting in the manner provided in the Act.

Notice of General Meeting

79. A notice convening a general meeting of the Company shall be given to all Members (other than those who under the provisions of these Constitution or terms of issue of shares held by them are not entitled to receive such notices), and in writing to each stock exchange upon which the Company is listed and shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper, at least fourteen (14) days before the meeting of Members 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 in any manners as prescribed by the Act. For the purpose of calculating the notice period, the day on which the notice of meeting is given or served or deemed to be duly served and the day on which the meeting is to be held shall not be counted.
80. Every notice calling a general meeting shall specify whether the meeting is an annual general meeting or a general meeting or meeting of Members, the place, day and hour of meeting and the business to be transacted at the said meeting.

81. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect.

Record of Depositors

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

Depositor's Right to Attend

83. Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
84. The General Meeting Record of Depositors shall be the final and conclusive record for the purpose of determining the Depositors who shall be deemed to be the registered holders of the shares of the Company and thus eligible to attend the general meeting and to speak and vote thereat.
85. Subject to Constitution 82 and 83, a Member shall be entitled to attend and to speak and vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.

Appointment of Proxy

86. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of Members of the Company.
87. Every member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, is entitled to appoint not more than two (2) proxies to attend and vote instead of him.
88. Where a member is an Authorised Nominee, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
89. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds which has ordinary shares of the Company standing to the credit of the said omnibus account.
90. Any appointment of more than one (1) proxy under this Clause 87 and Clause 88 shall be invalid unless the instrument appointing the proxies specifies the proportion of holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as a Member to speak at the meeting. A proxy is automatically revoked if the appointing Member attends and votes at the meeting of Members.

Business to be Transacted at Meetings

91. Subject always to the provisions of the Act, no business shall be transacted at an annual general meeting or at a general meeting except business of which notice has been given in the notice convening the meeting.

Accidental Omission

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

Special Notice

93. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof, in any manner allowed by these Constitution, not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty eight (28) days or less after the notice has been given, the notice although not given to the Company within the time required by the Act, shall be deemed to be properly given.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

94. No business shall be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, two (2) members present in person shall be a quorum. For the purposes of this Clause "member" includes a person attending as a proxy or representing a corporation which is a member.
95. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall if convened upon the requisition of members, be dissolved and in any other case, 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 that holiday) at the same time and place, or to such other day and at such time and place as the Directors may determine. The quorum for an adjourned meeting is two (2) members present (including a person attending as a proxy or representing a corporation which is a member).

Chairman of General Meeting

96. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present may elect one (1) of the Directors present to be Chairman of the meeting, but if no Director is present or willing to act, the members present and entitled to vote shall elect one (1) of their number to be Chairman of the meeting. The election of the Chairman shall be by a show of hands.

Power to Adjourn General Meeting

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

Method of Voting

98. Subject to the Listing Requirements, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands either by:-

- (a) the Chairman of the meeting; or
 - (b) at least three (3) Members present in person or by proxy and entitled to vote or in the case of a corporation by a representative; or
 - (c) a Member or Members present in person or by proxy or in the case of a corporation by a representative representing not less than ten percent (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) a Member or Members present in person or by proxy or in the case of a corporation by a representative 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 percent (10%) of the total sum paid up on all the shares conferring that right.
99. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
100. A poll demanded on the election of a Chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll duly demanded (and such demand was not withdrawn) on any other question shall be taken in such manner and either forthwith or at such time and place as the Chairman directs not being more than thirty (30) days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. In case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting shall determine the same, and such determination made in good faith shall be final and conclusive.

VOTES OF MEMBERS

Right to Vote

101. Subject to these Constitution and to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or any class of members, each member entitled to vote may do so in person or by proxy or by authorised representative or by attorney. On a resolution to be decided on a show of hands, each holder of an ordinary share and each holder of a preference share, or the proxy, representative or attorney of a holder of ordinary share or preference share, who is present and has a right to vote, shall be entitled to one (1) vote. On a poll, every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way.
102. A proxy shall be entitled to vote on a show of hands and on polling on any question at any general meeting.

Shares of Different Denominations

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

Chairman's Casting Vote

104. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.

Joint-Holders

105. In the case of joint holders of shares, any one (1) of such persons may vote, but if more than one (1) of such persons is present at a meeting, the person whose name stands first on the Register of Members shall alone be entitled to vote.

Members of Unsound Mind or Deceased or Insolvent Members

106. 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; provided that such evidence as the Directors may require of the authority of the person claiming the right to vote shall be deposited at the office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
107. The personal representative of a deceased member or other person entitled to a share under these Constitution pertaining to the transmission of shares in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such share; provided that not less than forty-eight (48) hours before the time of holding the meeting or adjourned meeting at which he proposes to vote, he shall (unless the Directors have previously admitted his right to vote in respect thereof) satisfy the Directors of his right to the share in consequence of the death or bankruptcy of any member.

Objections

108. 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 such meeting shall be valid. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Form of Proxy

109. The instrument appointing a proxy shall be in the form with such variations as circumstances may require or the statutes permit as the Directors may approve or in any particular case may accept.
110. The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer.
111. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place, if any, as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Revocation of Authority

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

Representation of Corporation

113. A member which is a corporation may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of members. A person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Number of Directors

114. Until otherwise determined by general meeting, the number of directors shall not be less than two (2) nor more than nine (9). A Director need not be a member of the Company. The Company may by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to retire from office.

Retirement of Directors

115. An election of Directors shall take place each year. At the first annual general meeting all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) with a minimum of one (1) shall retire from office and be eligible for re-election. All Directors including the Managing Director (if any) shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall hold office until the close of the meeting at which he retires. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Nomination of Directors

116. No person, not being a retiring Director, shall be eligible for election as a Director at any general meeting unless a member intending to propose him for election has left at the office a written notice signed by the nominee consenting to the nomination and signifying his candidature for the office or the intention of such member to propose him for election at least eleven (11) clear days before the date appointed for the meeting; provided that in the case of a person recommended by the Directors for election, nine (9) clear days notice only shall be necessary. Notice of each and every candidature for election to the Board shall be served on all members at least seven (7) days before the meeting at which the election is to take place.

Filling of Vacancy upon Retirement

117. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given written notice to the Company that he is unwilling to be re-elected.

Casual Vacancy or Additional Appointment

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

Separate Motions

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

Removal of Director

120. Subject to Section 206 of the Act, the Company may by ordinary resolution of which special notice is given to all members entitled to receive notices, remove any Director before the expiration of his period of office notwithstanding any provision of these Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may if thought fit, by ordinary resolution appoint another person in place of a Director so removed and the person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
121. Any Director shall, notwithstanding that he is not a member, be entitled to receive notice of and to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

Shareholding Qualification

122. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Directors shall be required.

DISQUALIFICATION OF DIRECTORS

Vacation of Office

123. The office of Director shall become vacant ipso facto if the Director:-
- (a) becomes disqualified from being a director under Section 198 or Section 199 of the Act;
 - (b) prohibited from being a director or ceases to be a director by virtue of any of the provisions of the Act or the Listing Requirements or becomes prohibited by law from being a director;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001 during his term of office;
 - (d) resigns from his office by written notice to the Company and deposited at the Office;
 - (e) is removed from his office of director by resolution of the Company in General Meeting of which special notice has been given;
 - (f) retired in accordance with the Constitution and is not re-elected; or
 - (g) dies.

POWERS AND DUTIES OF DIRECTORS

Management Powers of Directors

124. The business and affairs of the Company, including all the business mentioned in the Constitution and all incidental matters, shall be managed by, or under the direction of the Directors. The Directors shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act or the Company's Constitution. The Directors may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company and do all such things as are not, by the Act or by

these Constitution, required to be exercised by the Company in general meeting. In acting and exercising the powers of the Company as aforesaid, the Directors shall comply with these Constitution, the provisions of the Act and such regulations, not being inconsistent with these Constitution or the provisions of the Act as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Prior approval of Company required

125. Without prior approval of the Company in general meeting:-

- (a) the Director shall not carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property; or
- (b) the Director shall not exercise any power of the Company to issue shares unless otherwise permitted under the Act;

and subject to the Act, the Director, or person(s) connected with such Director shall not enter into any arrangement or transaction with the Company to acquire from or dispose to the Company shares or non-cash assets of the requisite value.

Power to Borrow and Issue Securities

126. The Directors may exercise all the powers of the Company to borrow money from any person, bank, firm or company (expressly including any person holding the office of Director) 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 wholly-owned subsidiaries or of any related or associated corporation. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations, or for the benefit or interest of the Company or of any subsidiary corporation.

127. The Directors shall not mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Branch Registers

128. The Company or the Directors on behalf of the Company, may exercise the powers conferred by the Act, cause to be kept a branch register of members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of such branch registers.

Appointment of Attorneys

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

Negotiable Instruments and Receipts

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

Retirement Scheme and Other Employees' Benefits

131. Subject to the provisions of the Statutes, the Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any associated company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any associated company, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any associated company or any such persons as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such persons; provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, if the Act so requires, to proper disclosure to the members and the approval of the Company in general meeting. In this Clause the expression "associated company" includes a company which is the holding company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid.

Director's Interest in Transactions

132. Subject always to the provisions of the Act as to disclosure of interest, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place or profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.
133. Subject to these Constitution, the Statutes and the Listing Requirements, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

Discharge of Duties as Director

134. A Director shall at all times act in the best interest of the Company and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

Director to give notice

135. Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

REMUNERATION OF DIRECTORS

Remuneration of Directors

136. The fees of the Directors and any benefits payable to the Directors (including any compensation for loss of employment of a Director) shall from time to time be determined by an ordinary resolution of the Company in general meeting PROVIDED THAT such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such fee.
137. A Managing Director or 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. Salaries payable to executive Directors shall not include a commission on or percentage of turnover.
138. Fees payable to non-executive Directors shall be by way of a fixed sum and not a commission on or percentage of profits or turnover. Any fee payable to an alternate director shall be such amount as shall be agreed between himself and the Directors nominating him and shall be deducted from the remuneration payable to the latter.

Expenses

139. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in the execution of their duties including any such reasonable expenses incurred in connection with their attendance at meetings of the Directors, any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
140. No payment shall be made to any Directors by way of compensation for loss of office or as consideration for or in consideration with his retirement from office unless particulars with respect to the proposed payment (including the amount thereof) have been disclosed to the members and the proposal has been approved by the Company in general meeting.
141. If a Director being willing shall be called upon to render or perform special or extraordinary services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, he shall be entitled to receive such sum for expenses and also such remuneration as the Directors determine. Such remuneration may, as the Directors determine, be either in addition to or in substitution for any other remuneration which that Director is entitled to receive. Extra remuneration payable to non-executive Director(s) shall not include a commission or percentage of profits or turnover.

PROCEEDINGS OF DIRECTORS

Meetings of Directors

142. The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. Any Director may at any time and the Secretary shall on the request of any Director call a meeting of the Directors.
143. The conduct of a meeting of Directors or a committee of the Directors may include a participation thereat by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all persons participating in the meeting are able to hear each other or be heard during the meeting without the need for a Director to be physically present, and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting and shall be counted towards the quorum for such meeting and shall be entitled to vote. Any meeting held in such manner shall be deemed to be or have been held such time and place as set out in the notice of the meeting.

144. The notice of a Board meeting shall be deemed to be duly given to a Director if it is given to him personally, by word of mouth or sent in writing via facsimile, e-mail, courier or post to him at his last known address registered with the Company or any other address given by him to the Company for this purpose.
145. The quorum necessary for the transaction of the business of the Directors shall be two (2). Subject to these Constitution, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions vested in or exercisable by the Directors by these Constitution.

Effect of Vacancies on Directors' Powers

146. If any casual vacancy arises, the remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number stipulated in Clause 114, the remaining Director(s) may, except in an emergency, act only for the purpose of increasing the number of directors to such minimum number or summoning a general meeting, but for no other purposes.

Chairman

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

Casting Vote

148. Subject to these Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. Each Director shall have one (1) vote and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except where:-
- (a) two (2) Directors form a quorum and only such a quorum is present at the meeting; or
 - (b) only two (2) Directors are competent to vote on the question at issue.

Directors' Circular Resolutions

149. A resolution in writing signed by a majority of the Directors or their alternates for the time being of the Company, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates. Any such document may be accepted as sufficiently signed by a Director or transmitted to the Company by facsimile, e-mail or any other electronic means bearing the signature(s) of the Director(s). All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the Company's minute book.

Disclosure of Interest

150. Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interest might be created in conflict with his duty of interest as a Director of the Company.

Restriction on Voting

151. Subject to Section 222 of the Act, a Director shall not vote or participate in any discussion in respect of any contract or proposed contract or arrangement or proposed arrangement with the Company in which he has, directly or indirectly, an interest and if he does vote, his vote shall not be counted.
152. Subject always to compliance with the provisions of the Act and the Listing Requirements, a Director may vote at a meeting in respect of:-
- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

Effect of Interest on Quorum

153. Subject always to the provisions of the Act and the Listing Requirements, a Director shall, notwithstanding his interest, be counted in the quorum for any meeting where any decision is to be taken upon any contract or arrangement or transaction in which he is in any way interested.

Director's Interest in Other Corporations

154. A Director may be or become director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as member or otherwise or any corporation, which is directly or indirectly interested in the Company as a member or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in such other corporation held or owned by the Company, or exercisable by them as directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided that he has complied with all relevant provisions of the Act, the Listing Requirements and of these Constitution.

Directors may lend money to Company

155. Subject always to the provisions of the Act and the Listing Requirements, the Directors or any of them may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of their or his office and without being liable to account to the Company for any such commission or profit.

ALTERNATE DIRECTORS

Appointment and Removal of Alternate Director

156. Each Director (other than an alternate director) may nominate another person to act as his alternate provided that such person:-
- (a) is not an existing Director of the Company;
 - (b) does not act as an alternate for more than one (1) Director of the Company; and
 - (c) appointment is approved by a majority of the other Directors of the Company.

Any appointment or removal of an alternate director in pursuance of these Constitution shall be by written notice to the Company signed by the Director making or revoking the appointment and shall be sent to or left at the Office.

157. An alternate director shall not be taken into account in determining the minimum or maximum number of directors allowed or required under these Constitution or the Act but shall be counted for the purpose of determining whether a quorum is present at any meeting of the Directors attended by him in the absence of his appointor.

Rights of Alternate Director

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

Appointor's Cessation of Office

159. 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 and 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 prior to his retirement shall continue after his reappointment.

Appointor Not Liable

160. Every person acting as an alternate director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall be deemed to be the agent of or for the Director appointing him. A Director shall not be liable for the acts and defaults of an alternate director appointed by him.

COMMITTEES OF DIRECTORS

Establishment of Committees and Local Boards

161. The Directors may establish any committees, local boards or agencies comprising one (1) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person to be the member or a member of any such committee, local board or agency and fix their remuneration and may delegate to any such committee, local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee, local board or agency to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and conditions as the Directors think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Proceedings of Committees and Local Boards

162. The meetings and proceedings of any such committee, local boards or agency consisting of two (2) or more persons shall be governed by the provisions of these Constitution regulating the meetings and proceedings and voting rights of the Directors and Chairman so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Clause.

Chairman of Committee or Local Board

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

VALIDATION OF ACTS OF DIRECTORS

Effect of Invalid Appointment

164. Subject to the Act, all acts done by any meeting of the Directors, or by any committee, local board or agency constituted established pursuant to Clause 158, or by any person acting as a director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or in the establishment of the committee, local board or agency, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local board or agency as aforesaid and had been entitled to vote.

MANAGING DIRECTORS

Appointment of Managing Director

165. Subject to the Act and the Listing Requirements, the Directors may from time to time appoint one (1) or more of their body to be managing director, joint or assistant managing director, at such remuneration and for such period not exceeding three (3) years and on such terms as they think fit, and subject to the terms of any agreement made between that Director and the Company, may revoke such appointment.

Powers of Executive Directors

166. A Managing Director shall be subject to the control of the Board. The Directors may confer on a Managing Director any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as they think fit, and either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

Cessation of Office

167. A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.

SECRETARY

Terms of Appointment

168. The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and may be removed by them but without prejudice to any claim he may have for damages for breach of any contract with the Company.
169. The Secretary may resign from his office in accordance with the Act and any resignation shall be effective within thirty (30) days of the notice of resignation. The Board shall appoint another person as Secretary within thirty (30) days of receipt of the outgoing Secretary's notice of resignation in compliance with the Act.

SEAL

Custody and Use of Seal

170. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorised to use the Seal. The Directors may from time to time make such regulations as they think fit (subject to the provisions of these Constitution relating to certificates) determining the persons and the number of such

persons in whose presence the seal shall be affixed and, unless so determined, but subject always to the provisions of these Constitution, the seal shall be affixed in the presence of at least one (1) Director and the Secretary or two (2) Directors or one (1) Director and some other person appointed by the Directors for the purpose, who shall sign every instrument to which the seal is affixed. The instrument to which the seal is affixed may bear the autographic or facsimile signatures of at least one (1) Director and the Secretary or two (2) Directors or one (1) Director and some other person appointed by the Directors. The facsimile signature may be reproduced by machine or other means approved by the Directors.

171. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.
172. The Company may also have a share seal pursuant to Section 63 of the Act which shall be a duplicate or facsimile of the seal with the addition on its face of the words "**Share Seal**" which is specifically used for sealing share certificates issued by the Company.

MINUTES AND REGISTERS

Minute Books and Registers

173. The Directors shall cause minutes to be duly entered in books provided for the purpose of recording:-
- (a) all appointments of officers made by the Directors;
 - (b) all proceedings and resolutions of meetings of the Company, of the holders of any class of shares or any debentures in the Company and of meetings of the Directors and committees of Directors, including the names of all the Directors present at each such meeting; and
 - (d) all orders and regulations made by the Directors and any committee of Directors.

Minutes of a meeting shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

174. The Directors shall comply with the provision of the Act and these Constitution with regard to keeping registers, index, minutes book and books of account and such other books as required by these Constitution or by the Act. The books containing the minutes of proceedings of any general meeting shall be opened to the inspection of any member without charge.
175. The Company shall also keep at the Office registers which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be registered under the Act, and in particular:-
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act; and
 - (b) a register of the particulars of each of the Directors' shareholdings and interest as required under Section 59 of the Act.

ACCOUNTS

Duty to Maintain Proper Accounts

176. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors. No Member (not being a Director) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to the Act, the books of account or records of operations shall be kept at the office or at such other place as the Directors think fit and shall always be opened to inspection by the Directors.

177. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, Directors' and auditor's reports relating to it shall not exceed four (4) months or such other period as may determine from time to time by Exchange.

Details as to Investments

178. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

AUDIT

Appointment of Auditors

179. Once at least in every year the financial statements of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one (1) or more auditors. Auditors shall be appointed for each financial year at the annual general meeting and their duties regulated in accordance with the provisions of the Act.

Right to Attend General Meetings

180. The auditors shall be entitled to attend any meeting of Members and to receive all notices of and other communications relating to any meeting of Members which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the auditors.

Remuneration of Auditors

181. The remuneration of the auditor shall be fixed by the Company in a meeting of Members or in such manner as the Members may determine.

Conclusiveness of Audited Financial Statements

182. Every financial statements of the Company when audited and approved by a meeting of Members shall be conclusive, except as regards any error discovered within that period, the financial statements shall forthwith be corrected and thenceforth shall be conclusive.

DIVIDENDS AND RESERVES

Declaration of Dividend

183. The Directors may if they think fit from time to time pay to the Members such dividends as appear to them to be justified by the profits of the Company available for distribution, if the Company is solvent. If at any time the share capital of the Company is divided into different classes, the Directors may pay such dividends on shares which confer deferred or non-preferential rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no dividend shall be paid on shares carrying deferred or non-preferential rights if at the relevant time any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if they are of the opinion that the profits available for distribution justify the payment and the Company is solvent. Provided the Directors act bona fide they shall not incur any liability to the holders of shares conferring any preferential rights for any loss they may suffer by the lawful payment of dividend on any shares having deferred or non-preferential rights.

Dividend to be paid out of Profit

184. No dividend shall be paid otherwise than out of profits. No dividend or other monies payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to that share.

Setting aside Reserves

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

Entitlement to Dividend

186. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares on which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Clause as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

Permitted Deduction and Withholding

187. The Directors may:-

- (a) 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.
- (b) retain any dividend or other moneys payable in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- (c) retain the dividends payable upon shares in respect of which any person is under the provisions of these Constitution relating to the transmission of shares entitled to become a member, or which any person is under those provisions entitled to transfer, until such person becomes a member in respect of such shares or transfers the same.

Unclaimed Dividends

188. Any dividend or other money payable in respect of a share which remains unclaimed for not less than one (1) year (or such other period as prescribed under the Unclaimed Moneys Act, 1965) after having become payable may be disposed off in accordance with the provisions of the Unclaimed Moneys Act, 1965. The Company shall not be liable to any member or other person entitled for any loss that he may suffer as a result of the Company's compliance with the aforesaid legislation.

Dividend in Specie

189. The Board in authorising a distribution of dividends or bonus be satisfied wholly or partly by the distribution of specific assets and in particular of treasury shares in the Company or paid-up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such assets or any part thereof and may determine that cash payments be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such assets in trustees as the Directors deem expedient.

Method of Payment

190. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or any directives issued from time to time by the regulatory authorities, any dividend, interest or other money payable in cash in respect of securities which are listed and quoted for trading on the Exchange, including cash distributions as prescribed by the Exchange, may be paid by cheque or warrant or banker's draft sent by post to the registered address of the holder as shown in the Register of Members or Record of Depositors or, in the case of joint holders, to the registered address of that one (1) of the joint holders who is first named on the Register of Members or Record of Depositors or, if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one (1) of such persons or to such person and to such address as the holder or joint holders may by writing direct; or electronic transfer to such account as designated by the holder or such person.
191. Every cheque or warrant or banker's draft or electronic transfer of remittance referred to in Clause 190 shall be made payable to the order of the person or persons entitled or to such other person as directed by the person or persons entitled. The payment of any such cheque or warrant or banker's draft or via electronic transfer remittance shall operate as a full discharge of the Company for the payment represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon or the instruction for the electronic transfer of remittance has been forged.
192. Every such cheque or warrant or banker's draft or electronic transfer shall be sent or made at the risk of the person or persons entitled to the money thereby represented. The Company shall not be responsible for the loss of any cheque or warrant or banker's draft which shall be sent by post duly addressed to the member for whom it is intended. Any one (1) of two (2) or more joint holders may give effectual receipts for cash distributions in respect of the securities held by them as joint holders.
193. For the purposes of this Clause, "electronic transfer" means payment by electronic means and includes telegraphic transfer, electronic transfer or electronic remittance.

CAPITALISATION OF PROFITS

Power to Capitalise

194. Subject to the Act, the Company may upon the recommendation of the Directors resolve by ordinary resolution that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the members who would be 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 paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to such members in the proportion aforesaid, or partly in one way and partly in the other, and the Directors shall give effect to such resolution.

Effect of Capitalisation

195. Whenever a resolution as aforesaid has been passed, the Directors shall do all acts and things required to give effect thereto, including appropriating and applying the profits to be capitalised and allotting and issuing fully paid shares or debentures, if any. The Directors shall have the power to issue fractional certificates or make payment in cash or otherwise as they think fit for shares or debentures that are distributable in fractions, and may authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they are entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application of their respective proportions of the profits 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 bind all such members.

LANGUAGE

Language of Records

196. Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or English language, the Directors shall cause a true translation of such accounts, books or records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, books or records for so long as the original is required by the Act to be kept.

AUTHENTICATION OF DOCUMENTS

Persons who may Authenticate Documents

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

Conclusiveness of Certified Document

198. A document purporting to be a copy of a resolution passed by the Company or the Directors or an extract from the minutes of a meeting of the members or the Directors which is certified as such in accordance with the provisions of Clause 197 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the members or the Directors.

NOTICES

How Notices to be Served on Members

199. Any notice or document (including a certificate) required to be sent to Members may be served by the Company on any Member:
- (a) in hard copy, either personally or by facsimile transmission addressed to him or by sending it by post to him at his last known address as appearing in the Register of Members or the Record of Depositors; or
 - (b) in electronic form and sent by the following electronic means:
 - (i) transmitting to his last known electronic mail address;
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging services, has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secured manner for access by Members provided that a notification of the publication or making available of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service, has been given to them accordingly.
200. Any notice or document shall be deemed to be served by the Company to a Member:
- (a) where the notice or document is sent in hard copy via post:

- (i) on the day letter containing the same is put into the post, and in proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a post office letter box and at the same time, the same would have reached the Members in the normal course; or
- (b) where the notice or document is sent via electronic means:
 - (i) via electronic mail, at the time of transmission to a Member's electronic mail address provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
 - (ii) via publication on the Company's website, on the date the notice or document is first published on the Company's website, provided that the notification on the publication of notice or document has been given pursuant to Clause 199(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided the notification of the publication or making available of the notice or document on the relevant electronic platform has been given pursuant to Clause 199(b)(iii).

In the event that service of a notice or document pursuant to this Clause is unsuccessful, the Company must within two (2) market days from discovery of the delivery failure, make alternative arrangements for serving the notice or document via hard copy in accordance with Clause 199.

Notices to Representatives

201. Every person who is entitled to a share in consequence of death or bankruptcy or by operation of law or transmission shall be bound by every notice in respect of such share, which:-
- (a) in the case of a share which is a Deposited Security, prior to such share being credited into to the securities account of the person entitled; and
 - (b) in the case of a share which is not a Deposited Security, prior to his name and address being entered in the Register as the holder of such share;

has been duly given to the person from whom he derives the title to such share; provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

Persons Entitled to Notice

202. Notice of every general meeting shall be given in any manner herein before authorised to:-
- (a) every Member at his/her last known address save as otherwise provided in these Constitution or in the Act;
 - (b) every Director;
 - (c) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (d) the auditor for the time being of the Company; and
 - (e) every exchange in which the Company is listed.

Save as otherwise provided in these Constitution or in the Act no other person shall be entitled to receive notice of meetings of Members.

WINDING UP

Distribution of Assets In Specie

203. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst 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, set such value as he deems fair upon any property to be so divided and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the members as he, with the like sanction, thinks fit, but no member shall be compelled to accept any shares or other securities whereon there is a liability.

Basis of Distribution

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

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

Approval of Liquidator's Remuneration

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

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

Transfer to Minister

206. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members or the Record of Depositors as the address of the member stating that the Company after expiration of one (1) month from the date of advertisement intends to transfer the shares to the Minister charged with responsibility for finance.

207. If after the expiration of one (1) month from the date of advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member to the Minister charged with responsibility for finance and for this purpose may execute a transfer on behalf of such member to give effect to the aforesaid.

SECRECY CLAUSE

208. Save as may be provided by the Act or required by the Listing Requirements, no member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to

the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members of the Company to communicate to the public.

INDEMNITY

209. Subject to the provisions of the Act every Director, Managing Director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against all losses or liability incurred or sustained by him in execution of the duties of his office or in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under the Act, in which relief is granted to him by the Court for liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons. But this Clause only has effect in so far as its provisions are not avoided by the Act.

ALTERATION OF CONSTITUTION

210. Subject to the Act, the Company may by special resolution add to, amend or delete any provision of these Constitution.

THE LISTING REQUIREMENTS AND SECURITIES LAW

Effect of Listing Requirements and Securities Law on Constitution

211. Notwithstanding anything contained in these Constitution:-
- (a) if the Listing Requirements and/or Securities Law prohibit an act being done, the act shall not be done. Nothing contained in these Constitution prevents an act being done that the Listing Requirements and/or Securities Law require to be done.
 - (b) if the Listing Requirements and/or Securities Law require an act to be done or not to be done, authority is given for the act to be done or not to be done (as the case may be).
 - (c) if the Listing Requirements and/or Securities Law require these Constitution to contain a provision and they do not contain such a provision, these Constitution are deemed to contain that provision.
 - (d) if the Listing Requirements and/or Securities Law require these Constitution not to contain a provision and they contain such a provision, these Constitution are deemed not to contain that provision.
 - (e) if any provision of these Constitution is or becomes inconsistent with the Listing Requirements and/or Securities Law, these Constitution are deemed not to contain that provision to the extent of the inconsistency.

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