

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
[Company No. 199601017418 (389769-M)]
(Incorporated in Malaysia)

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

The Special Resolution in respect of the above proposal will be tabled at the Extraordinary General Meeting ("EGM") of Oriental Food Industries Holdings Berhad ("OFIH" or "the Company") to be held at Tiara Banquet Hall, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Thursday, 21 November 2019 at 2.30 p.m. or at any adjournment thereof.

The Notice of the EGM together with the Form of Proxy are enclosed in this Circular.

As a shareholder of OFIH, you are entitled to vote at the EGM. Should you unable to attend the EGM, you are entitled to appoint a proxy or proxies to attend and vote on your behalf. In such event, you should complete and deposit the enclosed Form of Proxy at the Registered Office of the Company at No. 65, Jalan Usaha 7, Air Keroh Industrial Estate, 75450 Melaka not less than twenty-four (24) hours before the time and date fixed for the EGM or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy: Wednesday, 20 November 2019 at 2.30 p.m.

This Circular is dated 23 October 2019

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act 2016 as amended, substituted or re-enacted from time to time and any re-enactment thereof
“EGM”	:	Extraordinary General Meeting
“Board”	:	Board of Directors of OFIH
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Circular”	:	This circular dated 23 October 2019 in relation to the Proposed Adoption of New Constitution
“OFIH” or “the Company”	:	Oriental Food Industries Holdings Berhad [Company No. 199601017418 (389769-M)]
“Constitution”	:	Constitution of OFIH
“Director(s)”	:	A Director of OFIH (as the case may be) within the meaning given in Section 2 of the Act and Section 2(1) of the Capital Markets and Services Act, 2007 (including any amendment thereto that may be made from time to time and any re-enactment thereof), and “Directors” shall be construed accordingly.
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time.
“M&A”	:	The existing Memorandum and Articles of Association of the Company
Proposed Adoption”	:	Proposed adoption of a new Constitution of the Company

All references to “we”, “us”, “our”, “ourselves”, or “OFIH” in the Circular is to the Company.

Words denoting the singular shall, where applicable, include the plural and vice versa. 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 in this Circular to any enactment or guidelines is a reference to that enactment or guidelines as for the time being amended or re-enacted.

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

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ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
[Company No. 199601017418 (389769-M)]
(Incorporated in Malaysia)

Registered Office:

No. 65, Jalan Usaha 7
Air Keroh Industrial Estate
75450 Melaka

23 October 2019

Board of Directors

Tan Sri Dato' Azizan Bin Husain	(Independent Non-Executive Chairman)
Datuk Seri Son Chen Chuan	(Group Managing Director)
Datuk Son Tong Leong	(Group Chief Executive Officer)
Datuk Son Tong Eng	(Executive Director)
Mr. Lim Keat Sear	(Non-Independent Non-Executive Director)
Mr. Lim Hwa Yu	(Independent Non-Executive Director)

To: The Shareholders of Oriental Food Industries Holdings Berhad

Dear Sir/Madam,

PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 21 October 2019, our Board announced that the Company proposes to seek shareholders' approval for the Proposed Adoption.

The purpose of this Circular is to provide you with the details of the Proposed Adoption and to seek your approval for the Special Resolution pertaining to the Proposed Adoption to be tabled at the forthcoming EGM.

The Notice of the EGM together with the Form of Proxy are enclosed in this Circular.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED ADOPTION TO BE TABLED AT THE EGM.

2. DETAILS OF THE PROPOSED ADOPTION

The Board proposes that the Company revokes its existing M&A in its entirety with immediate effect and in place thereof, adopt a new Constitution which takes into account the Act, which came into effect from 31 January 2017 and to be in line with the amendments to the Listing Requirements that came into effect from 2 January 2018.

A copy of the new Constitution proposed to be adopted is set forth in Appendix II of this Circular.

3. RATIONALE FOR THE PROPOSED ADOPTION

The Proposed Adoption is undertaken primarily to streamline the existing M&A of the Company to be in line with the Act which came into effect from 31 January 2017 and/or other relevant regulatory provisions. The Proposed Adoption is also undertaken to align the Constitution with the Listing Requirements issued by Bursa Securities to provide clarity on certain provisions thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

4. EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption is administrative in nature and will not have any effect on the issued share capital, net assets per share, earnings per share, gearing and the substantial shareholders' shareholdings of the Company.

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

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

6. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Adoption and after careful deliberation, is of the opinion that the Proposed Adoption is fair and in the best interest of the Company and its shareholders.

Accordingly, the Board recommends that you vote **in favour** of the Special Resolution pertaining to the Proposed Adoption to be tabled at the forthcoming EGM.

7. APPROVAL REQUIRED

The Proposed Adoption is subject to the approval being obtained from the shareholders of the Company at the forthcoming EGM by way of a Special Resolution.

8. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

DATUK SERI SON CHEN CHUAN
Group Managing Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board have seen and approved this Circular 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 statements contained in this Circular, or other facts, the omission of which would make any statement herein false or misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at No. 65, Jalan Usaha 7, Air Keroh Industrial Estate, 75450 Melaka during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:-

- (a) Existing M&A of OFIH; and
- (b) Audited Consolidated Financial Statements of OFIH for the past two (2) financial years ended 31 March 2018 and 31 March 2019.

**THE COMPANIES ACT 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

[Company No. 199601017418 (389769-M)]

Incorporated on the 8th day of June 1996

**THE COMPANIES ACT 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

[Company No. 199601017418 (389769-M)]

- | | | |
|----|---|------------------------|
| 1. | The name of the Company is Oriental Food Industries Holdings Berhad | Name |
| 2. | The registered office of the Company is situated in Malaysia. | Registered Office |
| 3. | 3.1 Subject to the Act, the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity the Directors consider as advantageous to the Company or incidental to the business(es) of the Company and that are not prohibited under any law for the time being in force in Malaysia. | Powers of the Company |
| | 3.2 The objects for which the Company are established shall include but not limited to the following: | Objects of the Company |
| | (1) To carry on the business of an investment holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligations and securities issued, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world and to vary such investments from time to time for the purpose of maximising profits of the Company. | |
| | (2) To carry on the business of manufacturers, importers, exporters and dealers of confectionery, biscuits, crackers, bread, other articles, of food, raw materials, machinery or general merchandise and to carry on any other similar business which may seem to the Company capable of being conveniently carried on in connection with the above. | |
| | (3) To carry on in all branches all or any of the business of manufacturers and dealers IN ALL KINDS OF FOOD PRODUCTS and to process and refine agricultural produce, fruits and other food preparations of all kinds. | |
| | (4) To carry on the business of millers, cake and corn merchants, meal manufacturers, grain and seed merchants, flax and cotton merchants, flour merchants, bakers, biscuit makers, oil merchants, manufacturers of cattle food, feeding and fattening preparation of every description, makers and manufacturers of artificial manures and fertilizers of every description, seed crushers and manufacturers of linseed cotton oil extracted by crushing, chemical or other processes, hay, straw and fodder merchants, nurserymen, shipowner, lightermen, carriers by sea and land, dock owners, wharfingers, warehousemen, manufacturing chemists and druggists, varnish makers, candle makers and stearin and saccharine manufacturers. | |

- (5) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving building, and by planning, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contract and arrangements of all kinds with builders, tenants and others.
- (6) To purchase or otherwise acquire for investment lands, houses, theatres, buildings, plantations and immovable property of any description or any interest therein.
- (7) To purchase, establish and carry on business as general merchants, manufacturers, importers, exporters, commission agents, del credere agents, removers, packers, stores, storekeepers, factors and manufacturers of and dealers in foreign and local produce, manufactured goods, materials and general merchandise and to import, buy, prepare, manufacture, render marketable, sell barter, exchange, pledge, charge, make advances on and otherwise deal in or turn to account, produce goods, materials and merchandise generally either in their prepared, manufactured or raw state and to undertake, carry on and execute all kinds of financial commercial trading and other manufacturing operations and all business whether wholesale or retail usually carried on by merchants.
- (8) To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the businesses carried on by the Company.
- (9) To purchase or otherwise acquire and gold and charter ships and vessels of all kinds.
- (10) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property licences rights or privileges which the Company may think necessary or convenient for the purpose of its business and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
- (11) To purchase or otherwise acquire, issue, re-issue, sell place, and deal in shares, stocks, bonds, debentures and securities of all kinds.
- (12) To alter, construct, equip, operate, and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes.
- (13) To carry on business as exporters, importers, cultivators, winners, sawmillers, and manufacturers of and dealers and traders in every description of timber, wood and cane, raw manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber, cane or any combination thereof, products and by-products of any description obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description, or resulting from the handling, manufacturing, or processing of wood, timber, cane, or other forest produce, plant matter or thing including coal, charcoal, paper plastics and other synthetic materials.

- (14) To carry on the business of manufacturers of and dealers in paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboard, railway and other tickets, mill boards and wall and ceiling papers and to carry on the business of stationers, lithographers and publishers.
- (15) To carry on any whatsoever form of business, trade or undertaking whether as principals, agents, sub-agents or consignee, and to deal in any form of produce, matter or thing.
- (16) To manage, operate and maintain fuel, oil and petrol pumps, stations and retail and wholesale agencies, and garages, service stations, workshops and repair shops.
- (17) To obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims, licences, leases, options, rights or privileges for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gravels or rivers, or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold, silver, lead, wolfram, copper, iron, oil, coal, or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licences, leases, mines, lands, options, rights or privileges and produce thereof.
- (18) To search for, win, get, work, raise, smelt, calcine, refine, dress, amalgamate, quarry, reduce, wash, crush and prepare for market, manipulate and make merchantable, buy, sell and deal in tin, iron and other metals, minerals and other mineral substances, precious stones and any other produce of any mines or properties, vegetable and other produce and material and substances or all kinds, and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects.
- (19) To construct, maintain, improve, develop, work, control, operate and manage any waterworks, garages, and petrol, oil, fuel and service stations, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, motels, guest houses, rest houses, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in construction, maintenance, development, working, control and management thereof.
- (20) To carry on business as tourist and travel agents and contractors, and to facilitate tourism and travelling, and to provide for tourists, travelers, holiday makers, and vacationers, and to promote the provision of all whatsoever amenities, conveniences and facilities including passages, tickets, through tickets, sleeping cars and berths, reserved places, and carriage and transport of all kinds, including the hire of any form or system of transport.
- (21) To provide hotel and lodging facilities and all other kinds of accommodation, guides, safe deposits, inquiry, bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, travelling, holding, develop, promote, operate, manage, work and control holiday resorts and camps, vacation centres and to arrange, organise, and manage tours of all kinds; to arrange, organise and manage cruises, journeys, tours, travels, trips, voyages and expeditions of all kinds, and to promote, organise, and manage amusements, carnivals, cinemas, circuses, entertainments, exhibitions expositions, fairs, festivals, play-ground, theatres, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courts, fields, gymnasiums, halls, pitches, pools, rings, rinks, stadium, tracks, and places thereof.

- (22) To carry on business as dealers and general merchants, exporters, and importers, general agents, and brokers, and to buy, sell, manipulate and deal (both wholesale and retail) in commodities of all kinds which can be conveniently dealt with by the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business.
- (23) To purchase, take in lease, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture factories, buildings, offices, mills, machinery engines, plant, tools, implements, carts, vehicles, rolling-stock, live and dead stocks, stores, appliances, effects and other works, things and property of any kind.
- (24) To purchase, hire, sell, deal in, construct, equip, maintain, improve, repair, and use motor-cars, motor-lorries, motorcycles, steam cars, steam wagons, tractors, aeroplanes, bicycles, carts, carriages, ropeways, cableways, high lead lines, cranes and all other forms or craft, machine of vehicles, animals of material either terrestrially, sub-terranously, or aerially and all tools and parts thereof and all other things proper to be used in connection therewith.
- (25) To carry on all or any of the business of managers of shipping property, freight contractors, carriers by land, and air, barge owners, lightermen, stevedores, forwarding agents, and any other form of transport business, ice merchants, refrigerating-storekeeper, warehousemen, wharfingers and general traders.
- (26) To carry on the business of chemists, druggists, drysalters, oil and colourmen and importers, exporters and manufacturers of and dealers in all pharmaceutical, medicinal, chemical industrial, and other preparations, articles, and compounds, cements, oils, paints, pigments and varnishes, drug, dye-ware paint and colour grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials and to buy, sell, manufacture, refine, manipulate, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or in any way in connection therewith.
- (27) To apply for purchase or otherwise acquire, use, assign, sell and generally deal in patents, patent-rights, trademarks, designs, or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licences, and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way.
- (28) To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph show, amusement parks, exhibition and all kinds of entertainment of entertainment business.
- (29) To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandises, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said business or capable of being taken or carried on so as directly or indirectly to benefit this Company.

- (30) To invest the capital of the Company and make advances on all description of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale of assignment and whether subject of hire-purchase agreements or otherwise and to seize, retake, sell, dispose of or repurchase the same generally to finance the carrying on of the hire-purchase business in all its branches.
- (31) To receive money on deposit or to borrow or raise money with or without security, or to secure payment or repayment of money or the satisfaction, observance or performance of any obligation or liability undertaken or incurred by the Company in such manner as the Company thinks fit and in particular by mortgage or charge upon the undertaking or any part of the undertaking of the Company or upon all or any assets of the company or by the creation and issue of debentures or debenture stock (perpetual or terminable) charged as aforesaid or constituting or supported by a floating charge upon present and future property including uncalled and called unpaid capital.
- (32) To lend and advance money or give credit to such person or companies and on such terms as may seem expedient, and in particular to customers, companies, firms and others having dealings with the Company, and to give guarantees or become surety and give security for any such persons or companies.
- (33) Subject to the provisions of any laws in force to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on load at interest or without interest.
- (34) To carry on business as capitalists, financiers, concessionaires, miners and merchants and to guarantee or become liable for the payment of money or for the performance of any obligation and to undertake and carry on and execute all kinds of financial, mining, commercial trading and other operations and to carry on any other business which may seem to be capable of being carried on in connection with any of these objects or be calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
- (35) To advance, deposit, or lend money, securities and property, to or with such persons and on such terms as may seem expedient and to discount, buy, sell bills, notes, warrants, coupons and other negotiable or transferable documents.
- (36) To transact and carry on all kinds of agency business and in particular to collect rents and debts and to negotiate loans to find investment and to issue, place shares, stocks, debenture stocks or securities.
- (37) To administer trust estate, and the estates of deceased, bankrupt or insolvent persons or the property of companies in liquidation or any other estates liquidation and to undertake the office of trustee, executor, administrator, assignee, inspector, liquidator, custodian, guardian, treasurer, or any similar office, and to perform and discharge the duties of any such office for commission, or other remuneration, or otherwise.
- (38) To appoint any persons (whether incorporated or not) to accept and hold in trust for the Company and property belonging to the Company, or in which it is interested and for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trustee or trustees.
- (39) To promote or assist in the promotion of any company for the purpose of acquiring or undertaking all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may seem directly or indirectly likely to assist or benefit this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of shares, debentures or debenture

stock or securities of any such company and to subsidise or otherwise assist any such company.

- (40) To purchase or otherwise acquire and undertake the whole or any part of the shares, business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any business which the company is authorised to carry on or engage in or possessed of property suitable for the purpose of or that may be conducive to the interest of this Company and in particular so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debentures stock or securities of the Company.
- (41) To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint-venture reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.
- (42) To subscribe for, take, underwrite, purchase, or otherwise acquire and hold shares, debentures, debenture stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (43) To purchase, acquire, hold, sell shares, stocks, debentures, debenture stocks, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body of authority supreme, municipal, local or otherwise, whether at home or abroad.
- (44) To invest with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (45) To sell, improve, manage, develop, lease, mortgage, dispose of, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (46) To sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stocks or securities of any company having objects altogether or in part similar to those of this Company.
- (47) To distribute any property of the Company whether upon a division or profits or a distribution of assets, among the members in specie or otherwise.
- (48) To enter into any arrangement with any government or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from such governments or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (49) To borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner as the Company shall think fit, and in particular by the issue of debenture or debenture stock, perpetual or otherwise, charges upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole or any part of the Company's property or assets (both present or any future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantees the performance by the Company of any obligation or liability it may undertake.

- (50) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock of other securities of the Company or in or about the promotion, formation, or business of the Company, or of any other company promoted wholly or in part by this Company.
- (51) To establish or aid in the establishment to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have any time been employed by the Company or its predecessors in business and the dependents or relative of such person or persons.
- (52) To establish and or support or to aid in the establishment and or support of and to make donations or subscription to or to subsidise any whatsoever association, fund, institution, place of worship, school, society or any other body or partly having or for any objects or purposes whatsoever.
- (53) To carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

And it is hereby declared that the word 'company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no wise limited or restricted by reference to, or interference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

4. The liability of the Members of the Company is limited.

Liability of
Members

5. 5.1. Definitions and Interpretation

Definitions

In this Constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:

“Act” means the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force;

“Alternate Director” means any person who has been appointed and for the time being holds office as an alternate director of the Company in accordance with the provisions of this Constitution;

“Authorised Nominee” means an authorised nominee defined under the Central Depositories Act;

“Applicable Laws” means all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force and any statutory modification, amendment or re-enactment thereof affecting or concerning the Company, including but not limited to the Act, the Securities Laws, the Listing Requirements, the CD Rules and any other directives or requirements imposed on the Company by any regulatory authority or body and “Applicable Law” shall be construed accordingly;

“Article” means these Articles as originally framed or as altered from time to time by special resolution.;

“Beneficial Owner” in relation to Deposited Securities, means the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities, and does not include a nominee of any description;

“Board” means the Directors of the Company whose number is not less than the required quorum acting as a board of directors;

“CD Rules” means the Rules of the Central Depository and any appendices thereto as may be amended or modified from time to time.

“Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 and every statutory amendment, modification or re-enactment thereof for the time being in force;

“Central Depository” means Bursa Malaysia Depository Sdn. Bhd. and its successors in title and permitted assigns;

“Company” means Oriental Food Industries Holdings Berhad or such other name as may be adopted from time to time;

“Constitution” means this constitution as originally framed or as altered from time to time by special resolution;

“Deposited Securities” means Securities standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense;

“Depositor” means a holder of a Securities Account;

“Director” means a person who has been appointed and for the time being holds office as a director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director;

“Electronic Address” means any electronic mail address or mobile or contact number used for the purpose of sending or receiving documents or information by electronic means;

“Electronic Communications” means a document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means. This includes the transmission of any notice, document or information via electronic mail or short messaging service or multimedia or social media program or application or such other mode, program or platform capable of performing a similar function and “Electronic Communication” shall be construed accordingly;

“Exempt Authorised Nominee” means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act;

“instantaneous communication device or mode” means any communication conferencing device or mode of communication, with or without visual capability (which includes radio, telephone, closed circuit television or other means of audio or audio-visual communications, multimedia or social media programs or applications) or any other device, program or platform capable of performing a similar function;

“Listed” means admitted to the Official List, and “listing” shall be construed accordingly;

“Listing Requirements” means the Main Market Listing Requirements of the Stock Exchange, as it may be modified or amended from time to time including any re-enactment thereof and such practice notes or circulars as may be amended by the Exchange from time to time.

“Market Day” means a day on which the stock market of the Stock Exchange is open for trading in securities.

“Member(s) or shareholder(s)” means any person(s) for the time being holding one or more shares in the Company and whose name(s) appears in the Register of Members and includes Depositors whose names appear on the Record of Depositors except Bursa Malaysia Depository Nominees Sdn. Bhd. in its capacity as bare trustee subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) and this Constitution.

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

“Record of Depositors” means the record provided by the Central Depository to the Company pursuant to an application under chapter 24.0 of the CD Rules;

“Register of Members” means the register of Members to be kept pursuant to the Act;

“the Seal” means the common seal of the Company;

“the Secretary” means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary;

“Securities” means securities as defined in Section 2 of the Capital Markets and Services Act 2007 or any statutory modification, amendment or re-enactment thereof for the time being in force;

“Securities Account” means an account established by the Central Depository for a Depositor for the recording of deposits or withdrawals of Securities and for dealing in such Securities by the Depositor as defined in the Central Depositories Act and/or the CD Rules;

“Securities Laws” shall have the meaning ascribed to it in the Securities Commission Act 1993, which shall include the Securities Commission Act 1993, Capital Markets and Services Act 2007, Central Depositories Act and any guidelines, written notices and circulars issued by the Securities Commission Malaysia;

“Securities Regulations” means the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 or any modification, amendment or re-enactment thereof for the time being in force;

“Stock Exchange” means Bursa Malaysia Securities Berhad and its successors in title and permitted assigns;

- 5.2 Writing shall include printing, typewriting, photography, electronic storage transmission and lithography and any other mode or modes of representing or reproducing words in a visible form. Interpretation

- 5.3 Words importing the singular number only shall include the plural number, and vice versa and words importing the masculine gender only shall include feminine and neuter genders.
- 5.4 Words importing persons shall include corporations.
- 5.5 Transfer in relation to shares shall include a transfer of shares pursuant to the CD Rules.
- 5.6 Save as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1967, as amended from time to time and any re-enactment thereof and of the Act and the Listing Requirements as in force as at the date at which this Constitution becomes binding on the Company.

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

SHARE CAPITAL

6. The share capital of the Company is its issued share capital which shall be in Ringgit Malaysia. The shares in the original or any increased capital may be divided into several classes, and there may be attached to any of them respectively any preferential, deferred and/or other special rights, privileges, conditions and/or restrictions as to dividends, capital, voting and/or otherwise as the Director, subject to any ordinary resolution of the Company determine. Share capital of the Company
7. 7.1 Subject to any Applicable Law and this Constitution, the Directors may issue shares in the Company to such persons and at such time and consideration and with such preferred, deferred, or other special rights, restrictions or exclusions, whether in regard to distribution, voting, return of capital, or otherwise and, on such other terms and conditions, as the Directors may determine PROVIDED HOWEVER that no shares in the Company shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of shareholders in general meeting. The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares. Authority of Directors to allot shares
- 7.2 Unless permitted by and subject always to any Applicable Law, the Directors shall not exercise any power to: Prior approval by way of ordinary resolution required
- (a) allot shares in the Company;
- (b) grant rights to subscribe for shares in the Company;
- (c) convert any Securities into shares in the Company; or
- (d) allot shares under an agreement or option or offer,
- unless the prior approval by way of ordinary resolution has been obtained.
- 7.3 Every issue of shares or options in relation to Employee Share Scheme shall require the approval of shareholders in general meeting. Employee share scheme
- 7.4 No Director shall participate in a share issuance scheme unless shareholders in general meeting have approved of the specific allotment to be made to such Director. Allotment of shares to Directors
8. 8.1 Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued, any shares in the Company (whether forming part of the original capital or not) may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to distribution, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, provided that: Preference shares

The holders of preference shares shall have the same rights as the holders of ordinary shares as regards to receiving notices, reports and audited accounts and attending general meetings of the Company but shall only have the right to vote in each of the following circumstances:

- (a) when the dividend or part of the dividend on preference shares is in arrears for more than six (6) months;
- (b) on a proposal to reduce the Company's share capital;
- (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (d) on a proposal that affects rights and privileges attached to the preference share;
- (e) on a proposal to wind up the Company; and
- (f) during the winding-up of the Company.

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| 8.2 | Subject to the Applicable Laws and this Constitution, the Company shall, with the sanction of an ordinary resolution, have power to issue preference shares on the terms and conditions that they are, or at the option of the Company, liable to be redeemed on such terms and in such manner as the Directors may think fit, and the Company shall not issue further preference shares ranking in priority over preference shares already issued unless with the consent of the existing preference shareholders at a class meeting but may issue further preference shares ranking equally therewith. | Power to issue preference shares |
| 9. | The Company must ensure that all new issues of Securities for which listing is sought on the Stock Exchange are made in accordance with the Central Depositories Act and the Rules, and shall be by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with Section 38 of the Central Depositories Act. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees. | Crediting of Securities Account |
| 10. | Subject and pursuant to any requirement of the Applicable Law and Article 12, the Company shall issue and allot the relevant Securities and despatch notices of allotment to the allottees, and make an application for the quotation of such Securities within the stipulated time frame as may be prescribed by the Stock Exchange. | Allotment and despatch of notices of allotment |
| 11. | The Company must not allot or issue Securities which are to be Listed or cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional Securities until after it has filed with the Stock Exchange an application for listing of such additional Securities and has been notified by the Stock Exchange that such new issue of Securities has been approved in principle for listing. | Allotment or issue of Securities |
| 12. | The Company may pay to any person a commission in consideration of him subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company, PROVIDED THAT such commission shall not exceed ten per centum (10%) of the price at which such shares are issued, or an amount equivalent to such percentage, and the requirements of the Act shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case the provisions of the Act shall be duly complied with. The Company (or the Board on behalf of the Company) may also on issue of the shares pay such brokerage as may be lawful. | Power of paying commission |

13. The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in Section 127 of the Act or the purchase by the Company of its own shares pursuant to Article 68. The Directors may however in their discretion accept a surrender of shares by way of compromise of any question as to whether or not the same have been validly issued or in any other case where the surrender is within the powers of the Company. Any shares so surrendered may be sold or re-issued in the same manner as forfeited shares.
- No financial assistance
14. Subject to the provisions of the Act and any other conditions and restrictions prescribed by the Act, being observed, 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 lengthened period, the Company may pay interest or returns on the amount of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, and may charge the interest or returns paid to the share capital as part of the cost of construction of the works, buildings or plant or the provision of plant or equipment.
- Shares issued for the purposes of raising money for the construction of works or building
15. Subject to the Central Depositories Act and the Articles, 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 or survivorship subject to the following provisions:
- Joint holders of Securities
- (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 liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.
- (c) On the death of any one of such joint-holders 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 may deem fit.
- (d) Any one 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.
- Only the person whose name stands first in the Register of Members as one 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 deemed notice to all the joint holders.
16. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as required by this Constitution, or otherwise expressly provided or as by Act required or pursuant to any order of Court.
- Trusts not to be recognised
17. No person shall exercise any rights of a Member until his name shall have been entered in the Register of Members or his name appears in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him whether alone or jointly with any other person provided that the Central Depository or its nominee company in whose name the Deposited Security is registered shall not be entitled to any such rights unless required by virtue of the Central Depositories Act or the Articles or the context of these Articles.
- Rights of Members

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| 18. | If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates, every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be registered as the holder of the shares, or his legal personal representatives, whether in the Register of Members or the Record of Depositors. | Payment of Allotment |
| 19. | <p>19.1 Subject to the provisions of the Central Depositories Act and the Articles, 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 thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.</p> <p>19.2 If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the Member a transfer of those shares to the Minister charged with responsibility for finance.</p> | Disposal of shares of Members whose whereabouts are unknown |
| 20. | <p>20.1 Every member shall be entitled to receive share certificates (in respect of shares that are not Deposited Security) in reasonable denominations for his holding. If any such member shall require more than one (1) certificate in respect of the shares registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by the law and the Exchange plus any stamp duty levied by the government from time to time.</p> <p>20.2 The Company may issue jumbo certificates in respect of shares or securities in favour of Depository as may be directed by the securities commission or Depository pending the crediting of shares or securities into the Securities Account of the person entitled to such shares or securities or as may be prescribed by the Central Depositories Act and the Rules of Depository PROVIDED ALWAYS that every certificate shall be issued under the Share Seal or Seal in such form as the Board shall from time to time prescribe and shall bear the facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Board, and shall specify the number and class of shares or securities to which it relates and the issue price of the shares or securities.</p> | Share certificates

Jumbo certificates |

LIEN

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| 21. | Subject to any Applicable Law, the Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions from time to time declared on such shares. The Company's lien on shares and distributions shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of a Member or deceased Member. | Lien on shares and distributions |
| 22. | Subject to any Applicable Law, 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 some sum in respect of which the lien exists is presently payable, and until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of the holder's death or bankruptcy or by operation of law. | Power to enforce lien by sale |

23. The proceeds of the sale shall be received by the Company and applied in payment of the unpaid calls, instalments payable and/or such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of a Member or deceased Member in respect of which the lien exists as is presently payable and accrued and interest and expenses relating to the sale. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or to his executors, administrators or assignees or any other person entitled to such payment by operation of law or as the person directs. Application of proceeds of sale
24. To give effect to any such sale, the Directors may authorise any person to transfer, subject to any Applicable Law, the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the purchaser shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. Power to transfer shares
25. No Member shall be entitled to receive any distribution or exercise any privilege as a Member in respect of any shares upon which any calls for the time being due and payable shall be unpaid. Restricted rights for unpaid shares
26. Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to make any payment in respect of any shares registered in the Register of Members as held either jointly or solely by any Member or in respect of any dividends, bonuses or other moneys due or payable or accruing due or which may become due or payable to such Member by the Company or in respect of any shares registered as aforesaid or for or on account or in respect of any Member and whether in consequence of:
- (a) the death of such Member;
 - (b) the non-payment of any income tax or other tax by such Member;
 - (c) any other act or thing;
- the Company in every such case:
- (i) shall be fully indemnified by such Member or his executor or administrator from all liability;
 - (ii) shall have a lien upon all dividends, bonuses and other moneys payable in respect of the shares registered in the Register of Members and/or Record of Depositors as held either jointly or solely by such Member for all moneys paid or payable by the Company in respect of the same shares or in respect of any dividend, bonus or other moneys as aforesaid thereon or for or on account or in respect of such Member under or in consequence of any such law together with interest at the rate of eight per centum (8%) per annum thereon from date of payment to date of repayment and may deduct or set off against any such dividend, bonus or other money payable as aforesaid any moneys paid or payable by the Company as aforesaid together with interest as aforesaid;
 - (iii) may recover as a debt due from such Member or his executor or administrator wherever constituted any moneys paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividend, bonus or other money as aforesaid then due or payable by the Company to such Member.

CALLS ON SHARES

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| 27. | The Directors may from time to time make calls upon the Members as the Directors may think fit in respect of any monies unpaid on their shares, and not by the conditions of allotment of shares made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall be entitled to receive at least fourteen (14) days' notice specifying the time or times and place of payment. | Call on shares and payment of calls |
| 28. | 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 made payable in one lump sum or by instalments and at the time or times and place appointed by the Directors. A call may be revoked or postponed as the Directors may determine. | When call made |
| 29. | The joint holders of a share shall be jointly and severally liable to the payment of all calls, the instalments in respect thereof and any interest accrued thereon. | Joint holders jointly and severally liable to payment |
| 30. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the amount is due shall pay interest on the amount of the call or instalment at such rate not exceeding eight per centum (8%) per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. | Interest on calls in arrears |
| 31. | <p>31.1 Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non- payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided.</p> <p>31.2 On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members or is recorded in the Record of Depositors as the holder of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minutes book of the Directors, and that the notice of such call was duly given to the Member sued in pursuance of this Constitution; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call made was duly convened and constituted nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt due from the Member sued to the Company.</p> | Evidence in action for call |
| 32. | The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls. | Directors may differentiate between holders |
| 33. | The Directors may, if they think fit, receive from any Member all or any part of the monies uncalled and unpaid upon any shares held by him, and upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate, not exceeding (unless the Company in general meeting shall otherwise direct) eight per centum (8%) per annum, as may be agreed upon between the Directors and the Member. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid. | Payment of calls in advance |

TRANSFER OF SHARES, REGISTERS, RECORD OF DEPOSITORS

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| 34. | <p>Subject to any Applicable Law with respect to transfer of Deposited Securities, all transfers of shares:</p> <p>(a) to the Central Depository or its nominee company; or</p> <p>(b) prior to the listing and quotation of such shares on the Stock Exchange,</p> <p>may be effected by transfer in writing in the usual common form conforming with the Act and/or approved by the Stock Exchange, or such form as may from time to time, be prescribed under the Act or approved by the Stock Exchange.</p> | Form of transfer |
| 35. | <p>Subject to this Constitution and any Applicable Law, there shall be no restriction on the transfer of fully paid-up Deposited Securities in the Company.</p> | No restriction on transfer of fully paid up Deposited Securities |
| 36. | <p>The transfers of any Deposited Securities or class of Deposited Securities in the Company shall be by way of book entry by the Central Depository in accordance with the CD Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Subsection 148(2) of the Act and any exemptions that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities.</p> | Transfer of Deposited Securities by book entry |
| 37. | <p>The Central Depository may refuse to register any transfer of Deposited Securities if it does not comply with the Central Depositories Act or the CD Rules.</p> | Refusal to register |
| 38. | <p>Subject to any Applicable Law, neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Deposited Securities although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the Deposited Securities proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. In every such case, the person registered as transferee, his executors, administrators and assignees, subject to compliance with any Applicable Law, alone shall be entitled to be recognised as the holder of such Deposited Securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.</p> | Company and Directors not liable if transfer of Securities inoperative due to fraud |
| 39. | <p>Subject to any Applicable Law, the instrument of transfer of any Security shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the Securities until the name of the transferee is entered in the Register of Members as the holder of that share and/or the Record of Depositors in respect thereof.</p> | Instrument of transfer |
| 40. | <p>Subject to any Applicable Law, no share shall in any circumstances be transferred to any infant, bankrupt person of unsound mind, or a company in liquidation.</p> | Restriction of transfer |
| 41. | <p>41.1 With the exception of transfer in favour of the Central Depository and subject to any Applicable Law, the Directors may decline to register the transfer of any Securities (not being a fully paid Securities) and may also decline to register the transfer of any Securities on which the Company has a lien or if the registration of the transfer would result in a contravention of or failure of the Company to observe the provisions of a law in Malaysia.</p> <p>41.2 Subject to any Applicable Law, the Directors may decline to recognise any instrument of transfer, unless:</p> <p>(a) Such fee, not exceeding Ringgit Malaysia Three (RM3.00) per transfer or such other sum as may be permitted by the Stock Exchange plus the amount of the proper duty with which each certificate is chargeable under the law relating to stamp duty as the</p> | Refusal to transfer |

Directors may from time to time require, is paid to the Company in respect thereof; and

- (b) The instrument of transfer (for any share not being Deposited Securities) together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so.

- 41.3 Subject to any Applicable Law, all instruments of transfers which are registered may be retained by the Company.
- 41.4 Subject to the any Applicable Law, if the Directors decline to register any transfer they shall within ten (10) Market Days (or such other period specified by the Stock Exchange) after the date on which the transfer was lodged with the Company send to the transferor, lodging broker and to the transferee written notice of refusal and the precise reasons thereof. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.
42. Registration of transfers of any Security may be suspended at such times and for such period as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) days in the aggregate in any calendar year. Ten (10) Market Days' (or such other minimum period as may be prescribed by the Stock Exchange) notice of such suspension shall be given to the Stock Exchange stating the purpose or purposes for the suspension. In relation to the suspension, the Company shall give notice, in accordance with the Central Depositories Act and the CD Rules, to enable the Central Depository to issue the relevant Record of Depositors. Suspension of registration of transfers
43. A Record of Depositors requested by the Company as at any specified date and/or for any specified purpose when made available to the Company may be treated as the final Record of Depositors as at the specified date and/or for the specified purpose. If there shall be more than one (1) Record of Depositors made available to the Company as at the specified date and/or for the specified purpose then the later or last of the Record of Depositors prepared by the Central Depository shall be the final Record of Depositors as at the specified date and/or for the specified purpose. Record of Depositors by Central Depository considered final
44. Subject to any Applicable Law, there shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title of any shares, such fee, not exceeding Ringgit Malaysia Three (RM3.00) or such other sum as may be permitted from time to time by the Stock Exchange. Fees
45. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. Recognition of renunciation of allotment

TRANSMISSION OF SHARES

46. In case of the death of a Member, the persons recognised as having any title to his interest in the shares shall be: Death of holder of shares
- 46.1 where the deceased was a sole holder, the legal personal representatives; and
- 46.2 subject to Article 15(c), where the deceased was a joint holder, the survivor or survivors,

but nothing in this Article shall release the estate of the deceased Member (whether sole or joint holder) from any liability in respect of any share which had been held by him alone or jointly with other persons.

47. A person to whom the right to shares are transmitted by operation of law may, upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions of the Constitution and any Applicable Law) elect:
- 47.1 to be registered as a shareholder in respect of the shares by written notice to the Company stating that he or it so elects provided that where the shares are Deposited Securities, the aforesaid notice must also be served on the Central Depository; or
- 47.2 to have another person registered as a shareholder in respect of the shares and testify such election by executing to that person a transfer of those shares, as the case may be, or such other instrument as the Central Depository may require.
48. All limitations, restrictions and provisions of this Constitution in relation to the right to transfer and the registration of transfers of shares and debentures shall apply to any notice or transfer of shares or debentures as if the death or bankruptcy of the Member or debenture holder or the event giving rise to a transmission of right by operation of law had not occurred and the notice or transfer were signed by that Member or debenture holder.
49. Any document which is by law sufficient evidence of probate of the will or letters of administration of the estate of a deceased person having been granted to a person shall be accepted by the Company as sufficient evidence of the grant provided always that where the share or debenture is a Deposited Security, a transfer of the share or debenture may be carried out by the person so becoming entitled, subject to any Applicable Law.
50. The Directors may at any time give notice requiring any such person to elect either to be registered himself or itself or to transfer the shares and/or debentures and, if the notice is not complied with within sixty (60) days, the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until compliance has been made with the requirements of such notice.
51. A person entitled to shares in consequence of the death or bankruptcy of a Member or by operation of law shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors and the Central Depository in that behalf and subject to any Applicable Law, to receive and may give a discharge for all dividends and other moneys payable in respect of the shares and/or debentures, but the said person shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a Member or debenture holder, unless and until the said person shall have become a Member or debenture holder in respect of the shares and debentures. Where two or more persons are jointly entitled to any share and/or debenture in consequence of the death of the holder of the share they shall, for the purposes of the Articles, be deemed to be the joint holders of the share and/or debenture.
52. Where:
- 52.1 the Securities of the Company are listed on another stock exchange; and
- 52.2 the Company is exempted from compliance with the Central Depositories Act or the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the CD Rules in respect of such Securities,
- Right of election by holders of shares
- Limitations on right to transfer and registration of transfer shall apply notwithstanding the death or bankruptcy of the Member
- Sufficient evidence of grant to a person
- Notice requiring registration or transfer
- Rights on death or bankruptcy
- Effect of secondary listing

the Company shall, upon request of a Securities holder and subject to compliance with all Applicable Laws, 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.

FORFEITURE AND SURRENDER OF SHARES

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| 53. | If any Member fails to pay the whole or any part of any call or instalment of call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission, requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest at such rate not exceeding eight per centum (8%) per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment. | Notice to pay calls |
| 54. | The notice shall state a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also state the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited. | Period of Notice |
| 55. | Upon failure to comply with the notice served under Article 53 above, the shares in respect of which such notice has been given shall be forfeited by a resolution of the Directors to that effect unless the payment as required by such notice has been made before such resolution is passed. Such forfeiture shall include all distributions in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared. The Directors may accept the surrender of any share liable to be forfeited hereunder. | Forfeiture for non-payment |
| 56. | A share so forfeited or surrendered shall become the property of the Company and may be re-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 shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit and whether with or without all or any part of the amount previously paid on the share being cancelled as paid. | Forfeited shares becomes property of the Company |
| 57. | A shareholder whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture. | Liability on forfeiture |
| 58. | The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. | Results of forfeiture |
| 59. | Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit. | Redemption of forfeited shares |

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| 60. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the re-allotment or re-issue thereof shall constitute a good title to the share, and subject to any Applicable Law, the person to whom the share is re-allotted or re-issued shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings relative to the forfeiture, re-allotment or re-issue of the share. | Statutory declaration as conclusive evidence and sale of shares forfeited |
| 61. | The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable to the Company at a fixed time, as if the sum had been payable by virtue of a call duly made and notified. | Application of forfeiture provisions |
| 62. | When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy 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 Depositors or Register of Members opposite to the share but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid. | Notice of forfeiture |
| 63. | In the event of any forfeited share on which the Company has a lien being sold or disposed of, the net proceeds of such sale or disposal after providing for the expenses of such sale or disposal and for the payment of any moneys owing to the Company in respect of which the lien exists shall be paid to the person whose share has been forfeited or his executors, administrators or assignees as the case may be or as such person shall direct. | Proceeds of sale of forfeited shares |

CONVERSION OF SHARES INTO STOCK

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| 64. | The Company may by ordinary resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number. | Conversion of shares into stocks |
| 65. | The stockholders may transfer the stocks or any part of the stocks in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or in the closest manner as the circumstances allow. The Directors may fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum. | Holder of stocks may transfer their interests |
| 66. | The stockholders shall, according to the amount of the stock held by the stockholders, have the same rights, privileges and advantages with regards distributions, voting at meetings of the Company and other matters as if the stockholders held the shares from which the stock arose but so that none of such privileges or advantages except participation in the distributions and profits of the Company and in the assets on winding up shall be conferred by any such part of stock which would not, if existing in shares, have conferred such privileges or advantages. | Participation in distributions and profits |
| 67. | Any reference in the Act and this Constitution applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall include "stock" and "stockholder" respectively. | Application of this Constitution |

PURCHASE OF OWN SHARES

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| 68. | Subject to any Applicable Law and this Constitution, any rights previously conferred on any class of shares, and any rules or guidelines of any relevant authorities (other than such rules and guidelines which is waived by the relevant authorities), the Company is allowed and may, with the sanction of an ordinary resolution, purchase its own shares. Any shares in the Company, so purchased by the Company, shall be dealt with in accordance with the Act and the guidelines or requirements issued by the Exchange and or any other relevant authority from time to time. | Company may purchase its own shares |
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ALTERATIONS OF CAPITAL

69. 69.1 The Company may by ordinary resolution:
- Alteration of capital by ordinary resolution
- (a) consolidate and divide all or any of its share capital, such that the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (b) convert all or any of its paid-up shares into stock and reconvert that stock into fully-paid shares;
 - (c) subdivide its shares or any of its shares, such that whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived. Any resolution whereby any share is subdivided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares;
 - (d) cancel any shares which, at the date of the passing of the resolution, have been forfeited, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled; or
 - (e) subject to the provisions of this Constitution and the Act, convert and/or reclassify any class of shares into another class of shares.
- 69.2 The Company may by special resolution reduce its share capital in any manner authorised by the Act.
70. Anything done in pursuance of the last preceding Article shall be done in the manner provided and subject to any conditions imposed by the Act so far as they shall be applicable, and so far as they are not applicable, in accordance with the terms of the resolution authorising the same, and so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.
- Alteration in accordance with conditions and terms

INCREASE OF CAPITAL

71. The Company may from time to time, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to distribution, return of capital, voting or otherwise as the Company may direct in the resolution authorizing such increase.
- Increase of share capital
72. 72.1 Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible Securities proposed to be issued shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares which (by reason of the ratio which the new shares bear to shares or
- Issue of new shares to existing Members

Securities held by the persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

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| 72.2 | Except so far as otherwise provided by or pursuant to the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. | New capital to be considered as part of the current share capital of the Company. |
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MODIFICATION OF RIGHTS

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| 73. | If at any time the share capital of the Company, by reason of the issuance of preference shares or otherwise is divided into different classes, the repayment of such preferred capital or all or any of the rights and privileges attached to each class of shares may subject to the provisions of the Act, this Constitution and the provisions of any written law, be varied, modified, commuted, affected, abrogated, with the consent in writing of the holders of not less than seventy five per centum of the total voting rights of the shareholders for that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. All the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such separate meeting except that the quorum hereof shall be two (2) persons at least holding or representing by proxy one third of the total number of the issued shares of the class. | Modifications of rights |
| 74. | The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the terms of issue of such shares, as regards to participation in the profits or assets of the Company in some or in all respects be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith. | No variation of rights by issuance of new shares |

GENERAL MEETINGS

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| 75. | 75.1 The Company shall hold an annual general meeting in every calendar year, which shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting, at such time, day and place as may be determined by the Directors. | Annual general meeting |
| | 75.2 All other general meetings other than annual general meeting shall be called extraordinary general meetings. | Extraordinary general meetings |
| 76. | A general meeting may be held at more than one venue using any technology or method that enables the Members of the Company to participate and to exercise the Members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of Members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the chairman shall be present at the main venue of the meeting. | Convening of general meetings |
| 77. | The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition as is referred to the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to the Act, a meeting may be convened by such requisitionists themselves in the manner provided in the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. | Requisition of general meetings |
| 78. | 78.1 Subject to any Applicable Law, the notices convening meetings shall be given to all Members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and auditors for the time being of the Company at least fourteen (14) days before the meeting or at the least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice convening an annual general meeting shall specify the meeting as | Notice of meetings |

such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. At the same time as Members are notified, such notice shall be advertised in at least one nationally circulated Bahasa Malaysia or English daily newspaper and shall be sent to each stock exchange upon which the Company is listed.

Provided that in respect of Deposited Securities:

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| <p>(a) the Company shall request the Central Depository in accordance with the CD Rules, to issue a Record of Depositors to whom notices of general meetings or adjourned general meetings shall be given by the Company. The Record of Depositors requested under this Article when made available to the Company shall be treated as the final record of all Depositors who shall be deemed to be the registered holders of shares of the Company entitled to receive notice of the general meeting or adjourned general meeting;</p> <p>(b) the Company shall also request the Central Depository in accordance with the CD 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 or adjourned general meeting (hereinafter referred to as "the General Meeting Record of Depositors"); and</p> <p>(c) 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 or adjourned general meeting and to speak and vote thereat by a person or proxy unless his name appears in the General Meeting Record of Depositors.</p> | <p>General meeting
Record of
Depositors</p> |
| <p>78.2 An annual general meeting may be called by a notice shorter than the period specified in Article 78.1 if agreed by all the Members entitled to attend and vote at the meeting.</p> | <p>Call of annual
general meetings
by shorter notice</p> |
| <p>78.3 An extraordinary general meeting may be called by a notice shorter than the period specified in Article 78.1 if:</p> <p>(a) agreed to by the majority in number of Members entitled to attend and vote at the meeting; and</p> <p>(b) the majority of Members specified in the Article above hold not less than ninety-five per centum (95%) of the number of shares giving a right to attend and vote at the meeting.</p> | <p>Call of
extraordinary
general meetings
by shorter notice</p> |
| <p>78.4 Where special notice is required of a resolution under the Act, the resolution shall not be effective unless notice of intention to move such resolution has been given to the Company at least twenty eight (28) days before the meeting at which it is to be moved. Where practicable, the Company shall give its Members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting. Where it is not practicable to do so, the Company shall give notice of the resolution to the Members at least fourteen (14) days before the meeting by:</p> <p>(a) sending it personally or by post to the address provided by the Member to the Company for such purpose; or</p> <p>(b) sending it in electronic form to the Electronic Address provided by the Member to the Company for such purpose; or</p> <p>(c) advertising it in one widely circulated newspaper in the English language.</p> | <p>Resolution
requiring special
notice</p> |

But if after notice of the meeting 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 this Constitution shall be deemed to be properly given.

78.5	Notice of a meeting of Members must be given to every Member, Director, auditor of the Company and the Stock Exchange in any manner authorised by Article 184. For the purposes of this Article, the reference to a 'Member' includes any person who is 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 and the Company has been notified of the person's entitlement in writing. Save as otherwise provided in these Articles or the Act, no other person shall be entitled to receive notices of general meetings.	Persons entitled to receive notice of general meetings
78.6	<p>Notices of general meetings of the Company shall state:</p> <p>(a) the place, date and time of the meeting; and</p> <p>(b) the general nature of the business of the meeting and in the case of special business, shall be accompanied by a statement recording the effect of any proposed resolution in respect of such special business.</p> <p>Notices of general meetings may include the text of any proposed resolution and other information as the Directors deem fit.</p>	Content of notice of general meetings
78.7.	Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of Members shall be in writing and shall be given to the Members either in hard copy, in electronic form or partly in hard copy and partly in electronic form.	Dissemination of notice
78.8.	<p>Where notice of a meeting of Members is given by the Company by publishing on a website, the Company must notify a Member of the publication of the notice on the website and such notification shall be in writing and be given in hard copy or electronic form stating:</p> <p>(a) that it concerns a meeting of Members;</p> <p>(b) the place, date and time of the meeting; and</p> <p>(c) whether the meeting is an annual general meeting.</p> <p>The notice shall be made available on the website from the date that notice is given under this Article until the conclusion of the meeting.</p>	Notice published on website
78.9	In the case of joint-holders of a share, the notice, whether in hard copy or by electronic form, must be given to the joint-holder whose name appears first in the Record of Depositors or the Register of Members.	Notice to joint holders
78.10	When a meeting of Members is adjourned for thirty (30) days or more, notice of adjourned meeting shall be given in the same manner as in the case of the 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.	Notice of adjourned meeting
78.11	The accidental omission to give notice of any meeting to or the non-receipt of the notice by any person shall not invalidate the proceedings at the meeting.	Omission to give notice
79.	79.1 Subject to any Applicable Law, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by Electronic Communications on such terms and subject to such conditions as they consider fit. The appointment of proxy by Electronic	Appointment of proxy via Electronic Communications

Communications shall be in accordance with this Article and shall not be subject to the requirements of Article 100.

- 79.2 For the purposes of Article 79, the Directors may require such reasonable evidence they consider necessary to determine:
- (a) the identity of the Member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- 79.3 Without prejudice to Article 79.1, the appointment of a proxy by Electronic Communications must be received at the Electronic Address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
- (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
- 79.4 An appointment of proxy by Electronic Communications must be received at the Electronic Address specified by the Company pursuant to Article 79.3 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 79.5 An appointment of proxy by Electronic Communications which is not made in accordance with this Article shall be invalid.

PROCEEDINGS AT GENERAL MEETINGS

80. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the declaration of dividends, the consideration of the accounts and balance sheets and the reports of the Directors and auditors, and any other documents annexed to the balance sheets, the fixing of the Directors fees and benefits and the appointment and fixing of the remuneration of the auditors. Special business
81. No business shall be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business. For all purposes, two (2) Members present in person or by proxy, or, in the case of corporations which are Members, present by their representatives appointed pursuant to the provisions of this Constitution, and entitled to vote, shall be a quorum. Quorum
82. If within half an hour after the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or such other day and at such other time and place as the Director may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Member or Members present shall form a quorum. Proceeding of quorum not present
83. If it appears to the chairman that the venue specified in the notice convening the meeting is inadequate to accommodate all Members entitled and wishing to attend, the meeting shall be duly constituted and its proceedings shall be valid if the chairman is satisfied that adequate audio-visual facilities are in place to ensure that a Member who is unable to be physically accommodated at the specified venue is able to: Accommodation of Members at meeting

- (a) reasonably participate in the business for which the meeting has been convened;
- (b) hear and see all persons present who speak (whether by the use of microphones, loud-speakers, audio-visual communications equipment or otherwise), whether at the specified venue or elsewhere; and
- (c) where such Member would be deemed to be present in person at the meeting, he shall be entitled to vote and be counted in the quorum of the meeting accordingly.
84. The chairman (if any) of the Board shall preside as chairman at every general meeting of the Company. If there is no such chairman or if at any meeting the chairman or the deputy chairman is not present within fifteen minutes (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the meeting shall choose one Director to be chairman, and if no Director is present or if all the Directors present decline to take the chair, the meeting shall choose one Member present to be chairman. Chairman of general meeting
85. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Chairman may adjourn meeting and notice of adjournment to be given
86. 86.1 Subject to Article 93 below, at all general meetings, resolutions put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the resolution of the show of hands a poll be demanded: Voting on resolution and demand for Poll
- (a) by the chairman;
- (b) by at least three (3) Members present in person or by proxy;
- (c) by any Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or by proxy holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total paid up shares conferring that right.
- 86.2 Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, a declaration by the chairman that the resolution has been passed unanimously or with a particular majority or is lost, and an entry to that effect in the minutes of the proceedings shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. Declaration of results
87. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Article, a demand by a person as proxy for a Member shall be the same as a demand by the Member. Authority of proxy to demand for a poll
88. If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. Error in vote count

89. If a poll be demanded in manner aforesaid, it shall, subject to Article 90, be taken at such time and place, and in such manner, as the chairman shall direct (including the use of ballot paper or voting papers or tickets or electronically using various forms of electronic voting devices), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. Taking of poll
90. Subject to Article 86, a poll demanded on any question shall be taken either at once or at such time and place as the chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. Time frame for taking poll
91. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment. Poll shall not be demanded on election of a chairman, or on any question of adjournment.
92. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question for which a poll has been demanded. The demand for a poll may be withdrawn. Continuance of meeting of other business
Withdrawal of poll
93. For so long as the Company is Listed, and subject to the Listing Requirements:
- 93.1 any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll; and Resolutions of listed issuer to be voted on by poll
- 93.2 the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution. Scrutineer
- A declaration by the chairman of the meeting whether a resolution has, on a poll, been carried or lost, based on the poll results obtained, shall be conclusive evidence of that fact. Declaration of poll results

VOTES OF MEMBERS

94. 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 demanded, as the case may be, shall have a second or casting vote. Casting vote of chairman
95. 95.1 Subject to Article 43 and any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members, each Member shall be entitled to be present at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. No Member entitled to vote while call due to Company
- 95.2 Subject to Article 43 and any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands, every person present who is a Member or a Member's representative, or holder of preference shares or proxy or attorney shall have one (1) vote and in the case of a poll, every Member, or holder of preference shares present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him upon which all calls due to the Company have been paid. Subject to Article 43, the shares held or represented by a Member present in person or by proxy or by attorney or other duly authorised representative shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors. Voting by Members or proxies

- 95.3 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. Shares of different denominations
- 95.4 On a poll taken at a meeting of Members, a Member 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. Voting by poll
- (a) A Member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint one (1) or more persons as his proxy to exercise all or any of the Member's rights to attend, participate, speak and vote instead of the Member at a general meeting of Members subject to the following provisions:
- (i) save as provided for in Article 95.4(b)(ii), the Act and any Applicable Law, each Member shall not be permitted to appoint more than two (2) proxies;
- (ii) where a Member appoints more than one (1) proxy, the appointment shall be invalid unless the Member specifies the proportion of the Member's shareholdings to be represented by each proxy.
- (b) For the avoidance of doubt, and subject always to Article 95.4(a):
- (i) there is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each omnibus account (as defined in Article 95.7) it holds;
- (ii) an Authorised Nominee may appoint at least one (1) proxy in respect of each Securities Account it holds to which shares in the Company are credited; and
- (iii) there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the Member to speak at the meeting.
- 95.5 The appointment of a proxy to vote on a matter at a general meeting authorises the proxy to demand, or join in demanding, a poll on that matter.
- 95.6 Termination of a person's authority to act as proxy is upon the Company or the appointed share registrar of the Company receiving a notice of termination at least twenty-four (24) hours before the commencement of a meeting of Members or an adjourned meeting of Members. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia. Notice of termination of appointment of proxy
- 95.7 Any corporation which is a Member of the Company may in accordance with the Act, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at a particular meeting or at all meetings of the Company, or of any class of Members and the person so authorised shall, in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. Vote of corporation
- 95.8 A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be. Appointment and revocation of corporate representative

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| 96. | 96.1 | 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 who has been properly appointed to manage his estate. Any such committee or other person may vote either personally or 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. | Vote of Members of unsound mind |
| | 96.2 | The legal personal representative of a deceased Member or the person entitled under Article 47 to any share 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 registered as the holder of such share provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any Member unless the Directors shall have previously admitted his right to vote in respect thereof. | Vote of legal personal representatives of Members |
| 97. | The joint holders of shares of the Company shall be considered as one (1) shareholder. Accordingly: | | Votes of joint holders of shares |
| | 97.1. | if the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; or | |
| | 97.2. | if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised. | |
| 98. | Subject to Article 43 and any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, a Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid and no Member shall be entitled to be present and vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. | | Voting allowed if shares have been paid up |
| 99. | No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman at the meeting, whose decision shall be final and conclusive. | | Time of objection of any voter's qualification |
| 100. | 100.1 | The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. | Instrument of proxy |
| | 100.2 | The Company shall be entitled and bound: | |
| | (a) | to reject any appointment of proxy lodged if the Member is not shown to have any shares entered against his name in the Register of Members and/or subject to Article 43 the Record of Depositors made available to the Company; | |
| | (b) | to accept as the maximum number of votes which in aggregate the proxy appointed by the Member is able to cast on a poll the aggregate number of shares which is entered: | |

- (i) against the name of that Member in the Register of Members and/or subject to Article 43 the Record of Depositors made available to the Company; or
 - (ii) in the case of a Member who is a Depositor and an authorised nominee, against the Securities Account number and name of the Beneficial Owner for whom the authorised nominee is acting as shown in the Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Member; and
- (c) where a Member of the Company is an authorised nominee, to accept the appointment of at least one (1) proxy in respect of each Securities Account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and shall specify the Securities Account number and the name of the Beneficial Owner for whom the authorised nominee is acting and where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple Beneficial Owners in one Securities Account ('omnibus account'), to accept without limitation the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

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| 101. | The instrument appointing a proxy shall be in such form as the Board may from time to time prescribe or approve. | Form of proxy |
| 102. | 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 registered office or at such other place as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time 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. | Deposit of proxy |
| 103. | 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 which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office and/or at such other place as may be specified in the notice convening the meeting before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. | Validity of proxy |

DIRECTORS

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| 104. | Unless otherwise determined by the Company in general meeting, the Company shall have at least two (2) and not more than fifteen (15) Directors. Each Director must be a natural person who is at least eighteen (18) years of age. | Number and appointment of Directors |
| 105. | 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. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. | Share qualification of the directors |
| 106. | The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any Director so appointed shall hold | Directors' power to fill casual vacancies or appoint additional directors |

office only until the conclusion of the next annual general Meeting and shall be eligible for re-election at such meeting. A Director retiring under this Article shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

107. 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 as 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 notice in writing to the Company that he is unwilling to be re-elected. When retiring
Directors deemed
re- elected
108. 108.1 A Director may appoint a person to act as his alternate provided that: Alternate
Directors
- such person is not a director of the Company;
- (b) such person does not act as an alternate for more than one director of the Company;
- the appointment is approved by a majority of his co-directors; and
- (d) any fee paid by the Company to the alternate shall be deducted from that Directors' fees and benefits.
- 108.2 An Alternate Director shall (except as regards power to appoint an Alternate Director and fees and benefits) 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 and be counted for the quorum at any such meeting at which his appointor is not present.
- 108.3 Any appointment so made may be revoked at any time by the appointor, and any appointment or revocation of an Alternate Director under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.
- 108.4 An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director; but if a Director who is required to retire by rotation under this Constitution so retires and is reappointed or deemed to have been reappointed, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment as if he had not retired.
- 108.5 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 not be deemed to be the agent of or for the Director appointing him.
- 108.6 A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
- 108.7 An Alternate Director shall not be taken into account in determining the minimum or maximum number of Directors allowed for the time being.
109. 109.1 The fees and any benefits payable to the Directors from time to time, be determined by an ordinary resolution of the Company at a general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, except that any Director, who shall hold office for Fees and benefits
of Directors

part only of the period in respect of which such fees are payable, shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office, Provided Always that:

- (a) fees payable to non-executive Directors shall be by way of a fixed sum, and not by way of a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors shall not include a commission on or percentage of turnover.
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting in accordance with this Article, where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

109.2 The Directors shall be entitled to be reimbursed for all travelling, hotel and such other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of directors or general meetings of the Company or otherwise howsoever in connection with the business of the Company in the course of performing their duties as Directors. Reimbursement of expenses

If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular, without limiting to the generality of the foregoing, if any Director being willing shall be called upon to perform extra 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, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged, subject always to Article 109.1. Special remuneration

109.3 In case the Company be wound up for any reason or purpose whatsoever, a Director shall not be entitled to any compensation in respect of the period which elapses between the date of the said winding up and the date at which, if the Company has not been wound up, he would have retired under these Articles.

110. 110.1 The office of Director shall be vacated if the person holding that office: Vacation of office of a Director

- (a) resigns in accordance with the Act;
- (b) if he ceases to be a Director by virtue of the Act or this Constitution;
- (c) has retired in accordance with the Act or this Constitution but is not re-elected;
- (d) if he is removed from his office of Director by ordinary resolution of the Company in general meeting of which special notice has been given;
- (e) becomes prohibited or disqualified from being a director under sections 198 or 199 of the Act or Paragraph 15.05(1) of the Listing Requirements;
- (f) becomes of unsound mind during his term of office or becomes a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (g) if he dies;

- (h) has been absent from more than fifty per centum (50%) of the total number of meetings of the board of directors held from the date of his election or appointment to the end of any financial year of the Company (whether or not an Alternate Director appointed by him attended), unless otherwise exempted by the Stock Exchange on application by the Company; or
- (i) if he becomes bankrupt during his term of office.

If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.

110.2 A Director of the Company shall not resign or vacate his office if by his resignation or vacation from office, the number of Directors of the Company is reduced below two (3). Any purported resignation or vacation of office by a Director in contravention of this Article shall be deemed to be ineffective unless a person is appointed in his place.

MANAGING DIRECTOR

- 111. The Board may, from time to time, appoint one or more of its body to the office of managing director or chief executive or person(s) holding equivalent position(s) for such period and on such terms as the Board thinks fit and may revoke any such appointment. Appointment of managing director
- 112. The Board may entrust to and confer upon a managing director any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as the Board may think fit, and either collaterally with or to the exclusion of the Board's own powers, and may from time to time revoke, withdraw, alter or vary all or any of those powers. The managing director or a person holding an equivalent position shall be subject to the control of the Board. Powers of managing director
- 113. A managing director shall, subject to the Act and the terms of any agreement entered into in any particular case, receive such fees and benefits, whether by way of salary, commission, or participation in profits, or partly in one way and partly another, as the Board may determine but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. Fees and benefits of managing director
- 114. The managing director or managing directors shall, while they continue to hold such offices, be subject to retirement by rotation in accordance with this Constitution, and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and, if they cease to hold the office of Director from any cause, they shall ipso facto and immediately cease to be managing director or managing directors. Managing director subject to retirement by rotation

POWERS AND DUTIES OF DIRECTORS

- 115. The management and control of the business and affairs of the Company shall be vested in the Directors who, in addition to the powers and authorities granted by this Constitution or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the statutes or Listing Requirements expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the statutes and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Powers and duties of Directors
- 116. The Directors may from time to time and at any time, by power of attorney under the Seal, 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 Power of Directors to appoint attorneys of the Company

those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit.

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| 117. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt 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 may from time to time determine. | Signature on cheques and bills |
| 118. | The Directors may exercise all the powers of the Company to borrow money or secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future) including uncalled capital or by means of mortgages, bonds and dispositions in security or bonds of cash-credit, with or without power of sale, as the Directors shall think fit. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. | Directors' borrowing powers |
| 119. | The Directors shall duly comply with the provisions of the Act, and particularly the provisions as to registration and keeping copies of mortgages and register of charges and other registers as required by the Act and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements, and other particulars connected with the above. | Keeping of registers |
| 120. | <p>120.1 A Director who has an interest in a contract or proposed contract with the Company under Section 221 of the Act and/or the Listing Requirements:</p> <p>(a) shall, if required under Section 221 of the Act, declare the nature of his interest in accordance with the said section; and</p> <p>(b) subject to Section 222 of the Act and/or the Listing Requirements:</p> <p style="padding-left: 20px;">(i) shall not vote or participate in any discussion regarding the said contract or proposed contract (and if he has done so, his vote shall not be counted); and</p> <p style="padding-left: 20px;">(ii) shall be counted only to make the quorum present at the meeting of the Board.</p> <p>120.2 Subject to the Act and/or the Listing Requirements, Article 120.1 shall not apply to:</p> <p>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(c) any contract by him to subscribe for or underwrite shares or debentures of the Company; or</p> | <p>Disclosure of interest in contracts, proposed contracts etc.</p> <p>Directors abstained from voting in interested transactions</p> |

(d) any contract or arrangement with any other company in which he is interested only as a director or other officer or creditor of or as a shareholder in or beneficially interested in the shares of the Company.

- 120.3 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, subject to any Applicable Law, the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that relevant provisions of the Act and these Articles are complied with. Director may hold any other office or place of profit
- 120.4 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. Right to payment for professional services
- 120.5 Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof. Director appointed at a meeting to hold other office to be counted in the quorum
- 120.6 By an ordinary resolution of the Company, the provisions in this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.
121. Subject to the Act, the Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. Pensions

RETIREMENT AND ELECTION OF DIRECTORS

122. 122.1 An election of Directors shall take place each year. At each annual general meeting, one third 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, shall retire from office PROVIDED ALWAYS that all Directors including the managing director and executive directors shall retire from office at least once Election of Directors

in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

- 122.2 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between Directors of equal seniority, the Directors to retire shall (unless they otherwise agreed among themselves) be determined from among them by lot.
123. No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him has, at least eleven (11) clear days prior to the date of the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. Notice of nomination of Directors
124. The Company in general meeting may, from time to time by ordinary resolution passed at a general meeting, increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office. Increase or reduce number of Directors
125. Except as otherwise authorised by the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two (2) or more persons to be Directors shall be ineffective and void. Separate resolutions for appointment of Directors
126. Without prejudice to the provisions of the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of this 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 by ordinary resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. Notwithstanding, if a Director was appointed to represent the interests of any particular class of shareholders or debenture holders, the resolution to remove the Director shall not take effect until the Director's successor has been appointed. Removal of Directors before expiration of office

PROCEEDINGS OF DIRECTORS

127. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director may at any time and the Secretary shall, on the requisition of a Director, summon a meeting of the Directors. Directors' meeting
128. A notice of a meeting of the Board shall be sent to every Director who is in Malaysia, and the notice shall include the date, time and place of the meeting and the matters to be discussed. Notice sent to Directors
129. The Directors may from time to time elect and remove a chairman or deputy chairman of the Board and determine the period for which they are respectively to hold office. The chairman so elected, or in his absence, the deputy chairman, shall preside at all meetings of the Directors but if no such chairman be elected, or if at any meeting the chairman is not present within five (5) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as chairman of such meeting. Chairman
130. An irregularity in the notice of meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity. Irregularity in notice

131. A meeting of the Board may be held either: Methods of holding meetings
- 131.1 by a number of Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- 131.2 by means of instantaneous communication device or mode by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- 131.3 by a combination of both the methods set out above.
132. Subject to any Applicable Law, the contemporaneous linking together by an instantaneous telecommunication device or mode, whether or not any Director (or his alternate) is out of Malaysia, shall be deemed to constitute a meeting of the Directors and all provisions of this Constitution relating to such meetings of the Directors shall apply to such meeting so long as the following conditions are met: Meeting by way of telecommunication
- 132.1 notice of meeting by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communications or instantaneous telecommunication device has been given to the Directors;
- 132.2 each Director taking part in this meeting by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communications or instantaneous telecommunication device or mode must be able to hear and/or see as the case may be, each of the other Directors taking part throughout the duration of the meeting;
- 132.3 at the commencement of the meeting, each Director acknowledges his presence for the purpose of the meeting to all of the other Directors taking part;
- 132.4 all information or documents pertaining to or circulated during the meeting must be made equally available to all Directors prior to or during the meeting.
133. A Director who intends to leave the meeting shall inform the chairman of the meeting prior to disconnecting his telecommunication device and a Director will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting unless he has informed the chairman of his departure. Permission to leave meeting
134. 134.1 The Directors shall cause minutes to be duly entered in books provided for the purpose: Minutes
- (a) of all appointments of managers and secretaries.
- (b) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in general meeting.
- (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees of Directors.
- (d) of all orders made by the Directors and any committee of Directors.
- 134.2 Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
135. A meeting by the Directors conducted by instantaneous telecommunication device is deemed to be held at the place where the largest group of Directors participating is assembled or, if there is no such group, where the chairman of the meeting is physically present. Venue for meeting held via instantaneous telecommunication device

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| 136. | The quorum necessary for the transaction of the business of the Directors shall be two (2). | Quorum |
| 137. | No business may be transacted at a meeting of the Board if a quorum is not present. | No business may be transacted if no quorum |
| 138. | The remaining Directors or a sole remaining Director may continue to act notwithstanding any vacancies in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution, the remaining Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. | Number reduced below quorum |
| 139. | If at any time during a meeting of the Directors the quorum falls below the minimum number stated in Article 136 and a Board decision was made prior to the lack of quorum, that decision would still be valid notwithstanding that the quorum is insufficient thereafter. | Lack of quorum |
| 140. | Subject to Article 120 above, every Director has one (1) vote. | Voting |
| 141. | Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a casting vote. However, where two (2) directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote, whereupon, in the case of equality of votes, the status quo shall be maintained in respect of such matter or thing contained in the resolution as it stood immediately before the resolution was placed before the Board. The other business not affected by such resolution shall continue as usual. | Decision by majority and chairman has casting vote |
| 142. | A Director present at the meeting of the Board is presumed to have agreed to, and to have voted in favour of a resolution of the Board unless he expressly dissents from or votes against the resolution at the meeting. | Director's dissenting vote |
| 143. | Where a resolution is passed at an adjourned meeting of the Board, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. | Resolution passed at adjourned meeting |
| 144. | A resolution in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded in the Company's minutes book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile or other forms of Electronic Communications. | Resolution in writing |
| 145. | A resolution signed or assented to by a Director need not be signed or assented to by the Alternate Director, if any, appointed by him in that capacity and a resolution signed or assented to by an Alternate Director need not be signed or assented to by the Director who appointed him. | Resolution need not be signed by Alternate Director |
| 146. | Except as otherwise provided in this Constitution, the Board may regulate its own proceedings. | Other proceedings |

COMMITTEES OF DIRECTORS

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| 147. | The Directors may establish any committees, local boards or agencies 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 persons (whether or not a Director) to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretion vested in the Directors, with | Power to establish committees etc |
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power to sub-delegate, and may authorise the members of any such committee or local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealings in good faith without notice of any such annulment or variation shall be affected thereby.

148. Notwithstanding any provisions to the contrary contained in this Constitution, any member of a committee may participate in a committee meeting by way of telephone and video conferencing or by means of other communication equipment, whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of these Articles or otherwise. A committee member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the committee members attending the meeting, PROVIDED that at least one (1) of the committee member present at the meeting was at such place for the duration of that meeting. Participation at committee meetings by way of telephone and video conferencing
149. The meetings and proceedings of any such committee consisting of two (2) or more members (whether or not a Director) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Article. Meetings and proceedings of committees
150. Subject to any rules and regulations made hereunder, a committee may meet and adjourn as it thinks proper, and questions arising at any meeting shall be determined by a majority of votes of the committee members present (if more than one), and in the case of an equality of votes, the chairman shall have a casting vote. Proceedings of the Committee
151. 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 thirty (30) minutes after the time appointed for holding of the meeting, the members present may choose one (1) of their number to be the chairman at the meeting. Chairman of committee

VALIDATION OF ACTS OF DIRECTORS

152. All acts bona fide done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director, local board or agency shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified, 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. Validation of acts of Directors

EXECUTIVE OFFICERS

153. 153.1 The Board may from time to time appoint any one (1) or more of their body to be the holder of any executive office or position (including but not limited to the office of chief executive, managing director, joint managing director or assistant managing director) for such period and upon such terms as it thinks fit. Appointment of Executive Officers
- 153.2 The appointment of any Director to an executive position under this Article shall be subject to termination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.
- 153.3 The Board may entrust to and confer upon such Director(s) appointed to an executive position under this Article, any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit and may from time to time (subject to the terms of any agreement entered into in any

particular case) revoke, withdraw, alter or vary all or any of such powers, provided always that the chief executive and/or the managing director shall be subject to the control of the Board.

154. The remuneration of the Director(s) appointed to an executive position under Article 153.1 shall subject to the terms of any agreement entered into in any particular case, be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. The remuneration of the Director(s) appointed to an executive position shall be determined by the Board and can either be in addition to or in lieu of his/their fee as a Director.
- Remuneration of executive officer

ASSOCIATE DIRECTORS

155. The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.
- Appointment of associate Directors

SECRETARY

156. 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 any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.
- Appointment, removal and resignation of Secretary

SEAL

157. The Seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board and every instrument to which the Seal shall be affixed shall, except in the case of certificates of title of shares, stock, debenture stock, debentures or any other form of security other than letters of allotment, be signed by two (2) Directors, or by one (1) Director and the Secretary, or by some other person appointed by the Directors.
- The custody and the affixing of the Seal
158. The Company may also have a share seal pursuant to the provisions of the Act. All forms of certificate for shares, stock or debenture stock or representing any other form of security other than letters of allotment shall be issued under the share seal and bear the autographic signatures of one or more Directors and the Secretary; provided that the Board may by resolution determine that such signatures or either of them shall be dispensed with or be affixed by some method or system of mechanical signature.
- Share Seal
159. The Company or the Directors, on behalf of the Company, may exercise the powers conferred by the provisions of the Act with regard to having official seals for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch register. The Seal for use abroad shall be an exact copy of the Company's Seal, with the addition on its face of the place where it is to be used, and when duly affixed to a document has the same effect as the Company's Seal.
- Power to have official seal for use abroad

DISTRIBUTIONS AND RESERVE FUND

160. 160.1 Subject to the Act, the Company may make a dividend distribution to its shareholders out of profits of the Company provided that the Company is solvent.
- Dividend distributions payable only if Company solvent

- 160.2 Before a dividend distribution is made by the Company to any shareholder, such distribution must be authorised by the Directors. The Directors may authorise a distribution at such time and in such amount as they consider appropriate, if they are satisfied that the Company will, in accordance with the Act, be solvent immediately after the distribution is made.
- 160.3 If after a dividend distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.
- 160.4 The Directors may fix the time that a dividend distribution is payable and the method of payment. A distribution can be paid in cash, by the issue of Securities, by the grant of options and by the transfer of assets to a shareholder.
161. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividend distributions shall be declared and paid according to the amounts paid on the shares in respect of which the distribution is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All distributions shall be apportioned and paid proportionately to the amounts paid on the shares during any part or parts of the period in respect of which the distribution is paid; but if any share is issued on terms providing that it shall rank for distribution as from a particular date, such share shall rank for distribution accordingly. Payment of distributions
162. The Directors may, if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof, deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide, they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them, any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. Interim dividends
163. 163.1 The Directors may deduct from any dividend payable to any Member, all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. Power to retain dividends
- 163.2 The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares 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.
164. Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, any dividend or other monies payable on or in respect of any share shall not bear interest against the Company. Dividends shall not bear interest
165. 165.1 Subject to the provisions of this Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall, as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Asset, business or property bought by the Company

- 165.2. Subject as aforesaid, if any Securities are purchased cum dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.
166. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Power to retain dividends in respect of transmission of shares
167. All dividends unclaimed for one (1) year after having been declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed. Unclaimed dividends
168. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to these Articles for the purposes of determining the Depositors who are entitled to the dividend declared. Transfer does not affect right to dividend declared before registration
169. The receipt of a single person appearing in the Register of Members and/or the Record of Depositors to be the holder of any shares and where several persons appear in the Register of Members or to the extent permissible under the Central Depositories Act and these Articles, in the Record of Depositors to be the joint-holders of any shares, the receipt of any one of such joint-holders shall be a sufficient discharge to the Company for any dividend or other moneys payable in respect of such shares. Receipt of dividends
170. Any dividend or other sum payable by the Company in respect of a share may be paid by fund transfer system or other similar means, or by cheque or warrant sent by post addressed to the holder at his registered address as it appears in the Register of Members or the Record of Depositors or, in the case of joint-holders, addressed to the holder whose name stands first in the Register of Members in respect of the shares at his address as it appears in the Register of Members or addressed to such person and at such address as the holder or joint-holders may in writing direct. Every cheque or warrant shall, unless the holder or joint-holders otherwise direct, be made payable to the order of the holder or, in the case of joint-holders, to the order of the holder whose name stands first in the Register or the Record of Depositors in respect of the shares, and shall be sent at his or their risk and payment of the cheque or warrant by bank on which it is drawn shall constitute a good discharge to the Company. In addition, any such dividend or other sum may (subject to any restrictions which may be imposed by applicable law) be paid by any bank or other funds transfer system or such other means and to or through such person as the holder or joint-holders may in writing direct, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or where it has acted on any such directions. Any one (1) of two (2) or more joint-holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by them. Where a person is entitled by transmission to a share, any dividend or other sum payable by the Company in respect of the share may be paid as if he were a holder of the share and his address noted in the Register of Members or Record of Depositors were his registered address. Payment procedure
171. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard Payment of dividend in specie

to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. No distribution, settlement, arrangement or adjustment so made by the Directors shall be questioned by any Member.

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| 172. | The Directors may, before recommending any distribution, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for distribution by way of special distribution or bonus, or for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such Securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company. | Reserve fund of the Company |
| 173. | The Directors may establish a reserve to be called either "capital reserve" or "realisation account" and shall either carry to the credit of such reserve from time to time all moneys realised on the sale of any investments held by the Company in excess of the then book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other moneys in the nature of accretion to capital, whether on sale of investments held, or otherwise, shall be treated for all purposes as capital moneys and not as profits available for distribution. Any losses realised on the sale of any investments may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other funds of the Company. | Capital reserve or realisation account |
| 174. | The Directors shall be at liberty to invest any sums carried to any reserve account or accounts upon such investments as they think fit, other than shares of the Company, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (save as hereinbefore provided) and to divide the ordinary reserve account or accounts into such special accounts as they think fit with full power to employ the assets constituting the ordinary reserve account or accounts in the business of the Company. | Reserve account |
| 175. | Every distribution warrant may, unless otherwise directed, be sent by post to the last registered address of the Member entitled thereto, and the receipt of the person whose name at the date of the declaration of the distribution appears on the Register of Members or Record of Depositors as the owner of any share, or, in the case of joint holders, or any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid distribution or interest shall bear interest as against the Company. | Distribution warrant to be sent by post |

CAPITALISATION OF RESERVES, ETC

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| 176. | The Company in general meeting may, upon the recommendation of the Directors, by ordinary resolution resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution 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 have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully | Capitalisation on recommendation of Directors |
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paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other.

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

ACCOUNTS AND RECORDS

178. The Directors shall cause proper accounts and records to be kept, which shall be kept at the Office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- Directors to keep proper accounts
179. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and records of the Company, or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any rights of inspecting any account or book or document of the Company, except as conferred by the Act or authorised by the Directors or by a resolution of the Company in general meeting.
- Inspection of books by Members
180. The Board shall:
- Financial statements to be made-up and laid before the Company
- 180.1 prepare or cause to be prepared financial statements in accordance with the requirements of the Act;
- 180.2 cause the financial statements to be audited;
- 180.3 cause the audited financial statements and reports relating thereto to be sent at least twenty-one (21) days (or such shorter period agreed by all the Members entitled to attend and vote at the annual general meeting) before the date of the annual general meeting of the Company, to:
- (a) every Member;
 - (b) every person who is entitled to receive notice of general meetings of the Company;
 - (c) every auditor of the Company; and
 - (d) every debenture holder of the Company upon request being made to the Company,
- in accordance with Article 185 and the requisite number of copies shall at the same time be forwarded to the Stock Exchange upon which the Company's shares are listed, and
- 180.4 cause the audited financial statements and reports to be laid before the annual general meeting of the Company.

AUDIT

181. Auditors of the Company shall be appointed and their duties regulated in accordance with the Act. The auditors' report to the Members made pursuant to the statutory provisions as to audit shall be open to inspection by any Member who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and the auditors' report in accordance with the Act.
- Appointment of auditors and auditors' report

LANGUAGE

182. Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or the English language, the Directors shall cause a true translation of such accounts, minute books and other 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, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.
- Accounts to be kept in English or Malay language

DESTRUCTION OF DOCUMENTS

183. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register of Members which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:
- Power to destroy instruments of transfer etc.
- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
 - (b) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
 - (c) reference in this Article to the destruction of any document include references to its disposal in any manner.

AUTHENTICATION OF DOCUMENTS

184. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and 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 other 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.
- Authentication of documents

NOTICES, DOCUMENTS AND OTHER COMMUNICATION

185. A notice or other document shall be served by the Company or the Secretary on any Member or Director, as the case may be, either personally or by sending it through the post in prepaid letter addressed to such Member or Director at his registered address or service address (including Electronic Address) as appearing in the register
- Mode of service of notice or other documents

of Directors and the Record of Depositors, as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him. The contact details (including Electronic Address) of the Member as set out in the Record of Depositors or the registers shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member.

186. A notice or other document if served by post shall be deemed to be served three (3) days following that on which a properly stamped letter containing the same is posted. 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 Government post office letter box. Where a notice or any other document or information is served, sent or supplied by electronic form to the Electronic Address of the Member, such notice shall be deemed to have been duly given, sent or served at the time of transmission of the notice, document or information by the email server or facility operated by the Company or its service provider to the Electronic Address of the Member. Where electronic mail is used, there must be proof of electronic mail delivery.
- Deemed time of notice or other documents
187. Notice of general meetings of the Company and of meetings of the Board and any other communication between the Company and the Members and/or its Directors, including matters relating to resolutions, supply of information or documents or otherwise whether for the purposes of complying with the Act, the Listing Requirements or otherwise may be:
- Notice of general meetings and meetings of the Board
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
188. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, shall have been duly given or served to the person from whom he derives the title to such share, prior to his name and address being entered in the Record of Depositors or the Register of Members as the registered holder of 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 (as claiming through or under him) in the share.
- Person entitled to shares by transfer, transmission, etc. bound by notices
189. Subject always to the provisions of these Articles, any notice or document in hard copy or electronic form or partly in hard copy and partly in electronic form delivered or sent by post to, or left at, the registered address or Electronic Address provided by any Member shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.
- Notices or other documents by post to persons entitled in consequence of death
190. Notice of every general meeting or other documents shall be given in any manner hereinbefore to:
- Persons entitled to notice of general meeting or other documents
- (a) every member at his registered address as appearing in the Record of Depositors or the Register of Members, as the case may be, in Malaysia, or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him;

- (b) to the Electronic Address provided by the Member to the Company for such purpose, or by publishing on a website. If the Company publishes such notice or other documents on its website, the Company shall separately and immediately notify the Member of the following in writing:
 - (i) the publication of the notice or other documents on the website; and
 - (ii) the designated website link or address where a copy of the notice or other documents may be downloaded.

Notwithstanding, the Member has the right to request for a hard copy of such notice or other documents and the Company shall forward a hard copy of such notice or other documents to the Member within the prescribed period subject to the Listing Requirements, free of charge to:

- (a) 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 or other documents of the meeting;
- (b) the auditor for the time being of the Company; and
- (c) the Stock Exchange.

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

Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

191. The Company may be wound up voluntarily by special resolution. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide amongst the Members, in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any Securities whereon there is any liability.
- Distribution of assets upon winding up

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

- 191.1 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 in such manner that reflects as closely as practical, so that as nearly as may be the losses 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
- 191.2 If in a winding up, the assets available for distribution among the Members shall be 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 paid up capital or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively.

SECURITY CLAUSE

192. Save as may be provided by the Act, 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, manufacturing 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.
- Members not entitled to information of the Company

INDEMNITY AND INSURANCE

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

The provision of this Article shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under the Act.

Indemnity to not apply to breach of Director's duties

EFFECT OF LISTING REQUIREMENTS

194. The effect of the Listing Requirements shall be as follows:
- 194.1 Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- 194.2 Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- 194.3 If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- 194.4 If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- 194.5 If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- 194.6 If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- Effects of the Listing Requirements on this Constitution

COMPLIANCE

195. 195.1 Notwithstanding these Articles, the Company shall comply with all Applicable Laws in respect of all matters relating to Securities or otherwise, where applicable.
- 195.2 If any of the Articles in this Constitution is inconsistent with or in breach of any Applicable Law, then:
- (a) that Article shall be read down to the extent necessary to comply with the provisions of the Applicable Law; and
- (b) that Article or those portions thereof which are inconsistent with or in breach of any provision of the Applicable Law shall be struck out and deemed not to form part of this Constitution.
- Compliance with the Act, Central Depositors Act and CD Rules



ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

[Company No. 199601017418 (389769-M)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Oriental Food Industries Holdings Berhad (“the Company”) will be convened and held at Tiara Banquet Hall, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Thursday, 21 November 2019 at 2.30 p.m. to transact the following business:-

SPECIAL RESOLUTION

- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

THAT approval be and is hereby given to the Company to revoke its existing Memorandum and Articles of Association in its entirety with immediate effect and in place thereof, the new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 23 October 2019 be and is hereby adopted as the Constitution of the Company.

AND THAT the Board of Directors of the Company be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company, all documents as the Board may consider necessary, with full powers to assent to any conditions, modifications and/or amendments as may be deemed fit or necessary or required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.

BY ORDER OF THE BOARD

KARINA CHONG MEI YING (LS 0009542)
CHAN SAU LENG (MAICSA 7012211)
RUZETI EMAR BINTI MOHD ROSLI (LS 0010372)
Joint Secretaries
Melaka

23 October 2019

Explanatory Notes on Special Business:

Special Resolution – Proposed Adoption

The proposed Special Resolution is undertaken primarily to streamline the existing Memorandum and Articles of Association (“M&A”) of the Company with the Companies Act 2016, which was effective from 31 January 2017. The Proposed Adoption is also to align the existing M&A with the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad on 29 November 2016 and to provide clarity to certain provision thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Please refer to the Circular to Shareholders dated 23 October 2019 for more information.

Notes to the Notice of EGM:

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at 14 November 2019 (“General Meeting Record of Depositors”) shall be eligible to attend and vote at the Meeting.
2. A member entitled to attend at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualifications of the proxy.
3. A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 65, Jalan Usaha 7, Air Keroh Industrial Estate, 75450 Melaka not less than twenty-four (24) hours before the time appointed for holding the meeting or any adjournment thereof.
8. Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
9. Proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
10. Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”); (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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FORM OF PROXY

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

[Company No : 199601017418 (389769-M)]
(Incorporated in Malaysia)

No. of ordinary shares held	
CDS Account No.	

I/We _____ NRIC No./Company No. _____
(Full Name in Capital Letters)

of _____
(Full address)

being a Member/Members of ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD hereby appoint *the
Chairman of the meeting or _____ NRIC No./Company No. _____
(Full Name in Capital Letters)

of _____
(Full address)

or failing him/her of _____ NRIC No./Company No. _____
(Full Name in Capital Letters)

of _____
(Full address)

as * my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the Extraordinary General Meeting (“EGM”) of Oriental Food Industries Holdings Berhad (“the Company”) will be convened and held at Tiara Banquet Hall, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Thursday, 21 November 2019 at 2.30 p.m. and at every adjournment thereof to vote as indicated below:

Special Resolution	For	Against
To approve the Proposed Adoption		

(Please indicate with an “X” in the space provided above on how you wish your vote to be cast. If you do not wish to do so, the proxy/proxies will vote or abstain from voting at their discretion)

The proportion of my holdings to be represented by my *proxy/proxies are as follows:-

%

First name Proxy

Second name Proxy

100

=====

As witness my hand _____ day of _____ 2019.

Signature

NOTES:

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at 14 November 2019 (“General Meeting Record of Depositors”) shall be eligible to attend and vote at the Meeting.
2. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualifications of the proxy.
3. A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The instrument appointing a proxy must be deposited at the Registered Office at No. 65, Jalan Usaha 7, Air Keroh Industrial Estate, 75450 Melaka not less than twenty-four (24) hours before the time appointed for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
8. Proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
9. Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the members accepts and agrees to the Personal Data Privacy terms set out in the Notice of EGM dated 23 October 2019.